



Lani-Kailua Branch of the Outdoor Circle
Amended and Restated Bylaws
May 13, 2016



The Lani-Kailua Branch of the Outdoor Circle Bylaws

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Article I - Name

The name of this organization shall be the Lani-Kailua Branch of the Outdoor Circle, doing business as The Lani-Kailua Outdoor Circle (hereinafter referred to as LKOC). LKOC is a chartered branch of The Outdoor Circle (hereinafter referred to as TOC).

Article II - Objects and Purposes

Section 1. LKOC is a branch of TOC, a Hawaii non-profit organization doing business in the State of Hawaii, whose purpose is to conserve and enhance the natural beauty and resources of our islands for future generations by providing and promoting environmental education and activities that cultivate respect and appreciation for Hawai'i's unique natural environment and advocating for public policies that protect Hawai'i's natural beauty.

Section 2. The aims of this organization shall include:

1. To assist in planning the planting of streets, highways, parks, playgrounds, school grounds and other areas dedicated to public use.
2. To rid the State completely of billboards and all other obstructive and unsightly outdoor advertising.
3. To procure a park system that shall include: public gardens and parks, scenic and ornamental areas, and playgrounds.
4. To stimulate a love of nature.
5. To conserve and develop the natural beauties of the landscape by encouraging the growth of native trees and shrubs, as are appropriate to the site.

Article III - Government

LKOC shall be governed by the Articles of Incorporation granted by the State of Hawaii to TOC, by the Branch Charter granted by TOC, and by the Bylaws and Policies of TOC.

Article IV - Membership

Section 1. Voting Membership. Any person who has reached the age of eighteen years may become a voting member of LKOC upon payment of dues.

Section 2. A file of members shall be kept with the LKOC Membership Chair and in the office of TOC in Honolulu.

Section 3. All voting members present at general meetings of LKOC shall be entitled to vote on all questions presented for decision.

Section 4. Dues: All members shall pay annual membership dues as provided by TOC's Bylaws and Policies. The TOC Board of Directors may establish various classes of voting and non-voting memberships, and set the dues for each class.

Section 5. The Treasurer shall remit to TOC all dues received from members.

Article V - Officers

Section 1. Elected Officers

The elected officers of LKOC shall be: President, at least one (1) Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, Nominating Committee Chair, and three or more advisors.

Section 2. Election and Term

1. The officers shall be elected and installed at the Spring Membership Meeting from a slate of at least one candidate for each office presented by the Nominating Committee. This slate shall be sent to all members in writing at least two (2) weeks before the spring meeting.

Officers shall take office at the first Board of Directors Meeting following the Spring Membership Meeting.

2. The officers shall serve for a period of one (1) year and may be re-elected for a total of not more than 3 consecutive years in the same office, unless the position is not otherwise filled.

Section 3. Vacancies

The President, with the approval of the Executive Committee, shall appoint officers to serve until the next annual meeting, subject to ratification by the Board of Directors.

Section 4. Duties of Officers

1. President: The President shall preside at all meetings of LKOC; shall appoint, with the approval of the Executive Committee, all committee chairs; and shall be an ex-officio member of all committees with the exception of the Nominating Committee.
2. Vice Presidents: In the absence of the President, the prescribed duties shall be performed by the Vice President, or in the absence or disability of a Vice-President, the meeting may

elect a presiding officer from the Board members present. The Vice Presidents may also serve as chairs of committees.

3. Treasurers: The Treasurer shall collect all sums due LKOC and deposit the same in the name of the Lani-Kailua Outdoor Circle at the bank to be designated by TOC; shall disburse all funds under the direction of the Board of Directors; and shall comply with all Branch Banking Policies and requirements of TOC.
In the absence of the Treasurer, the Assistant Treasurer shall exercise all of the powers and be subject to all of the obligations of the Treasurer and shall attend to such duties as may be required by the Board, and serve as chair of one or more committees.
4. Secretaries: The Recording Secretary is responsible for keeping minutes of all meetings of the LKOC Board of Directors and the Executive Committee, and shall be custodian of all records not expressly committed to the charge of some other officer by these By-Laws or by the Board of Directors. The Recording Secretary shall be responsible for ensuring all minutes are forwarded to The Outdoor Circle. The Corresponding Secretary shall perform such other duties as are usual to this office.
5. Advisors: The Advisors shall serve in an advisory capacity to the Board of Directors and may be appointed by the President to serve as chairs of special committees.
6. Nominating Committee Chair: The Nominating Committee Chair shall preside over the Nominating Committee.

Article VI - Board of Directors

Section 1. The Board of Directors shall include all of the elected officers, and the chairs of the standing committees.

Section 2. Duties of the Board of Directors:

1. The control and management of LKOC shall be vested in the Board of Directors. The Board of Directors shall have the authority to enact and amend the policies of this organization.
2. Statements by members of the board on positions taken by LKOC or TOC on any matter of public interest shall be made only by resolution adopted either at a general or special meeting of the membership or by the Board of Directors of LKOC or TOC. Nothing in this Section shall be deemed to limit the authority of officers to represent LKOC in its business affairs within the scope of their offices provided in the Bylaws or ordinary business practice.
3. Members of the Board of Directors must be current members of LKOC
4. Members of the Board of Directors are expected to attend board and General Membership meetings regularly or appoint a representative when necessary.

Article VII - Committees

Section 1. The Executive Committee shall consist of the elected officers. It shall have the power to act between meetings of the Board of Directors, subject to ratification by the Board at its next meeting.

Section 2. Standing Committees: There shall be the following Standing Committees of the Board of Directors: Finance, Signs, Education, Membership, Beautification, Public Affairs, Programs, Volunteers, Historian, Nominating, Communications, Scholarship, WCCC Partnership, and Town Party. Other special committees may be established as needed to carry out the work of the organization. Chairs of standing committees shall be members of the Board of Directors and are appointed by the President (with the exception of the Nominating Committee Chair). Standing committee chairs may appoint their own committee members from the general membership.

Section 3. Special Committees: The President shall appoint such special committees as may be necessary. Chairs of special committees may attend Board of Directors meetings and participate in discussions, but may not vote, unless they are members of the Board.

Section 4. Reports: Committee Chairs shall keep regular written reports of Committee meetings and other activities and see that copies are kept in the notebook of all such reports and correspondence.

Section 5. Committee Chairs: Committee Chairs will present a brief oral report to the Board of Directors and a written report submitted at each Board meeting.

Section 6. Nominating Committee: the Nominating Committee shall consist of at least three (3) members, one of whom shall have served the previous year. As provided in Article V, Section 2, the Nominating Committee shall annually present to the membership of LKOC a slate of the officers, and shall suggest candidates for members of the succeeding Nominating Committee.

Article VIII – Meetings

Section 1. General Membership meetings of LKOC shall be held at least once yearly; the date, place, and hour of the meetings to be at the discretion of the Board of Directors and to be stated in the call.

Section 2. One General Meeting shall be held in the spring, at which time officers for the following year shall be elected and installed.

Section 3. Special Meetings of the Membership may be called by the President whenever it is deemed necessary. Meetings shall be called within three weeks whenever requested in writing by ten or more members.

Section 4. Meetings of the Executive Committee shall be at the call of the President.

Section 5. Quorum

1. Twenty-five current members of the LKOC shall constitute a quorum of the meeting of the membership.
2. Forty percent (2/5) of the members of the Board of Directors shall constitute a quorum.
3. A majority of the Executive Committee shall constitute a quorum.

Section 6. Notice of a meeting of the membership, Board of Directors, or Executive Committee shall be sent to all persons entitled to be at the meeting, so as to arrive at least 24 hours in advance of the time of the meeting at the last address of which such person has informed the Secretary. The notice may be sent electronically and shall state the time, date, and place of the meeting, what body is meeting, and who has called the meeting.

Section 7. Parliamentary Authority. Roberts Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered these Bylaws or by policies or procedures adopted by the Circle.

Article IX - Finance

Section 1. The fiscal year of LKOC shall be from October 1 through September 30.

Section 2. The Board of Directors shall annually approve and adopt a budget for the fiscal year. No officer or member of LKOC may make any unbudgeted expenditure in excess of \$300, without the approval of the Board of Directors.

Section 3. Audit: the books and accounts of LKOC shall be available to The Outdoor Circle for audit.

Article X - Amendment

These Bylaws may be amended from time to time, in whole or in part, by a two thirds vote of the voting members present in person or by proxy at any meeting duly called for such purpose. All voting members shall be notified of the date, time, and place of the Meeting as provided herein above, provided further that a written statement of all proposed amendments shall be made available to all voting members of record at least fourteen (14) days prior to such meeting. Proxy voting will be governed by the Bylaws of TOC.