

# KAILUA CHAMBER OF COMMERCE

## BY-LAWS

Revised May 18, 2022

### 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 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. 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. 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 & Marketing Committee
2. Membership Committee
3. Awards & Events Committee
4. Independence Day Parade Committee
5. Executive Committee

Each Board member shall serve on at least one committee in addition to the Executive Committee if an officer.

## **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. All officers may be authorized signers.

The President may seek an audit of the Treasurer's records at any time. Two officers shall approve all expenditures and 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 & Marketing Committee:** The Communications & Marketing Committee shall promote KCOC and its' members via media channels, press releases, marketplace branding and awareness in print and digital. This committee shall manage KCOC website and social media

accounts and feature KCOC members via email, web, and social media channels.

- b. **Membership Committee:** The Membership Committee shall attract new members to grow 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.
- c. **Awards & Events Committee:** The Awards & Events Committee shall honor KCOC members, individuals from the Kailua community, and businesses in several categories in October. Ballots for awards are to be presented to members for voting electronically in September. This committee also shall have responsibility for planning, supervising and executing mixers, social or fundraising events. A recap of each event including photos shall be completed after the event for posting on KCOC website and social media. This information may also be used for press release and marketplace branding.
- d. **Independence Day Parade Committee:** The Independence Day Parade Committee shall be responsible for planning, coordinating, and executing the Independence Day Parade including presenting awards at the July General Membership Meeting.
- e. **Executive Committee:** There shall be an Executive Committee consisting of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer. 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. 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 18, 2022