



**BYLAWS OF
THE KAMEHAMEHA SCHOOLS
ALUMNI ASSOCIATION**

BYLAWS RECORD OF CHANGE

The following is a record of changes made to The Kamehameha Schools Alumni Association Bylaws. Changes are listed in chronological order beginning with the latest changes.

REVISION	DATE RATIFIED	DESCRIPTION
Complete	December 2020	Bylaws were revised and replace current Bylaws in their entirety. Changes to Bylaws incorporate 501(c)(3) requirements, updating to include electronic meeting methods and clarifying various Bylaw Articles.
Major	April 2001	Align with Strategic Plan for KS, Revise quantity of Regions within the State of Hawai'i, add Special Membership, clarifies duties of KSAA BOP, eliminate Corresponding Secretary position, modify term limits for Regional Board members and revise process of proposing amendments.
Amendment 1	March 1997	Revise Board of Presidents meeting frequency and required quorum.
Major	March 1994	Revise paragraphs of Regional Board, Board of Presidents and other sections.
Major	January 1990	Revise/add paragraphs for mainland regions, definition of graduate, Dissolution paragraph, officer terms and other sections.
Amended	February 25, 1972	Bylaws amended in its entirety
Initial	November 11, 1922	Formation of Kamehameha Alumni Association

BYLAWS
OF
THE KAMEHAMEHA SCHOOLS ALUMNI ASSOCIATION

ARTICLE I. NAME

Section 1 Name. The name of this Corporation shall be "The Kamehameha Schools Alumni Association" (KSAA), also known as the "Association".

ARTICLE II. LOCATIONS

Section 1 Principal Location. The Association's principal location shall be in Honolulu, Hawai'i.

Section 2 Region Locations. The Association's Regions may be located on the other islands that comprise the State of Hawai'i and locations outside the State of Hawai'i.

ARTICLE III. PURPOSES AND OBJECTIVES

Section 1 Purposes. The purposes of the Association are:

- (a) To advocate the perpetuation of Princess Bernice Pauahi Bishop's legacy,
- (b) To cultivate the vision of The Kamehameha Schools,
- (c) To promote and foster the spirit of unity (lōkahi) among the Kamehameha 'ohana.

Section 2 Objectives: The objectives of the Association are:

- (a) To partner with and support programs of benefit to the health and the civic, economic, educational and moral welfare of the community at large, the Hawaiian people, and The Kamehameha Schools,
- (b) To preserve and perpetuate the native culture of Hawai'i,
- (c) To promote the exchange of information between The Kamehameha Schools and the Association.

Section 3 Exempt Organization. The Kamehameha Schools Alumni Association is organized exclusively for charitable, religious, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt

organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE IV. MEMBERSHIP

Section 1 Regular. A regular member is any person who has received a diploma from The Kamehameha Schools.

Section 2 Lifetime. A regular member that became a lifetime member shall remain a lifetime member.

Section 3 Associate. An Associate member is any person interested in supporting the purposes and objectives of the Association, subject to approval of the Association.

Section 4 Honorary. Honorary memberships are bestowed on the Trustees of the Bernice Pauahi Bishop Estate, Chief Executive Officer and the Po'o Kula of each of the campuses of The Kamehameha Schools for the duration that they serve in such capacities. Honorary membership and its duration may be bestowed on any individual upon approval of the Board of Presidents.

ARTICLE V. REGION

Section 1 General. A Region is defined as an approved chapter of the Association. Each Region is formed to serve the members of the Association.

Section 2 Region Officers. Officer positions and responsibilities shall be as defined in these Bylaws.

Section 3 Region Operation. Each Region shall operate independently of other Regions, but shall adhere to the Bylaws and rules of the Association.

ARTICLE VI. REGIONAL OFFICERS AND DIRECTORS

Section 1 General. A Board of Officers and Directors shall govern each Region. Officers should consist of a President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. The Board may also include Director positions and shall determine the number of Director positions for their Region. Officer positions and responsibilities may be combined, and other officer positions may be added at the discretion of the Board.

Section 2 President. The President shall preside at all meetings; shall appoint all committees with the approval of the Board; shall serve as an ex-officio member on all committees; submit activity reports as required; ensure the Treasurer has submitted financial reports as required.

Section 3 First Vice-President. The First Vice-President shall perform the duties of the President if and when the President may be absent or unable to act; and other assignments as designated by the President

Section 4 Second Vice-President. The Second Vice-President shall perform the duties of the President and First Vice-President if and when both may be absent or unable to act; and other assignments as designated by the President.

Section 5 Recording Secretary. The Recording Secretary shall record the proceedings of all meetings, shall maintain a record thereof and make records available for review by the membership.

Section 6 Corresponding Secretary. The Corresponding Secretary shall attend to all correspondence subject to the President's approval; shall properly circulate all communications received; shall maintain a master mailing list of the membership and shall provide notification of meetings and other matters of business.

Section 7 Treasurer. The Treasurer shall be responsible for all financial matters. This shall include, but not be limited to the depositing of funds in a depository selected by the Board; generating, maintaining and submitting financial statements and reports as required; and making any financial data available for the review by the membership.

Section 8 Eligibility. Only Regular members are eligible to be elected to Officer or Director positions.

Section 9 Term. The Officers and Directors shall be elected for a term of two years or until their successors are elected.

Section 10 Limitations. No person shall be elected to the same office for more than three consecutive terms.

Section 11 Vacancy. In case of a vacancy in the office of the President, the First Vice-President shall fill that vacancy. In the case of a vacancy in the office of the First or Second Vice-Presidents, Recording Secretary, Corresponding Secretary, Treasurer or Director, the Board shall fill the vacancy.

Section 12 Contracts. Unless otherwise directed by the Board, the President and Treasurer shall sign all contracts and formal documents on behalf of the Board.

ARTICLE VII. BOARD OF PRESIDENTS

Section 1 General. The Board of Presidents (BoP) is comprised of the Region Presidents of the Association.

Section 2 BoP Officers and Directors. Officers and Directors of the Board of Presidents shall be elected from amongst the sitting Region Presidents.

- (a) **President.** The President shall preside at all meetings; shall appoint all committees with the approval of the Board; shall serve as an ex-officio member on all committees; submit activity reports as required; ensure the Treasurer has submitted financial reports as required.
- (b) **First Vice-President.** The First Vice-President shall perform the duties of the President if and when the President may be absent or unable to act; and other assignments as designated by the President.
- (c) **Second Vice-President.** The Second Vice-President shall perform the duties of the President and First Vice-President if and when both may be absent or unable to act; and other assignments as designated by the President.
- (d) **Recording Secretary.** The Recording Secretary shall record the proceedings of all meetings, shall maintain a record thereof and make records available for review by the membership.
- (e) **Corresponding Secretary.** The Corresponding Secretary shall attend to all correspondence subject to the President's approval; shall properly circulate all communications received; shall maintain a master mailing list of the membership and shall provide notification of meetings and other matters of business.
- (f) **Treasurer.** The Treasurer shall be responsible for all financial matters. This shall include, but not limited to, deposit of funds in a depository selected by the Board; generating, maintaining and submitting financial statements and reports as required; and making any financial data

available for the review by the membership.

- (g) **Director.** A Regional President not serving in an Officer position shall serve as a Director of the BoP.

Section 3 Eligibility. Only Region Presidents of the Association are eligible to be elected to the Board of Presidents positions.

Section 4 Term. The Officers of the Board of Presidents shall be elected for a term of two years or until their successors are elected. President, Corresponding Secretary and Recording Secretary terms shall commence in the odd fiscal years. Vice Presidents and Treasurer terms shall commence in even fiscal years.

Section 5 Limitations. No person shall be elected to the same office for more than three consecutive terms.

Section 6 Vacancy. In case of a vacancy in the office of the President, the First Vice-President shall fill that vacancy. In the case of a vacancy in the office of the First or Second Vice-Presidents, Recording Secretary, Corresponding Secretary, Treasurer or Director, the Board shall fill the vacancy.

Section 7 Duties and Responsibilities.

- (a) Shall fulfill the Purposes and Objectives of this Association.
- (b) Monitor and regulate the activities of the Association.
- (c) Shall adopt rules for the Association, including, but not limited to governance, maintaining non-profit status, operation, conduct and requirements for all Regions.

ARTICLE VIII. MEETINGS

Section 1 General. Except as otherwise provided in these Bylaws, meetings of the Board of Presidents, Region Board and membership shall be conducted in-person, electronically or a combination of both.

Section 2 Minimum. As a minimum, three meetings of the Board of Presidents shall be held during the fiscal year. Regional Board and membership meetings shall be determined at the Region level, but general membership meetings of each Region shall be held at least once a year.

Section 3 Electronic. Electronic meeting is defined as communications with some

or all members of the Association through electronic means such as the Internet or by telephone. The Association shall adopt rules of order and instructions concerning electronic meetings.

Section 4 Notice. Notice of meetings may be issued via U.S. mail, electronic means or other generally accepted methods of notification.

Section 5 Special Meetings. Notification shall be as defined by these Bylaws and no business other than that specified in such notice shall be transacted at such meeting.

- (a) Board of Presidents. Special meetings may be called at any time by the President or on the written request of a majority of the BoP specifying the purpose of the meeting.
- (b) Region Board. Special meetings may be called at any time by the President, on the written request of a majority of the Board or on the written request of at least 20 Regular Regional members specifying the purpose of the meeting.

Section 6 Quorum.

- (a) Board of Presidents. A majority of the Board of Presidents shall constitute a quorum.
- (b) Region Board Meetings. A majority of the Region Board shall constitute a quorum.
- (c) All Other Meetings. The quorum at any regular or properly called meeting shall consist of those Regular Members who attend.
- (d) Absence or Loss of a quorum. Absence of a quorum will prevent any transaction of business that requires a vote. Loss of a quorum during a meeting will void any business transacted after the loss of a quorum was determined.

Section 7 Voting.

- (a) Board of Presidents. Each member of the Board of Presidents present at a meeting shall be entitled to one vote. The act of the majority of the BoP present at a meeting at which a quorum is present shall be the act of the BoP.
- (b) Regional Board. Each member of the Regional Board present at a

meeting shall be entitled to one vote. The act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Board.

Section 8 Conflict of Interest. No member shall vote on a question in which he or she has a conflict of interest as defined in these Bylaws.

ARTICLE IX. ELECTIONS

Section 1 Date of Election.

- (a) Regional elections shall be held in the last quarter of the fiscal year.
- (b) Board of President elections shall be held in the first quarter of the fiscal year.

Section 2 Rules. The Board of Presidents shall prescribe the rules governing elections of the Association.

ARTICLE X. COMPLIANCE

Section 1 Politics.

- (a) **Political Campaigns.** The Association is forbidden to directly or indirectly participate in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for elective public office.
- (b) **Non-Partisan Activities.** The Association may engage in non-partisan activities that are related to the Association's Objective and Purposes with Board approval.
- (c) **Legislative Advocacy.** The Association can engage in legislative advocacy and issue-related advocacy, as long as it does not involve political campaigning.
- (d) **Association Members.** Members are entitled to voice their opinions and participate in a political campaign, as long as they are not representing or speaking on behalf of the Association.

Section 2 Tax Exempt Status. The Association has been formed under Hawai'i Nonprofit Corporation Law for the charitable purposes described in these Bylaws, and it

shall be nonprofit and nonpartisan.

- (a) **Non-Profit Compliance.** The Association shall maintain its tax-exempt status by complying with all Federal and State requirements imposed on 501(c)(3) organizations.

Section 3 Prohibited Activities.

- (a) Nothing in these Bylaws shall be construed as allowing the Association to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.
- (b) The Association may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such.

Section 4 Conflict of Interest. Association members have a duty that requires them to place the best interests of the Association ahead of their own interests. Conflicts of interest may be actual, potential or perceived and that they may relate to financial or nonfinancial interests. Conflicts may also include related interests by family or friends, or duties that the Association member may have with other organizations. Any conflicts of interest shall be immediately brought to the attention of the Board. Conflict of Interest disclosure will be in accordance with the rules of the Association.

ARTICLE XI. EXPULSION AND REMOVAL

Section 1 Expulsion. Any member of the Association may be expelled by the Regional Board for conduct prejudicial to the purposes and objectives of the Association.

Section 2 Removal. Any officer or director of the Association may be removed by adoption of a motion to do so. The vote required for adoption of this incidental motion is a two-thirds vote or a majority when previous notice has been given.

ARTICLE XII. DISSOLUTION

Section 1 The Association shall continue in perpetuity; provided, however, upon dissolution of the organization, assets shall be distributed to one or more exempt

purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. FISCAL YEAR

Section 1 The fiscal year for the Association shall begin on July 1st of each year and end on June 30th of the following year.

ARTICLE XIV. PARLIAMENTARY PROCEDURE

Section 1 On questions of parliamentary procedure not covered in these Bylaws, Robert's Rules of Order (Newly Revised) shall govern.

ARTICLE XV. AMENDMENT OF BYLAWS

Section 1 The Bylaws of the Association may be amended by a majority vote of the Regions of the Association. Each Region's vote shall be the result of the majority vote of the Regular members present at a Region meeting at which notice was given of the Bylaws' amendment.

ARTICLE XVI. AMENDMENT OF CHARTER

Section 1 The Charter may be amended by a vote of at least two-thirds of the Regions of the Association. Each Region's vote shall be the result of at least a two-thirds vote of the Regular members present at a Region meeting at which notice was given of the Charter's amendment.

ARTICLE XVII. EFFECTIVE DATE

Section 1 These Amended Bylaws shall take effect upon its adoption.

Revised and Ratified:

I hereby certify that the foregoing Bylaws have been amended in its entirety and duly adopted by the majority vote of the Regions of the Association.

Recording Secretary, Board of Presidents The Kamehameha Schools Alumni Association	Date
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President, Board of Presidents The Kamehameha Schools Alumni Association	Date
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