



BYLAWS

The Honolulu Chapter of the American Institute of Architects
(dba) AIA Honolulu

AIA Honolulu
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BYLAWS AIA HONOLULU

ARTICLE 1. ORGANIZATION, COMPOSITION AND GENERAL POWERS

1.1. Name

1.1.1. This Chapter

The name of this organization is AIA Honolulu.

1.1.2. Related Institute Organizations

In these Bylaws the above named Chapter is referred to as "this Chapter"; the governing Board of this Chapter as "the Board of Directors"; the Hawaii State Council, the American Institute of Architects as "the State Organization"; The American Institute of Architects as "the Institute"; and The Board of Directors of the Institute as "the Institute Board".

1.2. Purpose, Objectives and Powers

1.2.1. Purpose

The Purpose of this Chapter is to organize and unite in fellowship the members of the architectural profession within the Chapter; to promote the aesthetic, scientific, and practical efficiency of the architectural profession; to advance the science and art of planning and building by advancing the standard of architectural education, training and practice; to coordinate the profession of architecture with the building industry; to insure the advancement of the living standard of people through their improved environment; to make the architectural profession of ever-increasing service to society; and to protect the rights and interests of our members and to advocate in their behalf.

1.2.2. Objectives

The objectives of this Chapter shall be to promote and forward the objectives of The American Institute of Architects within the territory of this Chapter.

1.2.3. Powers

The powers of this Chapter shall be as provided by the laws of the State of Hawaii.

1.3. Organization

1.3.1. This Chapter is a non-profit membership corporation known as AIA Honolulu.

1.4. Territory

1.4.1. The territory within which this Chapter shall represent and act for the Institute is as follows: the State of Hawaii, excluding the County of Maui and the County of Kalawao.

ARTICLE 2. MEMBERSHIP

2.0. GENERAL PROVISIONS

2.0.1. Categories of Membership

The membership of this Chapter shall consist of:

- a) the Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and
- b) the allied and affiliate members the Chapter may admit as provided in Paragraphs 2.3.5 through 2.3.7.

2.0.2. Definitions

In these bylaws, Architect and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "allied" shall refer to allied members, and the term "affiliate" shall refer to honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

2.0.3. Qualifications

This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.

2.0.4. Non-resident Status

Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the chapter and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 9.

2.0.5. Enrollment of Members

Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a member of this Chapter. New memberships will be announced at the next regular meeting of this Chapter and in a subsequent issue of the Chapter's official publication.

2.0.6. Annual Dues and Assessments

Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 9.

2.0.7. Resignations

Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.0.8. Good Standing Defined

A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute. An individual under suspension by the Institute for violation of the Institute Code of Ethics and Professional Conduct is not in good standing.

2.0.9. Termination

Where the Chapter has the authority to terminate or suspend a member, no member shall be terminated or suspended (other than by reason of the death or resignation of a member or a member being admitted as an Architect Member or an Associate Member) unless:

- a) the member has received not less than fifteen (15) days prior written notice of the termination or suspension and the reasons therefore; and
- b) the member is given the opportunity to be heard, either orally or in writing, by the Board of Directors not less than five (5) days before the effective date of the termination or suspension.

The Board of Directors shall consider such information presented by the member and shall notify the member of its decision in writing. The termination or suspension of a member shall not relieve the member from any obligations the member may have to the corporation as a result of obligations incurred or commitments made prior to such termination or suspension.

2.0.10. Loss or Suspension of Interests, Rights and Privileges

A member who resigns, or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

2.1. ASSIGNED MEMBERS

2.1.1. General

The qualifications, rights and privileges of assigned Architect members including those with Emeritus and/or Fellows status, and assigned associate members, shall be as provided in the Institute Bylaws.

2.1.2. Action on Applications

Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Executive Vice President or other staff person designated by the Board of Directors shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

2.1.3. Admission Fees Prohibited

An assigned member shall not pay any admission or initiation fee for membership in this Chapter

2.1.4. Termination of Membership

Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute for reasons as specified in the Institute bylaws, or reassignment of the member to another chapter.

2.1.5. Emeritus Members

A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged.

2.2. UNASSIGNED MEMBERS

2.2.1. Admission

This Chapter, without action by the Institute, shall admit to unassigned membership any Architect or Associate member assigned to another chapter who applies for such membership in writing in the manner prescribed by the Board of Directors.

2.2.2. Rights and Privileges

An unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not vote on matters described in section 4.4.2 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute. An unassigned member shall be listed in the records of the Institute only in the assigned Chapter.

2.2.3. Termination

Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute as provided in the Institute bylaws. The Board of Directors may terminate unassigned membership for indebtedness to the Chapter as provided in section 9.4.2.

2.3. ALLIED AND AFFILIATE MEMBERS

2.3.1. Admission

Every application for admission to allied membership in this Chapter shall be promptly acted upon by the Executive Vice President or other staff person designated by the Board of Directors.

2.3.2. Termination

Allied or Affiliate membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. As provided in section 2.0.9, the Board of Directors may terminate the membership of an Allied member for indebtedness as provided in section 9.3. As provided in Section 2.09, the Board of Directors may also terminate an Allied or Affiliate member, by two thirds vote, for conduct detrimental to the interests of the Chapter.

2.3.3. Rights and Privileges of Allied and Affiliate Members

Allied members of this Chapter shall have the rights and privileges of Allied members as specified in the Institute Bylaws. Allied members of this Chapter in good standing may say that they are an Allied Member of AIA Honolulu as long as the use of this phrase is not construed as Chapter or Institute endorsement, sponsorship or approval of any construction material, product or service.

Allied and Members Affiliates of this Chapter in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors;
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter (except on committees);
- 3) Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

2.3.4. Allied Member Qualifications

Individuals not otherwise eligible for membership in the Institute or the chapter may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.3.5. Honorary Affiliates

2.3.5.1. Qualifications

A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith within the territory of this Chapter, may be admitted as an Honorary Affiliate member of this Chapter.

2.3.5.2. Nomination and Admission

A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.3.5.3. Rights and Privileges

In addition to the rights and privileges set forth in paragraph 2.3.3 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of the AIA Honolulu Chapter", and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3. CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

3.1. Sections

3.1.1. Establishment of Sections.

This Chapter may establish Sections with the approval of the Institute Secretary.

3.1.1.1. Procedure.

Members in a geographic area within the territory of the Chapter may petition the Board of Directors to form a Section.

3.1.2. Section Membership Voluntary

Membership in any Section shall be voluntary and not required as a condition of membership in this Chapter or the Institute.

3.1.3. Section Dues and Assessments

Sections may levy dues and assessments on members of the section as per Institute Bylaws relating to Sections

3.2. State Organization

3.2.1. Representation

This Chapter shall have representation in the State Organization as provided in the Bylaws of the Hawaii State Council.

3.2.2. Representatives on State Organization Board

The President or another member appointed by the Board of Directors shall be a representative of this Chapter in the State Organization. At the annual meeting of this Chapter, the members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the State Organization bylaws, to represent this Chapter in the State Organization.

3.2.3. Nominations and Elections

Nominations and elections of Chapter representatives to the State Organization board shall be made at the same time and in the same manner as for the officers and directors of this Chapter.

3.2.4. Duties of Representatives

Representatives of this Chapter shall act for and in behalf of this Chapter in all matters that may properly come before the State Organization

3.2.5. Terms of Representatives

The term length including starting date of each representative shall be as specified in the bylaws of the State Organization. Each representative shall serve for the entire term as specified, or until a successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative, except that the Vice President shall serve in the case of resignation or incapacity of the President.

3.2.6. Reports

The Secretary shall furnish the State Organization with such reports as may be required from time to time; shall, at least annually furnish the Secretary of the State Organization with the names and addresses of all officers, directors, and members of this Chapter required to keep the State Organization's records up-to-date and complete; and shall periodically report all resignations, suspensions, expulsions or defaults of its members.

3.3. The Institute

3.3.1. Representation

This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws as follows:

3.3.1.1. Delegate Selection Procedure

Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors, except that no more than one third of the Chapter's delegation shall be Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

ARTICLE 4. MEETINGS AND ELECTIONS

4.1. Meeting Schedule

4.1.1. Annual Meeting

This Chapter shall hold an annual meeting within 90 days prior to the end of the fiscal year, whereat the officers and directors to succeed those whose terms of office are about to expire shall be nominated and elected; the annual reports of the Board of Directors and the Treasurer shall be submitted; and for the transaction of other such business as may be appropriate.

4.1.2. Special Business Meeting

4.1.2.1. A special business meeting shall be held within 30 days if a call for such meeting, stating its purpose, is:

4.1.2.1.1. Voted by a meeting of this Chapter.

4.1.2.1.2. Voted by a majority of the Board of Directors.

4.1.2.1.3. Voted by $\frac{3}{4}$ of the Executive Committee.

4.1.2.1.4. Petitioned in writing by not less than 5 % of the entire Chapter membership entitled to vote.

4.1.2.2. No other business than that specified in the call shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

4.2. Notices and Calls of Meetings

Every Chapter member shall be notified of each meeting of this Chapter stating the time and place thereof. The notice of each regular meeting and special meeting shall be served at least ten calendar days, but not more than sixty calendar days, before the date fixed for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice or the call and notice was mailed prior to the meeting.

The notice shall include a description of any matter or matters that must be approved by the members and, in the case of a special meeting, a description of the purpose or purposes of the meeting. Such notice shall also state any matter a member intends to raise at the meeting if such a request is received by the Secretary at least ten (10) days before the Chapter gives notice of the meeting.

The notice shall be given by or at the direction of the President, the Secretary, or other persons calling the meeting and shall be delivered in person, by telephone or by mail. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears in the records of the Chapter as of the record date.

Notice may also be given to any member by electronic transmission, provided that the member shall have consented to receive notice by electronic transmission. Any consent to receive notice by electronic transmission (i) shall be revocable by the member by written notice to the Chapter, and (ii) shall be deemed to be revoked if the Chapter is unable to deliver by electronic transmission two consecutive notices and the inability to deliver becomes known to the secretary, Executive Vice President or other person responsible for giving notice, provided that the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the member has consented to receive notice, if transmitted by electronic mail, (ii) when directed to a number at which the member has consented to receive notice, if transmitted by facsimile telecommunication, and (iii) when directed to the member, if transmitted by any other form of electronic transmission.

A member may waive notice at any time in writing or by electronic transmission delivered to the Chapter, provided that the electronic transmission contains information from which the Chapter may determine that the electronic transmission was transmitted by the member. The attendance of a member at any meeting shall constitute a waiver of notice of the meeting, except where the member at the beginning of the meeting objects to the holding of the meeting or the transaction of any business because the meeting has not been lawfully called or convened.

4.3. Quorum at Meetings

A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise specifically required by these Bylaws, a quorum shall be the presence in person, or by limited proxy as specified in these Bylaws in section 4.5.3, of a minimum of 10% of the entire Chapter membership privileged to vote on the specific matter being discussed.

4.4. Order of Business

4.4.1. Unless otherwise required by these Bylaws, Robert's Rules of Order shall apply.

4.4.2. The following matters are considered "Institute Business or Institute Affairs":

4.4.2.1. Matters relating to Government, meetings, affiliations, budget, finances, and membership of the Institute.

4.4.2.2. Voting on dues and assessments for Architect Members shall be limited to those Architect Members assigned to this Chapter.

4.4.2.3. Matters so designed elsewhere in these Bylaws.

4.4.2.4. All other matters so ruled by the Chair. Such rulings can only be reversed by a 2/3 vote of the assigned Architect and Associate Members present at the meeting and eligible to vote.

4.4.3. All matters not deemed by these Bylaws or ruled by the Chair to be Institute affairs shall be considered "Chapter Affairs."

4.5. Decisions at Meetings/Eligibility for Voting

4.5.1. Every decision at a meeting shall be by a majority vote of those present and eligible to vote unless otherwise required by these Bylaws.

4.5.2. A roll-call vote shall be taken whenever these Bylaws require or whenever a majority of the meeting shall so vote.

4.5.3. Except as expressly provided in this Section, there shall be no voting by proxy at any meeting of the members of this Chapter. A member may vote by proxy for the limited purpose of the election of directors and officers, provided that the member certifies that the member will not be within a 25 mile radius of the meeting location on the date of the meeting. The proxy shall be executed in writing and delivered to the Secretary of the Chapter prior to the meeting. No proxy shall be valid after eleven (11) months from the date of its execution.

4.5.4. Only assigned Architect and Associate members in good standing may vote on matters relating to Institute Business or which affect Institute Affairs per section 4.2.2 of these Bylaws.

4.6. Minutes

4.6.1. Written minutes of every business meeting of this Chapter, recording the matters considered at the meeting and the actions taken, including all reports, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

4.7. Election of Officers and Directors

4.7.1. Nominations

Nominations of officers and directors of this Chapter about to become vacant, excluding public director vacancies as noted in section 6.2, shall be made at the annual meeting from the floor. However, at a meeting of the Board of Directors held at least one month prior to the annual meeting, the President may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices and directorships.

4.7.2. Elections

The nominee for an office or directorship who receives a plurality of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office (or directorship), the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office (and each directorship) shall be placed by the Secretary on ballots for voting by secret ballot.

4.7.3. Tie Votes

In the event of a tie vote, the list of nominees for each office (and each directorship) in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the runoff election shall be elected to the office.

4.7.4. Results

The President shall announce to the meeting the results of all balloting, and shall declare all elections.

4.7.5 Public Director

This section 4.7 Election of Officers and Directors shall not apply to the Public Director positions, the nomination and election process for which is outlined in section 6.2.

ARTICLE 5. OFFICERS

5.1. Officers

The officers of this Chapter shall be:

President
Vice President/ President-elect
Secretary
Treasurer

5.2. The President

5.2.1. Duties

5.2.1.1. Exercise general supervision of Chapter affairs, except such thereof as are placed by these Bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer.

5.2.1.2. Preside at meetings of this Chapter and of the Board of Directors and of the Executive Committee.

5.2.1.3. Appoint, with the concurrence of the Board of Directors, all committee chairs.

5.2.1.4. Sign all approved contracts and agreements to which the Chapter is a party.

5.2.1.5. Have charge of and exercise general supervision over the Executive Vice President of this Chapter.

5.2.1.6. Perform all other duties usual and incidental to the office of President.

5.2.2. Authority

5.2.2.1. Act as spokesperson of this Chapter.

5.2.2.2. Be its representative at meetings with other organizations and committees unless another member is delegated to so act by the Board of Directors. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

5.3. The Vice President/President-Elect

5.3.1. Duties

5.3.1.1. Possess all the powers and perform all the duties of the President in his absence, disability, refusal, or failure to act.

5.3.1.2. Perform such other duties as are properly assigned to him/her by the Board of Directors.

5.3.1.3. Plan for continuing operation of Chapter affairs for the succeeding year.

5.3.1.4. The Vice President/President-Elect shall succeed to the office of President upon expiration of the term of the office of the President.

5.4. The Secretary

5.4.1. Duties

The Secretary shall:

5.4.1.1. Act as Chapter recording and corresponding secretary.

5.4.1.2. Act as secretary for meetings of this Chapter, the Board of Directors and the Executive Committee.

5.4.1.3. Issue all notices of this Chapter.

5.4.1.4. Sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these Bylaws.

5.4.1.5. Keep its seal, and affix it on such instruments as require it.

5.4.1.6. Prepare the reports of the Board of Directors, the Executive Committee and this Chapter.

5.4.1.7. Perform all duties usual and incidental to the office of the Secretary.

5.4.1.8. Keep the membership status rolls.

5.4.2. Delegation of Authority

The Secretary may delegate to staff members employed by this Chapter the actual performance of any or all of his/her duties, but shall not delegate:

5.4.2.1. The affixing of the seal of this Chapter.

5.4.2.2. The making of any attestation or certification required to be given by the Secretary.

5.4.2.3. The signing of any documents requiring his/her signature.

5.5. The Treasurer

5.5.1. Duties

The Treasurer shall exercise general oversight of the Chapter's financial affairs and shall perform all duties incidental to the office of Treasurer and other duties properly assigned by the Board or the President, including conducting the correspondence relating to this office.

5.5.2. Reports

The Treasurer shall:

5.5.2.1. Furnish to the Board of Directors and the Executive Committee at each regular meeting, a written report setting forth the financial condition of this Chapter and the Treasurer's recommendation thereon.

5.5.2.2. Make a written annual report to the membership at the annual business meeting.

5.5.3. Delegation of Authority

The Treasurer may delegate to staff members employed by this Chapter, or to other individuals as appropriate, the actual performance of any or all of this duties, except the authority to sign any order, statement, agreement, check or other financial instruments of this Chapter that require his signature, unless such delegation is permitted in these Bylaws.

ARTICLE 6. BOARD OF DIRECTORS

6.1. Membership

The Board of Directors shall be composed of:

President – As presiding officer
Vice President/President-elect
Secretary
Treasurer

Director(s): Eight (8) Architect Members
Director(s): Section Representative (One Architect Member Section Representative for each approved Section of this Chapter)
Director: Associate Member (2)
Public Director(s): There shall be up to two (2) Public Directors as described in section 6.2

6.2 Public Directors As Members of the Board

- 6.2.1** Public Directors. There shall be up to two Public Directors. Each Public Director shall be a non-Architect who is not in any membership category (except Honorary Membership) and is not employed by the Institute or an AIA Chapter or Section. The Public Director(s) shall be a voting member of the Board of Directors but may not serve as an officer of the Chapter.
- 6.2.2** Power to Appoint Public Directors. The Board of Directors has the authority to appoint the Public Directors.
- 6.2.3** Public Directors' Term of Office. The Public Directors shall each serve a term not to exceed two (2) years, beginning on January 1 of each year, and shall not be eligible for re-appointment.
- 6.2.4** Nomination of Public Directors. Any current member of the Board of Directors may make nominations to fill vacancy(s) for the office of Public Directors.
- 6.2.5** Appointment of Public Directors. The Public Director(s) shall be appointed by a majority of the Board of Directors at a meeting of the Board no later than December in the year prior to the appointee(s) service.

6.3. Term of Office

- 6.3.1.** The President shall serve for one (1) year.
- 6.3.2.** The Vice President/President-elect shall serve for one (1) year then assume office of President for one (1) year by automatic succession.
- 6.3.3.** The Secretary and the Treasurer will serve two (2)-year staggered terms.
- 6.3.4.** Directors Terms
- 6.3.4.1. Director – Architect Member (8) shall serve two (2)-year staggered terms with four new directors elected every year.
- 6.3.4.2. Director – Associate Member(s) shall serve two (2)-year staggered terms with one new director elected every year.
- 6.3.4.3 Director –Section Representative shall serve for two (2) years.
- 6.3.4.4 Public Director (s) - Public Director(s) shall serve for up to two (2) years

6.4. Participation at Board Meetings

The Executive Vice President, and other persons as invited by the Board of Directors, shall have the right to receive notice of, attend and have all privileges of the floor at meetings of the Board of Directors; provided, however, that such person shall not be counted in determining whether a quorum is present at any meeting, shall not have the right to vote and shall not have any of the duties or responsibilities of a director of the Chapter.

6.5. Vacancies

If a vacancy occurs, other than by regular expiration of a term of office, the President shall appoint, with 2/3 approval of those Board of Directors present if quorum requirements are met, an interim Director to fill the un-expired term of office until the next election.

6.6. Meetings

6.6.1. Regular Meetings

6.5.1.1. The Board of Directors must meet in regular or special session in order to transact business except as otherwise noted in section 6.8. Any meeting of the Board of Directors, regular or special, may be held by conference telephone or similar communication equipment, so long as all Board members participating in the meeting can communicate with one another, and all such members shall be deemed to be present in person at the meeting.

6.5.1.2. The Board of Directors shall meet a minimum of four (4) times per year.

6.5.1.3. The Board of Directors shall fix the time and place of its meetings.

6.5.2. Special Meetings

6.5.2.1. A special meeting of the Board of Directors shall be held if so voted by a majority of those present if quorum requirements are met, or if requested in writing by one third (1/3) of its members, or at the call of the President.

6.5.2.2. The Secretary's notice shall state the time, place, and the business to be transacted thereat, and only the business stated in the notice shall be transacted at the special meeting; provided, however, that either the call and notice or the limitation as to the business to be transacted or both, may be waived by the recorded consent of every member of the Board of Directors.

6.7. Notice of Meetings

Every call or notice of a meeting shall be given not less than three days before the date fixed for the meeting. Any irregularity in or failure of notice of the meeting of the Board of Directors shall invalidate the meeting or any action taken thereat. This restriction may be waived by the consent of every member of the Board of Directors.

The notice shall be given by or at the direction of the President, the Secretary, or other persons calling the meeting and shall be delivered in person, by telephone or by mail. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the director at the director's address as it appears on the books of the Chapter.

Notice may also be given to any director by electronic transmission, provided that the director shall have consented to receive notice by electronic transmission. Any consent to receive notice by electronic transmission (i) shall be revocable by the director by written notice to the Chapter, and (ii) shall be deemed to be revoked if the Chapter is unable to deliver by electronic transmission two consecutive notices and the inability to deliver becomes known to the secretary, assistant secretary or other person responsible for giving notice, provided that the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the director has consented to receive notice, if transmitted by electronic mail, (ii) when directed to a number at which the director has consented to receive notice, if transmitted by facsimile telecommunication, and (iii) when directed to the member, if transmitted by any other form of electronic transmission.

6.8. Quorum at Meetings; Decision; Minutes

6.8.1. Quorum

A majority of the entire voting membership of the Board of Directors shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

6.8.2. Decisions

Every decision of the Board of Directors shall be by a concurring majority vote of the Directors present at the meeting, unless otherwise required by these Bylaws. The vote of a member of the Board of Directors shall be entered on the minutes at his or her request, and whenever a roll-call is taken.

6.8.3. Minutes

Written minutes of every meeting of the Board of Directors setting out the members in attendance, the matters before the meeting, and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of the Board of Directors of this Chapter. Each set of minutes shall be signed by the Secretary of the meeting and be approved by the Board of Directors.

6.9. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all directors (i) execute a consent in writing setting forth the action to be taken, or (ii) transmit an electronic transmission consenting to the action to be taken, which electronic transmission contains information from which the Chapter may determine that the electronic transmission was authorized by the director who sent the electronic transmission. The consent shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent or gives consent by electronic transmission, unless the consent specifies a different effective date.

6.10. Delegation of Authority

When immediate action requiring a decision by the Board of Directors is required prior to the next scheduled Board meeting,

6.10.1. The Board delegates to the Executive Committee ("Excom") to act on its behalf.

6.11. Officer Pro Tem

In the absence of the President, Vice President/President-elect, Secretary or Treasurer, the Board of Directors shall elect from its members a president pro tem, a vice president/president-elect pro tem, a secretary pro tem, or treasurer pro tem, as the case may be. Each thereof shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercises the power and authority of the office.

6.12. Reports of the Board of Directors

6.12.1. Report to Members

The Board of Directors shall render a full written report at the annual meeting of the condition, interests, activities, and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

6.12.2. Report to Institute

It shall send a copy of each such report to the Secretary of the Institute, supplementing it with reports of such matters as the Institute Board requires.

6.12.3. Report to Related Institute Organizations

The Board of Directors or the Secretary shall make a written report to the State Organization at such times as the Institute requests of the matters and in the form required by it.

6.13. Custodianship

The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these Bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.

6.14. Conformity with Institute Policy

As specified in the Institute Bylaws, no act of this Chapter shall directly or indirectly nullify or contravene any act, policy or position statement of the Institute. This Chapter shall cooperate with its state organization and regional organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Chapter.

6.15. Removal of Directors

The entire Board of Directors or any individual director may be removed from office, with or without cause, by a majority vote of the members present at a meeting called for that purpose. The Board may remove any director of the Chapter for refusal, neglect, or failure to perform the duties of office or position; or absence of (failure to attend) 50% in continuum of scheduled Board meetings for the year. The vacancy thus created shall be filled as provided in these Bylaws.

ARTICLE 7. EXECUTIVE COMMITTEE

7.1. Membership

There shall be an Executive Committee of the Board of Directors composed of:

President – as presiding officer
Vice President/President-elect
Secretary
Treasurer

7.1.1. Participation at Meetings of the Executive Committee

The Executive Vice President shall have the right to receive notice of, attend and have all privileges of the floor at meetings of the Executive Committee; provided, however, that such person shall not be counted in determining whether a quorum is present at any meeting, shall not have the right to vote and shall not have any of the duties or responsibilities of an officer or director of the Chapter.

7.2. Authority of Executive Committee

7.2.1. Powers

The Executive Committee shall have full authority, right, and power granted to it by the laws of the State of Hawaii and by these Bylaws to act for the Board of Directors between Board meetings on all matters except that it shall not:

7.2.1.1. Authorize distributions.

7.2.1.2. Approve or recommend to the members the dissolution or merger of the Chapter or the sale, pledge, or transfer of all or substantially all of the Chapter's assets;

7.2.1.3. Elect, appoint, or remove directors or fill vacancies on the Board or any of committees of the Board of Directors

7.2.1.4. Change the Articles of Incorporation, Bylaws or policies of the Chapter.

7.2.1.5. Adopt a budget.

7.2.1.6. Form an affiliation.

7.2.1.7. Fix annual or supplemental dues.

7.2.1.8. Elect a successor to any officer whose office becomes vacant.

7.2.2. Delegation of Authority

The Executive Committee of this Chapter shall not delegate any of the authority, rights or power conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law.

7.3. Meetings of the Executive Committee

7.3.1. Meetings Required

The Executive Committee must meet in a regular or special meeting in order to transact business. Any meeting of the Executive Committee, regular or special, may be held by conference telephone or similar communication equipment, so long as all members of the Executive Committee participating in the meeting can communicate with one another, and all such members shall be deemed to be present in person at the meeting.

7.3.2. Regular Meetings

7.3.2.1. The Executive Committee must meet in regular or special session in order to transact business.

7.3.2.2. The Executive Committee shall meet a minimum of once a month, except as otherwise approved by a vote of $\frac{3}{4}$ of its membership.

7.3.2.3. The Executive Committee shall fix the time and place of its meetings.

7.3.3. Special Meetings

7.3.3.1. A special meeting of the Executive Committee shall be held if so voted by it, or if requested in writing by two of its members, or at the call of the President.

7.3.3.2. The Secretary's notice shall state the time, place and the business to be transacted thereat, and only the business stated in the notice shall be transacted at the special meeting; provided, however, that either the call and notice or the limitation as to the business to be transacted or both, may be waived by the recorded consent of every member of the Executive Committee.

7.4. Notices of Meetings

Every call or notice of a meeting shall be given not less than three days before the date fixed for the meeting. Any irregularity in or failure of notice of the meeting of the Executive Committee shall invalidate the meeting or any action taken thereat. This restriction may be waived by the consent of every member of the Executive Committee.

The notice shall be given by or at the direction of the President, the Secretary, or other persons calling the meeting and shall be delivered in person, by telephone or by mail. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the director at the director's address as it appears on the books of the Chapter.

Notice may also be given to any director by electronic transmission, provided that the director shall have consented to receive notice by electronic transmission. Any consent to receive notice by electronic transmission (i) shall be revocable by the director by written notice to the Chapter, and (ii) shall be deemed to be revoked if the Chapter is unable to deliver by electronic transmission two consecutive notices and the inability to deliver becomes known to the secretary, assistant secretary or other person responsible for giving notice, provided that the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the director has consented to receive notice, if transmitted by electronic mail, (ii) when directed to a number at which the director has consented to receive notice, if transmitted by facsimile telecommunication, and (iii) when directed to the member, if transmitted by any other form of electronic transmission.

7.5. Quorum at Meetings; Decisions; Minutes

7.5.1. Quorum

Three members of the Executive Committee shall constitute a quorum for the transaction of its business and if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

7.5.2. Decisions

Every decision of the Executive Committee shall be by a concurring majority vote of the members present at the meeting, unless otherwise required by these Bylaws. The vote of a member of the Executive Committee shall be entered on the minutes at request, and whenever a roll-call is taken.

7.5.3. Minutes

Written minutes of every meeting of the Executive Committee, setting out the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of the Executive Committee of this Chapter. Each said minutes shall be signed by the Secretary of the meeting and be approved by the Executive Committee.

7.6. Action Without a Meeting

Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if all Executive Committee members (i) execute a consent in writing setting forth the action to be taken, or (ii) transmit an electronic transmission consenting to the action to be taken, which electronic transmission contains information from which the Chapter may determine that the electronic transmission was authorized by the Executive Committee member who sent the electronic transmission. The consent shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Executive Committee member signs the consent or gives consent by electronic transmission unless the consent specifies a different effective date.

ARTICLE 8. ADMINISTRATION AND EXECUTIVE DEPARTMENTS

8.1. Offices

The administrative and executive offices of AIA Honolulu shall be at 828 Fort Street Mall, Suite 100, Honolulu, Hawaii 96813, or other such address approved by the Board of Directors.

8.2. Executive Vice President

The Executive Vice President shall be charged with the administration and management of the executive offices of the Chapter. The Executive Vice President shall be employed by the Chapter and shall report to the President and Board of Directors.

8.3. Duties of the Executive Vice President

8.3.1. Management

The Executive Vice President shall be the Chief Executive Officer of the Chapter and as such shall be responsible for the general management of the administration of the Chapter affairs, subject to the general direction and control of the President and the Executive Committee.

8.3.2. Administration

The Executive Vice President shall have a general overview of and shall act as a liaison between and among all the Commissions, Committees and Task Forces of the Chapter and in general shall be the administrator of the directives of the President and the Board of Directors.

8.3.3. Policies

The Executive Vice President shall be responsible for carrying out the general policies of the Board of Directors and the Executive Committee.

8.3.4. Programs

The Executive Vice President shall be charged with the duty of monitoring the programs under the various Commissions, Committees, and Task Forces and shall coordinate all Chapter affairs.

8.3.5. Liaison

The Executive Vice President shall maintain contacts with other professional societies in fields allied to architecture and with trade associations in the construction industry in order to be constantly informed

as to activities in those fields and extending the cooperation of the Chapter as circumstances may warrant.

8.3.6. Supervision

Supervision of other employees.

8.3.7. General

All other duties usual and incidental to that position.

8.3.8. Authority

The Executive Vice President shall sign or co-sign all checks of the Chapter along with the Treasurer or such other officer of the Chapter as the Board of Directors so authorizes. .

ARTICLE 9. DUES, ASSESSMENTS, AND FINANCES

9.1. Annual Chapter Dues

9.1.1. Obligation to Pay Dues

All assigned and unassigned members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year. A newly admitted Allied Member of this Chapter shall pay dues as set by the Board of Directors.

9.1.2. Amount of Annual Dues

The Board of Directors by the concurring vote of two thirds of its entire membership, may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of dues and admission fees required of allied members.

9.1.3. Dues Upon Admission

A newly admitted assigned member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted, or as provided by the Institute Bylaws or the Institute Rules of the Board. All Allied members of this Chapter shall pay dues according to the approved schedule set by the Board of Directors.

9.1.4. Dues For Nonresident Members

The amount of dues for non-resident members shall be determined by the Board of Directors of this Chapter.

9.1.5. Hardship Dues Reduction

The Board of Directors may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Board of Directors may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

9.1.6. Exemptions

Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors pursuant to section 9.1.2.

9.2. ASSESSMENTS

9.2.1. Authority

This Chapter, by the concurring vote of a majority of the total number of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of a majority of its assigned members may levy an assessment on its Associate members and/or allied members. (Emeritus members and Honorary Affiliates are not subject to assessments as per section 9.1.6). The amount of the assessment on a member in any fiscal year shall not exceed fifty percent (50%) of the amount of the annual Chapter dues required to be paid by such member for that year.

9.2.2. Notice of Assessment

Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

9.3. Default of Annual Dues and Assessments

9.3.1. Annual Dues

Every member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

9.3.2. Assessments

Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

9.3.3. Notice of Default to Member

Every member who is in default to this Chapter shall be given 30 days' notice in writing of impending termination because of said default.

9.4. Termination or Suspension for Default of Dues or Assessments

9.4.1. Assigned Members

At appropriate intervals, the Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

9.4.2. Unassigned Members and Allied or Affiliates

If an unassigned member or allied or affiliate member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

9.5. Finances

9.5.1. Fiscal Year: January 1 through December 31.

9.5.2. Budget and Appropriations

9.5.2.1. Prior to the beginning of every fiscal year the outgoing Board of Directors for the previous fiscal year, by the concurring vote of a majority of the total eligible voting members of the Board of Directors, shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year .

9.5.2.2. The Board of Directors shall not adopt a budget, make any appropriations, nor authorize expenditures which, in the aggregate in any fiscal year, will exceed the estimated net income for such year.

9.5.2.3. No officer, director, committee, employee, member, associate of any category, representative or agent of this Chapter may expend any of its money or make any commitment which will involve this Chapter in any expense or financial liability, and the Treasurer shall not pay out any money unless the expense or liability has been authorized in the general budget, or by a duly called meeting of the Board of Directors and an appropriation has been made therefore by the Board of Directors.

9.5.2.4. Every expenditure of money shall be evidenced by voucher or other instrument signed by the Treasurer or Executive Vice President as authorized by the Board of Directors, provided said expenditures are within the current approved budget or within an appropriation made therefore by the Board of Directors.

9.5.3. Review of Annual Records

Annually and at such other times as the Board of Directors shall make appropriation therefore, the books and rolls of the Chapter may be audited by a certified public accountant retained by the Board of Directors. Unless the Chapter retains the services of a C.P.A. to perform full-charge bookkeeping, then the Board shall require the C.P.A. to prepare an annual compilation.

ARTICLE 10. PROPERTY RIGHTS AND PRIVILEGES

10.1. Acquisition of Property

10.1.1. Authority

In furtherance of carrying on its affair and exercising its powers, this Chapter may take and acquire real property and personal property for its own use, by purchase, lease, gift, devise, bequest or otherwise, and may exercise and the proceeds and income relative to such property and the proceeds and income therefrom, but shall not execute any chattel mortgage.

10.1.2. Gifts

Only the Board of Directors shall have any right or authority to solicit, receive, take, or accept any gift, bequest, or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or device that will not promote the objects and purposes of this Chapter, or that will place an undue financial or other burden on the Chapter.

10.1.3. Institute Property Interests

This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter and the Institute shall not be liable for any debt or other obligation of this Chapter.

10.1.4. Suspension of Interests, Rights, and Privileges

10.1.4.1. All title to and interest in the personal property of this Chapter is vested and shall remain of this Chapter until it is dissolved and its affairs terminated. No member, director, or officer of the Chapter shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. In the event of dissolution, the corporate assets then existing in the Chapter name shall be distributed in accordance with the Articles of Incorporation.

10.1.4.2. The privileges to use the insignia, name, and other intangible property of this Chapter in any manner is a revocable right granted and conferred by these Bylaws.

10.1.4.3. The termination of a member shall not release or relieve the person whose membership has been terminated from any indebtedness to this Chapter.

10.1.5. Dividends Prohibited

An unencumbered balance of income at the close of a fiscal year shall not be distributed as profits, dividends, or otherwise to the members of this Chapter.

ARTICLE 11. COMMITTEES

11.1. Committees of the Board

11.1.1. Committees of the Board may be established to perform services for this Chapter. Each such Board committee may create one or more sub-committees, provided that such sub-committees shall be advisory in nature and shall have no authority to act on behalf of the committee creating such sub-committee or the Board.

11.1.2. The Committees of the Board shall be established by the Board of Directors of this Chapter, and all members of said committees shall be directors or officers of this Chapter.**11.2.**

11.2. Advisory Committees

Advisory Committees of this Chapter may also be established to represent the special interests of the members of this Chapter, provided that such committees have no authority to act on behalf of the Board of Directors of this Chapter.

11.2.1. The specific duties of each advisory committee shall be as prescribed by the body that established it, but the Board of Directors may assign supplementary duties to any Chapter committee at any time. The members of each advisory committee and of each sub-committee may be prescribed and removed by the body that established it.

11.2.2. The Chairman of every committee shall be appointed by the President with the approval of the Board of Directors.

11.2.3. The President, with the approval of the Board of Directors, may remove the chairman of any committee from office and appoint a new chairman to said committee.

11.2.4. Every committee shall make an annual report to the Board of Directors at the close of its work, and at such other times as the Board of Directors so directs.

ARTICLE 12. AFFILIATIONS AND ENDORSEMENTS

12.1. Affiliations

12.1.2. Purpose of Affiliations

This Chapter may affiliate with any local organization, operating within the territory of this Chapter, whose purpose is allied to the purpose of this Chapter, provided that the proposed affiliation is not used or maintained for financial gain, price fixing or political purposes, and if and while the objects of this Chapter will be promoted by such affiliation. This shall not preclude the Chapter from endorsing the actions of individuals or structuring joint activities, unless contrary to Article 12, Section 12.2.

12.1.2. Agreements of Affiliation

Every affiliation must be authorized by not less than two-thirds vote of the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

12.1.3. Statement of Purpose

Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate and the nature of its organizations, membership, government and operations.

12.1.4. Limitations

No affiliated organization shall have any voice in the affairs of this Chapter and shall not bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

12.1.5. Termination

Any affiliation may be terminated by majority vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

12.1.6. Privileges of Affiliated Organizations

The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak at the invitation of the presiding officer.

12.2. Endorsements

Neither this Chapter, nor the Board of Directors, Executive Committee, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, (any public or private enterprise operated for profit, or) any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

12.3. Publications

The Board of Directors may prepare, edit, publish, print, sell, or otherwise distribute any document, book, data, information, or other literature concerning any matter that will tend to promote the objectives of this Chapter.

ARTICLE 13. GENERAL PROVISIONS

13.1. Records Open to Members

13.1.1. The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The Chapter shall keep a copy of the following records at its principal office:

- a. Articles of Incorporation and all amendments currently in effect;
- b. Bylaws and all amendments currently in effect;
- c. Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- d. Minutes of all meetings of members and records of all actions approved by members for the past three years;
- e. Annual financial statements for the past three years;
- f. A list of the names and addresses of its current directors and officers; and
- g. The most recent annual report filed with the Director of the Department of Commerce and Consumer Affairs.

13.1.2. The records required to be kept at the Chapter's principal office set forth in subsections (a) through (g) above shall be open to inspection at a reasonable time upon written demand of any member providing notice of five (5) business days or more. Any other records of the Chapter shall be open to inspection by any member to the extent required by law.

13.2. Liability, Indemnification, Insurance

13.2.1. Indemnification

To the fullest extent permitted by Hawaii law, the Chapter shall indemnify each director and officer of the Chapter who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director or officer of the Chapter, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The Chapter may indemnify current and former employees and agents of the Chapter to the extent permitted by Hawaii law.

13.2.2. Advances for Expenses

The Chapter shall advance funds to pay for or reimburse the reasonable expenses and attorneys' fees incurred by a director and officer before final disposition of an action, suit or proceeding, provided that such person delivers a written affirmation of such person's good faith belief that such person has met the requisite standard of conduct for indemnification and delivers a written undertaking to repay such amount if it is ultimately determined that such person did not meet the standard of conduct. The Board of Directors may authorize payment in advance of final disposition of an action, suit or proceeding for the reasonable expenses and attorneys' fees incurred by an employee or agent seeking indemnification under this Article, provided that such employee or agent delivers the affirmation and undertaking described in the previous sentence.

13.2.3. Continuing Indemnification

The indemnification provided for in Sections 13.4.1. or 13.4.2. of this Article shall be cumulative and not exclusive, and shall be in addition to any other indemnification provided by law or by any other agreement. Any repeal, amendment or modification of this Article shall not affect the indemnification provided in this Article for any acts or omissions occurring prior to such repeal, amendment or modification. The indemnification provided for in this Article shall continue as to any person who has ceased to be a director, officer or employee of the Chapter and shall inure to the benefit of such person's heirs, personal representatives, executors and administrators.

13.2.4. Insurance

The Board of Directors shall authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, directors, employees, and persons acting in any other capacity at the request of this Chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.

13.3. Conflict of Interest Transaction

13.3.1. Conflict of Interest.

A conflict of interest transaction is a transaction in which a director of the Chapter has a direct or indirect interest. For purposes of this Section, a director has an indirect interest in a transaction if:

- (a) Another entity in which the director has a material interest or of which the director has an equity interest is a party to the transaction; or
- (b) Another entity of which the director is a director, officer, or trustee is a party to the transaction.

13.3.2. Conflict of Interest Transactions

No transaction effected or proposed to be effected by the Chapter in which a director has a conflict of interest shall be enjoined or set aside, or shall give rise to an award of damages or other sanctions in a proceeding by a member or the corporation if the transaction was fair at the time it was entered into or is approved in one of the following manners:

(a) The material facts of the transaction and the director's interest are disclosed or known to the Board and the transaction receives the affirmative vote of a majority (but no fewer than two) of the directors on the Board who have no direct or indirect interest in the transaction. A majority of the uninterested directors on the Board constitutes a quorum for purposes of this subsection.

(b) The material facts of the transaction and the director's interest are disclosed or known to the members and the transaction receives the affirmative vote of a majority of the members entitled to vote. The members entitled to vote under this subsection are those members whose vote are not cast by or under the control of (i) a director with a direct or indirect interest in the transaction or (ii) an entity with a material interest in, or which is a general partner of, the transaction. A majority of the members entitled to vote under this subsection constitutes a quorum for purposes of this subsection.

ARTICLE 14. AMENDMENTS

14.1. Amendments to Bylaws

14.1.1. These Bylaws may be amended at any meeting of the members of this Chapter, provided that a notice stating the purpose of each proposed amendment and the reason therefore and a copy of the proposed amendment is sent to every Chapter member privileged to vote, not less than 30 days prior to the date of the meeting at which the proposed amendment is to be voted on.

14.1.2. In the absence of a unanimous vote or a vote of obviously more than 2/3 of the membership as determined by the President in favor of an amendment, a roll-call shall be required with a concurring vote of not less than 2/3 of the members eligible to vote, present at the meeting.

14.1.3. Immediately following the adoption of an amendment, the Secretary shall submit a copy of the amendments to the Secretary of the Institute for review for conformity with Institute Bylaws. The Chapter members shall be notified for informational purposes of any such amendments as requested by the Institute.

14.2. Amendments by the Board of Directors

14.2.1. Conformity with Institute Bylaws.

The Board of Directors without action by a meeting of the members of this Chapter shall have the power to amend any of these Bylaws as may be necessary for conformity with Institute Bylaws. These Bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws.

14.2.2. Delegation of Authority

The Board of Directors shall be authorized to amend specific provisions of these Bylaws if the power to do so has been delegated to it by two-thirds vote of the members of this Chapter eligible to vote thereon.