

Amended: 4/24/15

Amended and Restated Bylaws
of the
Hawaii State Teachers Association-Retired

Adopted by Delegate Assembly: April 24, 2015

Approved by Board of Directors: April 24, 2015

Amended: 04/24/15

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AMENDED AND RESTATED BYLAWS OF HAWAII STATE TEACHERS ASSOCIATION-RETIRED

ARTICLE I - NAME

The name of this corporation shall be the Hawaii State Teachers Association-Retired, hereinafter referred to as HSTA-R.

ARTICLE II – PURPOSE

The purpose of HSTA-R shall be as stated in the Articles of Incorporation. The activities of HSTA-R shall be those necessary and appropriate to accomplish the purposes of the HSTA-R as stated in the Articles of Incorporation.

ARTICLE III – AFFILIATIONS

HSTA-R shall be an affiliate of the Hawaii State Teachers Association (“HSTA”), National Education Association (“NEA”), and National Education Association-Retired (“NEA-R”).

ARTICLE IV – MEMBERSHIP CLASSES AND RIGHTS

Section 1 Classes of Membership and Eligibility: Admission to Membership

- A. Retired Membership.** Retired membership shall be limited to any person: (1) who, for at least one year immediately prior to retirement, held active membership in the Hawaii State Teachers Association or any other state affiliate of the National Education Association; or (2) who held active membership in HSTA for at least five years. HSTA-R shall be unified with NEA-R. Unified membership requires a Retired Member to be a member of both HSTA-R and NEA-R. Any person who held retired membership in HSTA before the existence of HSTA-R may choose not to become a member of NEA-R. Members in this category may not hold elected HSTA-R offices and may not vote in elections for NEA positions.
- B. Associate Membership.** Any person, who prior to retirement was, employed in the field of education and does not qualify for retired membership, may be admitted as an associate member. Any individual, who has retired and served as an employee of HSTA, may be admitted as an associate member.
- C. Admission to Membership.** Individuals who qualify for HSTA active, student or associate membership shall not be eligible for HSTA-R membership. The power to admit members shall be vested solely in the Board of Directors. A person who

wishes to become a member must submit a completed application form and pay annual membership dues (if any) as established by the Board. Applicants shall also submit such additional information that the Board of Directors may require to verify they meet the requirements for membership. Membership in the HSTA-R shall be evidenced by the membership roll of the HSTA-R.

Section 2 Voting and Other Privileges of Membership

- A. A retired member shall be eligible to vote for Delegates through their District as described in Article XI, hold office and otherwise participate in the governance of HSTA-R. He or she shall also be eligible to participate in such membership programs and activities established by the Board of Directors. The voting rights of the retired members shall be exercised through Delegates elected by the retired membership (as defined in Section 414D-14 of Haw. Rev. Stat., as amended from time to time), which Delegates will hold the power and authority to vote on behalf of the retired members of the HSTA-R on all matters submitted to a membership vote. The retired members, acting through the Delegates, retain the authority to elect the Board of Directors (other than designated directors) and officers of the HSTA-R, approve amendments to the Articles of Incorporation and/or Bylaws, and vote on such other matters as may be subject to membership vote under the Articles of Incorporation, Bylaws, or Hawaii law.
- B. An associate member shall not be eligible to vote, hold office and otherwise participate in the governance of HSTA-R, but may participate in such other programs or activities as shall be determined by the Board of Directors.

Section 3 Expulsion of Members

The power to expel or suspend members shall be vested solely in the Board of Directors. The Board of Directors may expel or suspend any member for any reason. No member shall be expelled or suspended unless (i) not less than fifteen (15) days prior to the board meeting called for the purpose of such expulsion or suspension the corporation sends the member by mail written notice of the proposed expulsion or suspension and the reasons therefore to the member's last known address as shown on the corporation's records and (ii) the member is provided the opportunity to be heard orally or in writing by the board. Any member who has been expelled may be liable to the corporation for dues, assessments, or fees as a result of obligations incurred or commitments made prior to the expulsion or suspension. Any proceeding challenging the expulsion or suspension, including a proceeding in which a defective notice is alleged, shall commence within one year after the effective date of expulsion, suspension or termination.

ARTICLE V - MEMBERSHIP DUES AND ASSESSMENTS

Section 1 Membership Year and Fiscal Year

The membership and fiscal year of HSTA-R shall begin on September 1 and end on August 31.

Section 2 Membership Dues, Assessments, and Contributions

- A. The annual HSTA-R membership dues shall be established by the HSTA-R Board of Directors by July 1 for each new membership year. These dues shall be based on an annual budget adopted by the HSTA-R Board of Directors and approved by the annual Delegate Assembly.
- B. HSTA-R dues shall include the dues for NEA-R and fees charged by HSTA for administrative support.
- C. Special assessments for emergencies may be levied by the HSTA-R Board of Directors after approval by the annual Delegate Assembly and HSTA Board of Directors.
- D. Voluntary contributions may be solicited from members for activities not funded by the budget but serve to promote and advance the purposes of HSTA-R.

ARTICLE VI - DELEGATE ASSEMBLY

Section I Scope of Authority

The Delegate Assembly shall constitute the highest governance body of HSTA-R and shall act on behalf of the membership of HSTA-R. The Delegate Assembly may direct the Board of Directors of HSTA-R to implement various measures, policy decisions, or other actions to be taken.

Section 2 Meetings: Notice and Voting

- A. At dates, times, and places selected by the Board of Directors, the Delegate Assembly shall meet annually to approve the budget, elect officers and at-large directors, recommend Bylaws amendments and conduct other such business deemed necessary.
- B. The Delegate Assembly may meet in special session by direction of the Delegate Assembly or Board of Directors.
- C. Notice of all meetings of the Delegate Assembly, whether annual or special, stating the place, day and hour of the meeting and whether it is annual or special, and in case of a special meeting the purpose or purposes thereof, shall be given personally, by mail or by electronic mail or other form of electronic transmission to the extent permitted by Hawaii law, at least ten (10) days before the meeting. If by mail, such notice shall be deemed to be delivered when deposited in the United States mail postage prepaid and addressed to the Delegate at such address as appears in the records of the HSTA-R. Notice given by electronic mail shall be deemed given when

directed to an electronic mail address to which a Delegate has consented to receive notice. Notice for an annual meeting at which any action is proposed to be taken that would require approval of the Delegates acting on behalf of the membership, must include a description of the action to be taken that would require such approval. The record date for determining the Delegates entitled to notice of or to vote at a meeting shall be set by the Board, provided that such record date is not more than seventy (70) days prior to the date of the meeting. If no record date for notice is set by the Board, then the Delegates at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. If no record date for voting is set by the Board, then the Delegates on the day prior to the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting. A Delegate's attendance at a meeting waives any objection to deficiencies in meeting notice unless, at the beginning of the meeting, the Delegate objects to holding the meeting or transacting all or specific business at the meeting.

- D. Twenty percent (20%) of votes entitled to be cast on a matter and represented at a Delegate Assembly shall constitute a quorum with respect to that matter. At all meetings of the Delegates, every Delegate shall have the right to vote in person. In addition, any action that may be taken at a meeting of the members may be taken by ballot. Ballots may be transmitted electronically. Each Delegate shall have one (1) vote and shall vote as a single class. The affirmative vote of the majority of votes represented and entitled to vote at a meeting at which a quorum is present is required for the action of the Delegates unless a greater vote for member action is required by Hawaii law, these Bylaws or the Articles of Incorporation

Section 3 Size, Composition, and Terms

- A. The five HSTA-R officers (president, first vice president, second vice president, treasurer, and secretary) shall serve as delegates with vote.
- B. District presidents shall serve as delegates with vote.
- C. Four at-large directors shall serve as delegates with vote.
- D. Each district shall be allocated additional delegates based on a ratio of one delegate per 50 members or major fraction thereof.
- E. When the total number of district delegates at a Delegate Assembly exceeds 85, the size of the Delegate Assembly shall be fixed at that level for future Delegate Assemblies. The allocation of delegates for the districts shall be adjusted annually based on the number of members statewide divided by the fixed number of delegates. Members of each district shall elect delegates pursuant to policies and procedures set forth in the Bylaws of the district.
- F. A district may elect Successor Delegates at the time of the Delegate election. Such Successor shall serve a one-year term.
- G. Delegates elected to the Delegate Assembly serve for two years with half elected in even numbered years and the other half elected in the odd numbered years. A

Delegate to the Delegate Assembly who is unable or unwilling to attend may only be replaced by a duly elected Successor.

- H. Persons eligible to be Delegates or Successor Delegates shall be members whose dues payments are current through the date of the Delegate Assembly or they have signed dues deduction authorizations which are on file with HSTA-R.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 Executive Authority

The executive powers of HSTA-R shall be vested in the Board of Directors.

Section 2 Meetings

- A. The Board of Directors shall meet no less than twice a year at dates, times and places selected by the Board,
- B. Special meetings of the Board of Directors may be convened at the direction of the president or a majority of the members of the Board.
- C. The Secretary shall give notice of each meeting of the Board of Directors (for which notice is required) (i) in writing by mailing the same not less than seven (7) days before the meeting, or (ii) given personally or by telephone not less than forty-eight (48) hours before the meeting, or (iii) sent at least forty-eight (48) hours prior to the meeting by (x) facsimile telecommunication to the number at which the director has consented to receive notice by facsimile telecommunication or (y) by electronic mail to the electronic mail address at which the director has consented to receive notice by electronic mail, provided either of such methods described in clauses (x) or (y) are then permitted by Hawaii law. Notice need not be given to any director who shall, either before or after the meeting, submit a signed waiver of notice or attend such meeting without protesting, prior to or at its commencement, the lack of notice to him or her. Except as otherwise provided by law, the Articles or these Bylaws, a notice or waiver of notice need not state the purposes of such meeting.
- D. A majority of the number of directors in office shall constitute a quorum. No action taken, other than the appointment of directors to fill vacancies, shall bind HSTA-R unless it shall receive the affirmative vote of a majority of the directors present at a meeting at which a quorum is present unless a greater vote is required by these Bylaws, the Articles or Hawaii law. In the absence of a quorum, the presiding officer or a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum is present.
- E. Subject to the notice requirements hereof, members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or of such committee by means of a conference telephone, video conference or similar communications equipment by means of which all persons participating in the

meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at a meeting.

- F. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee designated thereby, may be taken if all the directors or all of the members of the committee, as the case may be, sign a written consent setting forth the action taken or to be taken at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the Board of Directors or committee, as the case may be, and shall have the same effect as a unanimous vote.
- G. A director of HSTA-R who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent or refusal to vote is entered in the minutes of the meeting or unless the director either files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by certified mail to the Secretary of HSTA-R immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3 Size, Composition, and Terms of Office

- A. The size of the Board of Directors shall not exceed 13 members.
 - 1. The five HSTA-R officers (president, first vice president, second vice president, treasurer, and secretary) shall serve as voting members of the Board of Directors.
 - 2. The four district presidents and four at-large directors shall serve as voting members of the Board.
 - 3. Four at-large directors shall serve for no more than three consecutive two-year terms.
 - 4. Four at-large directors shall be elected by the Delegate Assembly. These directors shall serve two-year terms with two elected in even numbered years and the other two elected in odd numbered years. If at the close of nominations at the Delegate Assembly, the number of candidates nominated equals or is less than the number of positions to be filled, the HSTA-R president shall declare such candidates elected.
 - 5. If a District's president is unable to attend the Board of Directors' meeting, the District's vice president will attend without vote.
- B. The terms of directors shall begin on June 20 of the year in which they are elected and end on June 19 of the final year of their terms.
- C. In the event of a vacancy on the Board of Directors, the HSTA-R president will appoint a director with approval of the full Board until the next regularly scheduled election.

Section 4 Powers and Duties

- A. To formulate, coordinate, implement, and publish policy;
- B. To establish financial procedures and policies;
- C. To require an annual audit of the finances;
- D. To adopt standing rules for the Board and committees;
- E. To approve programs and projects and assist in their implementation;
- F. To approve appointments to committees;
- G. To fill vacancies in the HSTA-R leadership positions until the next Delegate Assembly meeting, except for that of the president;
- H. To assist in the establishment and operation of HSTA-R district organizations;
- I. To assist in developing and promoting membership programs, activities, and services;
- J. To promote member support of and involvement in HSTA programs and activities;
and
- K. To have the authority to interpret the Bylaws.

ARTICLE VIII – COMMITTEES

Section 1 Committees of the Board; Advisory Committees

The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate one or more Board committees and appoint directors to serve on such committees, that shall, to the extent provided in such resolution, have and exercise all the authority of the Board of Directors, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws. The Corporation may also have such advisory committees as the Board of Directors may determine from time to time, including those described in Article X of these Bylaws. Such advisory committees shall not have authority to act on behalf of the Corporation, but shall advise the Board of Directors.

Section 2 Executive Committee

Subject to their election the officers of HSTA-R shall constitute the Executive Committee of the Association. All shall be active members of HSTA-R.

Section 3 Powers and Duties

The Executive Committee shall carry out the program and policies of the Delegate Assembly and the Board of Directors and exercise the general authority of the Delegate Assembly and the Board between their meetings, to the extent not otherwise prohibited by Hawaii law. The president shall consult with the Executive Committee for advice and direction before making a statement on behalf of HSTA-R.

ARTICLE IX - OFFICERS

Section 1 Nomination, Elections, and Succession

- A. Candidates for the office of president, first vice president, second vice president, secretary, and treasurer shall be nominated by at least one retired member in good standing.
- B. If at the close of nominations at the Delegate Assembly, the number of candidates nominated equals or is less than the number of positions to be filled, the HSTA-R president shall declare such candidates elected.
- C. The president, first vice president, second vice president, treasurer, and secretary are elected in even numbered years by members of the Delegate Assembly.
- D. With the exception of the president, if any officer shall be unable or unwilling to complete his or her term of office, the president shall appoint a successor from the Board of Directors, subject to the approval of the Board. The successor shall serve the balance of the term.

Section 2 Terms of Office

- A. The president, first vice president, second vice president, treasurer, and secretary shall be elected for two-year terms and serve no more than three consecutive two-year terms.
- B. The terms of HSTA-R officers shall begin on June 20 of the year in which they are elected and end on June 19 of the final year of their terms.

Section 3 President: Powers and Duties

- A. To call regular and special meetings of the Board of Directors and preside at such meetings;
- B. To review policies and priorities to be considered by the Board;
- C. To present the budget to the Board at its first meeting of the fiscal year;

- D. To present to the Board programs for their approval and seek Board assistance in implementation of such programs;
- E. To preside over Executive Committee meetings;
- F. To preside over all meetings of the Delegate Assembly;
- G. To prepare agendas for the governing bodies of HSTA-R;
- H. To appoint, with the advice and consent of the Executive Committee and Board of Directors, members of all standing committees and special committees and their respective chairs unless otherwise provided for;
- I. To be an ex-officio member of all committees except the Elections Committee;
- J. To serve as a Director on the HSTA Board of Directors;
- K. To serve as delegate and chairperson of the HSTA-R delegation to the NEA Representative Assembly and NEA-Retired Annual Meeting; and
- L. To serve as delegate and chairperson of the HSTA-R delegation to the HSTA Convention.

Section 4 First Vice President: Powers and Duties

- A. To preside at meetings in the absence of the president and have all the powers and perform all the duties of the office of the president at that time;
- B. To succeed to the office of president at any time the office becomes vacant;
- C. To serve on the Executive Committee, Board of Directors, and Delegate Assembly;
- D. To help District Directors and District Councils in membership promotion;
- E. To assist in the formation and development of the district councils and organizations; and
- F. To serve on the HSTA Board of Directors if the president is unable to do so.

Section 5 Second Vice President: Powers and Duties

- A. To preside at meetings in the absence of the president and first vice president and have all the powers and perform all the duties of the president at that time;
- B. To succeed to the office of president at anytime the office becomes vacant and the first vice president cannot do so;

- C. To serve on the Executive Committee, Board of Directors, and Delegate Assembly;
- D. To chair the membership committee which will process membership applications, issue membership cards and distribute membership information and materials; and
- E. To serve on the HSTA Board of Directors if the president and first vice president are unable to do so.

Section 6 Treasurer: Powers and Duties

- A. To serve as the chief fiscal officer of HSTA-R;
- B. To authorize the receipt and deposit of all income;
- C. To pay out such funds as are necessary to operate HSTA-R and its programs pursuant to the budget and subject to the approval of the Board of Directors;
- D. To prepare at the close of the fiscal year, with the assistance of the HSTA Secretary-Treasurer and Controller, an audit of all the HSTA-R accounts;
- E. To perform such other fiscal functions as may be assigned by the president, Board, or Delegate Assembly; and
- F. To preside over meetings of the Budget and Finance Committee.

Section 7 Secretary: Powers and Duties

- A. To keep, prepare, and report the minutes of meetings of the Executive Committee, Board of Directors, and Delegate Assembly;
- B. To keep and update HSTA-R Bylaws and Policies;
- C. To prepare rosters of the HSTA-R Board of Directors, Standing and Special Committees, Delegate Assembly, and District Councils;
- D. To prepare, update and periodically distribute a calendar of HSTA-R meetings and activities; and
- E. To perform other duties assigned by the Executive Committee and Board of Directors.

ARTICLE X - ASSOCIATION COMMITTEES

Section 1 Standing Committees

The HSTA-R Standing Committees shall include but not be limited to the following whose membership shall be appointed by the President and approved by the Board of Directors:

- A. Budget and Finance;
- B. Membership Services**;
- C. Retirement Issues and Programs;
- D. Communications;
- E. Elections*;
- F. Bylaws and Resolutions*; and
- G. Government Relations**.

*The two committee chairs are the liaison to the comparable HSTA committee.

**The committee chair is the liaison to the comparable HSTA committee.

Section 2 Roles and Responsibilities

All committees shall be assigned roles and responsibilities by the president as approved by the Board of Directors.

Section 3 Committee Reports

All final committee reports shall be submitted in written form to the Delegate Assembly.

ARTICLE XI – DISTRICTS: COUNCILS, PRESIDENTS, DELEGATES

Section 1 Districts

- A. For governance purposes HSTA-R members shall be divided into four geographical districts: Kauai, Oahu, Maui County, and Hawaii. The districts parallel the four counties of the state of Hawaii.
- B. In the future, members may petition the HSTA-R Board of Directors to subdivide any of these original four districts.
- C. A district and its members shall participate fully in the governance of HSTA-R.
- D. Community Clubs

Community Clubs may be formed in the parts of the state that are separated by water or long distances from the main population centers where most of the district leaders and activities are located.

1. The purpose of the Community Clubs is to help increase members' participation in HSTA-R's program and activities.
2. A request by at least ten members living in a community is required before the formation of an HSTA-R Community Club shall be considered. The request must be submitted to the HSTA-R Board of Directors for approval.

Section 2 District Councils

- A. The HSTA-R District Councils shall be the local governance unit within the districts whose members shall be elected by the retired members within said district.
- B. To receive formal recognition, districts shall (i) develop and submit district Bylaws to the Board of Directors for approval that are in accord with the HSTA Articles of Incorporation and Bylaws and the HSTA-R Bylaws, and (ii) elect officers and district council representatives.

Section 3 District Presidents on HSTA-R Board of Directors

The presidents of the District Councils shall serve on the HSTA-R Board of Directors with vote.

Section 4 District Presidents as Delegates to HSTA-R Delegate Assembly

The presidents of the District Councils shall be delegates to the Delegate Assembly with vote.

ARTICLE XII - AMENDMENTS

Section 1 Conformity with HSTA and NEA

- A. These Bylaws and any amendments to them must not conflict with the HSTA Articles of Incorporation and Bylaws and NEA Constitution and Bylaws.
- B. Hierarchy of Authority. Any article, section, or paragraph of these Bylaws found to be in substantial conflict with the Bylaws or policies of NEA or HSTA, shall be amended by the HSTA-R Bylaws and Resolutions Committee and reviewed by the HSTA-R Executive Board to bring such Bylaws into agreement without Delegate Assembly action. Such amendment(s) shall take effect upon:
 1. Notification of conflict with the Bylaws or policies of NEA or HSTA,
 2. Acceptance of amendments by the HSTA-R Executive Board,
 3. Notification of the HSTA-R BR Committee's action to the HSTA-R Board of Directors, and
 4. Approval by the HSTA-R Board of Directors.

Section 2 Amendment Procedure and Timeline

- A. All proposed amendments to these Bylaws must be submitted in writing to the HSTA-R office 60 days prior to the Delegate Assembly.
- B. Any proposed amendment submitted to the Bylaws and Resolutions Committee less than 60 days prior to the convening of the Delegate Assembly shall require a two-thirds vote of the Delegate Assembly before it is accepted for consideration.
- C. Amendments require, for adoption, a two-thirds vote of those delegates present and voting at a Delegate Assembly meeting.
- D. Bylaws amendments adopted by the Delegate Assembly shall take effect upon approval by the HSTA-R Board of Directors.
- E. The HSTA-R Bylaws and Resolutions Committee with the approval of the HSTA-R Board of Directors shall be authorized to make non-substantive housekeeping changes in these Bylaws.
- F. If at any time there are no Delegates or members of HSTA-R, such as prior to the transfer of assets and operations to HSTA-R of the assets and operations of HSTA-R, a Hawaii unincorporated association, these Bylaws may be amended by a majority of the directors then in office.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

HSTA-R shall conduct its business in accord with these Bylaws and the parliamentary procedures set forth in Robert's Rules of Order, Newly Revised.