

KAILUA CHAMBER OF COMMERCE

BY-LAWS

Revised May 19, 2010

ARTICLE I

Section 1: ORGANIZATION'S NAME: The name of this corporation is the Kailua Chamber of Commerce (KCOC).

Section 2: OBJECTIVES: The objective of this corporation shall be to inspire in its members a sense of individual civic responsibility and an active interest in community affairs; to promote commerce in Kailua, and disseminate business information; to attract and interest visitors; and generally to advertise and promote the prosperity of Kailua.

Section 3: DEFINITIONS: As used herein, the term "Chamber" shall be deemed to mean the Kailua Chamber of Commerce (KCOC), the term "Board" shall be deemed to mean the Board of Directors of KCOC, and the term "General Membership" shall be deemed to mean all those persons and firms holding membership in KCOC.

As used herein, the term Kailua shall be deemed to mean the area from the beaches to the mountains and generally from the area bounded by H-3 Freeway in the West to Olomana Golf Course in the East, specifically including Aikahi Park and Enchanted Lake shopping centers.

ARTICLE II

MEMBERSHIP

Section 1: Active membership: Any person, firm or corporation (including branch offices) actively engaged in business or owning business property in Kailua, or persons interested in Kailua business and community affairs, shall be eligible for membership in KCOC. Each member in good standing (current dues paid) shall be entitled to one vote.

Section 2: Other membership: There may be such other classes of membership with privileges and responsibilities as may be determined from time to time by the Board of Directors of KCOC.

Section 3: Applications and Admission: Application for Membership. All membership applications are subject to review by the Membership Committee and Board approval within 60 days. The Membership Committee may interview any applicant and obtain information concerning the applicant's business activities, to determine whether an offer of Chamber membership accords with the Chamber's goals, objectives and public image.

If the Chamber accepts dues by the membership applicant, that acceptance is conditional pending Board approval of membership, and it does not mean the Chamber has accepted the applicant as a member. (If the Chamber does not accept the applicant as a member, then the Chamber will return the dues to the applicant.) The Membership Committee shall report to the Board of Directors monthly, recommending whether the Board should approve or disapprove membership applications. The Board of Directors has sole and absolute discretion to accept or reject any membership application. The Board's decision on a membership application is final, binding and non-appealable on the applicant.

Section 4: Discipline of Members: The Board, by a two-thirds vote, may suspend or expel any member for cause, provided that the member to be suspended or expelled is given 15 days notice in writing and has the opportunity to be heard at the Board meeting during which the vote is taken. The Board's decision is final, binding, and non-appealable by the suspended or expelled member.

Section 5: Dues: The Board shall decide how much to charge for each class of annual membership dues no later than Nov. 15 of the preceding year. From time to time, the board also may establish special assessments by a two-thirds vote.

Section 6: Refunds: Members who resign prior to the end of the fiscal year shall not be entitled to any refund of dues or fees.

Section 7: Fiscal Year: The fiscal year of KCOC shall be from January 1 through December 31.

ARTICLE III

BOARD OF DIRECTORS, OFFICERS AND COMMITTEES

Section 1: Board of Directors: The Board shall consist of fifteen (15) members and shall include the President, First Vice President, Second Vice President, Secretary, Treasurer, and 10 directors, all of whom serve two-year terms. Five directors shall be elected each year, and officers shall be elected every two years.

The Board may provide for Honorary Directorships at its discretion.

Section 2: Absences: Board members who miss three (3) consecutive Board meetings may be removed or transferred to non-voting Honorary status for the balance of their term at the discretion of the Board. Any vacancy thus created shall be filled in accordance with the provisions of Section 4 of this article.

Section 3: Officers: The officers of KCOC shall be a President, First Vice President, Second Vice President, Secretary and Treasurer, all of whom shall be elected by the General Membership. These officers shall constitute the Executive Committee.

Section 4: Vacancy: In case of a vacancy on the Board or in an office, the vacancy shall be filled by a majority vote of the Board at a duly called meeting. The member thus elected shall fill such vacancy for the remainder of the term of the member who has been replaced.

Section 5: Appointments: With approval from a majority of the Executive Committee, the President shall have the power to appoint such Committee Chairs from the members currently on the Board as he or she may deem necessary and shall appoint the following standing committees:

1. Communications Committee
2. Legislative Committee
3. Membership Committee
4. Retail Committee
5. Awards/Events Committee
6. E-Commerce Committee
7. Kailua Information Center Committee
8. Light-up Kailua Committee
9. Independence Day Parade Committee
10. Executive Committee

No Board member shall serve on more than two committees with the exception of the Executive Committee.

ARTICLE IV

DUTIES

Section 1: President, First Vice President and Second Vice President: The President shall preside at all meetings of KCOC. She or he may call special meetings of KCOC when necessary. The First Vice President shall preside if the President is absent. If both are absent, then the Second Vice President shall preside. If all three are absent, the Board may choose someone else to preside.

The President may seek an audit of the Treasurer's records at any time. Two officers must sign all checks for any disbursing account under the name of the Chamber.

Expenditures not included in the annual budget must be specifically approved by the Board.

Section 2: Consideration of Proposals: Proposals submitted to the Board may be referred to a committee for research and discussion. Committees then must bring the proposal to the Board for action. The Board may opt to submit the proposal to the General Membership for a vote.

Section 3: Initiative and Referendum: The Board shall have the power for final action on all proposals except elections or when at least 10 KCOC members take the initiative to submit in writing a request that a proposal be voted on by the General Membership for referendum.

Section 4: Description of Standing Committees:

- a. **Communications Committee:** The Communications Committee shall consider and report on all questions pertaining to commercial and industrial interests in Kailua, especially the establishment of new Businesses, manufacturing or commercial enterprises, other than those matters specifically assigned to other committees.
- b. **Legislative Committee:** The Legislative Committee shall analyze and report on legislative proposals from municipal, state and federal bodies that would affect the civic and economic life of Kailua.
- c. **Membership Committee:** The Membership Committee shall attract new members to grow membership, consider all applications for membership, make regular reports to the Board, assist in monitoring and encouraging attendance at KCOC functions, and in general establish a close relationship between all KCOC members.
- d. **Retail Committee:** The Retail Committee shall be composed of KCOC members who are engaged in the retail trade in Kailua. Its objective shall be to promote and encourage all matters pertaining to the welfare and betterment of retail business in Kailua.
- e. **Awards/Events Committee:** The Awards/Events Committee shall honor KCOC members, individuals from the Kailua community and businesses in several categories at the General Membership meeting in November. This committee also shall have responsibility for planning, supervising and executing any social or fund-raising events.
- f. **Executive Committee:** There shall be an Executive Committee consisting of the President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer.
- g. **E-commerce Committee:** The E-Commerce Committee shall be responsible for the Kailua Chamber website and all forms of electronic business activities.”
- h. **Kailua Information Center Committee:** The Kailua Information Center Committee shall be responsible for all activities related to the management of the day-to-day operations of the Kailua Information Center.
- i. **Light-up Kailua Committee:** The Light-up Kailua Committee shall be responsible for organizing and executing the holiday decorations and the take-down of the decorations in Kailua Town.

- j. **Independence Day Parade Committee:** The Independence Day Parade Committee shall be responsible for planning, coordinating, and executing the Independence Day Parade.

The Executive Committee shall review requests from staff and committees for new programs and /or changes to existing programs, including financial impact, develop a business plan for the following year, and perform such other duties as may be assigned by the Board. Prior to the end of each fiscal year, the Executive Committee, in consultation with the Treasurer, shall prepare and submit to the Board for its approval or modification a budget for the next fiscal year.

The Executive Committee shall meet on the call of the President at least six times a year. The President shall act as Chair of the Executive Committee. At any meeting of the Executive Committee, a majority of the total number of its members then serving shall constitute a quorum, and all actions of the Executive Committee must receive the approval of a majority of such quorum.

ARTICLE V

MEETINGS

Section 1: Annual Meeting: The annual meeting of the General Membership shall be held during January at a time and date of the Board's choosing.

Section 2: Regular Meetings: Regular meetings of the General Membership shall be held at times and dates of the Boards choosing.

Section 3: Special Meetings: The President may call special meetings to consider specific topics, but only those topics may be acted upon at such special meetings. Special meetings also may be called at the initiative of at least 10 KCOC members who submit a written request to the Board.

Section 4: Board Meetings: The Board shall meet at least six times per year at times and dates of the Boards choosing. A quorum of at least nine (9) members is required to vote on any proposal, and a majority of those present is required to act on any proposal.

ARTICLE VI

ELECTIONS

Section 1: Voting: The election of officers and directors may be either by acclamation when there is only one candidate or by ballot if more than one candidate has been nominated.

Section 2: Nominations: With approval from a majority of the Executive Committee, the President shall appoint a Nominating Committee consisting of at least three (3) KCOC members. The committee members shall prepare a slate for the election meeting, consisting of at least one nominee for each elective office. At the election meeting, the committee chair shall solicit any other nominations from KCOC members attending.

Section 3: Election Meeting: Elections shall be held at the General Membership meeting scheduled in November of each year, with any exceptions requiring Board approval. The Secretary shall notify KCOC members of the election and the names of the nominees by e-mail no later than 10 days prior to the meeting.

ARTICLE VII

AMENDMENTS TO THE BY-LAWS

Section 1: Procedures to Amend: These by-laws may be amended at any regular or special meeting of the General Membership by a two-thirds (2/3) vote of those KCOC members present and in good standing. Notice of such proposed amendments shall be e-mailed to all KCOC members at least 10 days prior to the meeting at which such amendments are to be considered.

Section 2: Other Procedures: All items not covered by these by-laws shall be governed by Robert's Rules of Order.

By-laws revised May 19, 2010.