

BYLAWS OF THE ASSOCIATION OF HAWAIIAN CIVIC CLUBS

Section	Current Language	Proposed Language	Rationale
	ARTICLE I - ELECTION OF OFFICERS		
Article 1 Section 1	<p>The following officers shall be elected biennially by the delegates in attendance at the annual convention of this Association.</p> <ul style="list-style-type: none"> a. Pelekikena (The President) b. Hope Pelekikena Mua (The First Vice-President) c. Hope Pelekikena ‘Elua (The Second Vice-President) d. Pu‘ukū (The Treasurer) 	<p>The following officers shall be elected biennially in staggered terms by the delegates in attendance at the annual convention <u>convening of the House of Delegates (convention)</u> of this Association.</p> <ul style="list-style-type: none"> a. Pelekikena (The President) b. Hope Pelekikena Mua <u>‘Akahi</u> (The First Vice-President) c. Hope Pelekikena ‘Elua <u>‘Alua</u> (The Second Vice-President) d. <u>Hope Pelekikena ‘Ekolu (The Third Vice-President, Director of Strategic Communications & External Affairs)</u> e. Pu‘ukū (The Treasurer) f. <u>Kākau ‘ōlelo (The Recording Secretary)</u> 	<p>Deletion of “annual” removes the possibility if no convention or two conventions in a given year. The phrase, “convening of the House of Delegates”, is descriptive of how convention takes place and hereafter “convention” referring to the same. [AHCC P&P]</p> <p>Suggested Revised Titles for ordinal numbering. If adopted will affect change to other sections where “Mua” and “Elua” are currently used. [PKHCC]</p> <p>Staggered terms create a system of continuity on the executive board and allows officers to focus on long-term goals absent the risk of not being re-elected. The 3rd VP will focus on</p>

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			<p>strategic communications and external affairs for the organization, including alignment with internal communications and oversight of all aspects of external communications with media, partners, and community.</p> <p>Recording secretary – as the foremost archivist and record-keeping officer of Executive Committee - should be elected by the delegates and have Board voting rights.</p> <p>[Maui Council]</p>
		ALTERNATE Version, Article I, Section 1	
		<p>The following officers shall be elected biennially by the delegates in attendance at the annual convention of this Association.</p> <ul style="list-style-type: none"> a. Pelekikena (The President) b. Hope Pelekikena Mua (<u>Vice President of External Affairs</u>) c. Hope Pelekikena ‘Elua (<u>Vice President of Internal Affairs</u>) 	<p>This proposal is to align the Proposals #1 & #2 above. Also creating that the two secretaries shall be elected. This would further denote that the Hope Pelekikena, Kākau ‘Ōlelo and Hope Kākau ‘Ōlelo would</p>

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		<ul style="list-style-type: none"> d. <u>Hope Pelekikena 'Ekolu (Vice President of Program Committees and Ancillary Programs)</u> e. <u>Kākau 'Ōlelo (Recording Secretary)</u> f. <u>Hope Kākau 'Ōlelo (Corresponding Secretary)</u> g. Pu'ukū (The Treasurer) 	<p>also become voting members of the Board which they serve and provide them Delegate-At-large statuses at the annual conventions.</p> <p>Note: Should the above be adopted, Subsequent Articles and Sections throughout the Constitution and Bylaws will need to be amended to for contextual agreement.</p> <p>[Kuini Pi'olani]</p>
<p>Article 1 Section 2</p>	<p>Election of Council Pelekikena and Association Directors - Each Council, prior to the annual convention during which the biennial election of officers takes place, shall elect:</p> <ul style="list-style-type: none"> a. The Pelekikena of the respective Council. b. The Directors from their respective Council to the Board of Directors of the Association. 	<p>NO CHANGE</p>	
<p><u>Article 1, Section 3</u></p>	<p><u>NEW</u></p>	<p><u>Section 3. Method of Election</u> <u>Each Council shall determine the process to be employed in the election of its President and Association Directors in accordance with each Council's Constitution and By-Laws.</u></p>	<p>Each Council has determined its own procedures in this regard evidencing the Councils' autonomy.</p> <p>[AHCC P&P]</p>

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<p>Article 1, Section 3 <u>4</u></p>	<p>Pelekikena Iho Nei (Immediate Past Pelekikena) - The office of Pelekikena Iho Nei (Immediate Past Pelekikena) shall automatically be filled by the retiring Pelekikena.</p>	<p>Section 3-4</p> <p>Pelekikena <u>o Mua</u> Iho Nei (Immediate Past Pelekikena), <u>Nā Pelekikena o Mua (Past Presidents)</u></p> <p>a. The office of Pelekikena <u>o Mua</u> Iho Nei (Immediate Past Pelekikena) shall automatically be filled by the retiring Pelekikena. <u>The Pelekikena o Mua Iho Nei shall advise the President.</u></p> <p>b. <u>Nā Pelekikena o Mua (Past Presidents) may be called upon by the President to do special projects.</u></p>	<p>Re-numbering if new Section 3 is adopted. [AHCC P&P]</p> <p>Clarifies the role of the Immediate Past President as one that advises and offers continuity from the previous administration. Also confirms that Past Presidents can continue to serve the Association through coordination with the current President through “special projects.” [PKHCC]</p>
		<p>ALTERNATE Version, Article 1, Section 3 <u>4</u></p>	
		<p>Pelekikena Iho Nei (Immediate Past Pelekikena) - The office of Pelekikena Iho Nei (Immediate Past Pelekikena) shall automatically be filled by the retiring Pelekikena.</p> <p><u>In the event the Immediate Past President becomes unable to fulfill the duties of the office of Immediate Past President, the President shall appoint to the office of Immediate Past President</u></p>	<p>The past President seat is a voting seat on the executive committee and should this seat be vacant or inac-</p>

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		<p><u>one of the Association’s past presidents from any previous year that is currently serving as an At-large member in the Board of Directors. If no such Past President is a current At-large member in the Board of Directors, the President will select from any remaining Past President from any year, who will serve as the Immediate Past President pro-tem for the remainder of the term.</u></p>	<p>tive, it is a disservice to the executive committee (1 less vote) and the organization as a whole. This is self-explanatory that there should always be a way to fill a vacancy in an elected and voting role. [Maui Council]</p>
<p>Article 1, Section 5</p>	<p><u>NEW</u></p>	<p><u>Section 5 - Nā Pelekikena Honua (Association Past Presidents)</u> <u>All former Pelekikena who have qualified as Pelekikena Iho nei upon their retirement from the seat of Pelekikena of the AHCC shall be designated Pelekikena Honua or Past President of the AHCC.</u></p>	<p>There was a need to designate a name for the AHCC Past presidents – Pelekikena Iho Nei, literally means Immediate Past President; and since the previous past presidents are not immediate, a title needed to be created. [Kuini Pi’olani]</p>
<p>Article 1, Section 6</p>	<p><u>NEW</u></p>	<p><u>Section 6 - Ka Nu’ukeha (President Emeritus)</u> a. <u>The Nu’ukeha (President Emeritus) of the Association is a rare and special designation reserved for any Pelekikena Honua of the AHCC whose significant contributions and legacy have</u></p>	<p>The charge was made at the 62nd annual convention of the AHCC to draft language for the recreation of the AHCC President Emeritus designation. [Kuini Pi’olani]</p>

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		<p>left a positive indelible mark on the Association of Hawaiian Civic Clubs.</p> <p>b. The designation of the Nu‘ukeha shall be proposed via resolution to the Association at any annual convention; and upon the adoption of the said resolution the title of Nu‘ukeha shall be conferred on the designated Pele-kikena Honua.</p> <p>c. The Nu‘ukeha designation shall be for life.</p> <p>d. The Nu‘ukeha shall be exempt from annual per-capita payments.</p>	
<p>Article 1, Section 4</p>	<p>Term of Office - All duly elected officers of the Association shall assume and serve for a term of two years beginning on January 1 of the year following their election or appointment. This provision shall not apply to the filling of a vacancy.</p>	<p>Section 4-7</p> <p>Term of Office - All duly elected officers of the Association shall assume and serve for a <u>staggered</u> term of two years beginning on January 1 of the year following their election or appointment. This provision shall not apply to the filling of a vacancy.</p>	<p>Re-numbering as noted above [AHCC P&P]</p> <p>Staggered terms create a system of continuity on the executive board and allows officers to focus on long-term goals absent the risk of not being re-elected. An</p>

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		<p><u>In order to establish staggered terms, the first of- ficers shall be divided as equally as possible into three (3) groups. The Pelekikena and Hope Pele- kikena ‘Elua shall serve an initial term of one (1) year . Hope Pelekikena Mua and Hope Pelekikena ‘Ekolu shall serve an initial term of two (2) years. Pu‘ukū and Kākau ‘ōlelo shall serve an initial term of three (3) years. Thereafter, at each annual con- vention, the delegates shall elect officers to fill ex- piring terms, each officer to hold office for a term of two (2) years until the officer’s successor has been elected and qualified, except that in the event of a vacancy, which may be filled at any meeting of the Board of Directors, or in the case of a newly-elected officer, the officer may be elected to a shorter term as may be appropriate to main- tain the balance of staggered terms. Officers shall hold office until their successors are elected and qualified.</u></p>	<p>additional benefit of stag- gered terms for our offic- ers is that it will allow re- sources to be reinvested in board action and objec- tives rather than training an entirely new board.</p> <p>Additionally, this is a prime time to initiate staggered terms as the current Pele- kikena’s term only has (1) year remaining so it would not impact a new election. [Maui Council]</p>
<p>Article 1, Section 5</p>	<p>Limitation of Terms - No officer of the Association shall serve more than two consecutive terms in the same office.</p>	<p>Section 5 <u>8</u></p>	<p>Re-numbering of Section as noted above</p>

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<p><u>Article 1, Section 9</u></p>	<p><u>NEW</u></p>	<p><u>Article I, Section 9</u> <u>REMOVAL</u> - An officer may be removed from their elected office at any time for not fulfilling their officer duties as provided in these bylaws by a two-thirds (2/3) vote of the current membership at an annual convention or current directors then in office at any meeting provided that notice has been given that a purpose of the meeting is to consider such removal or by the Members or the directors.</p>	<p>As a member-driven organization that elects its officers, there is no current process for officer removal in the bylaws. The additions for removal, attendance, and failure to attend help address balance and accountability. [Maui Council]</p>
<p><u>Article 1, Section 10</u></p>	<p><u>NEW</u></p>	<p><u>Article I, Section 10</u> <u>ATTENDANCE</u> – Officers are required to attend a minimum of three-quarters of a fiscal year’s Board of Directors meetings and three-quarters of a fiscal year’s Executive Committee meetings.</p>	<p>See rationale under NEW Article I, Section 9. [Maui Council]</p>
<p><u>Article 1, Section 11</u></p>	<p><u>NEW</u></p>	<p><u>Article I, Section 11</u> <u>FAILURE TO ATTEND</u> – If an officer fails to attend three-quarters of a fiscal year’s Board of Directors meetings and/or Executive Committee meetings, the Pelekikena will notify the officer of the infraction in writing and immediate replacement. In the case of the Pelekikena, the Hope Pelekikena Mua will notify the Pele-</p>	<p>See rationale under NEW Article I, Section 9. [Maui Council]</p>

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		<p><u>kikena of the infraction and immediate replacement. Replacements for the officer vacancies shall be filled following the guidelines in Article 2, Section 6.</u></p>	
<p><u>Article 1, Section 12</u></p>	<p><u>NEW</u></p>	<p><u>Article I, Section 12</u> <u>EXECUTIVE DIRECTOR</u> - <u>The AHCC Executive Committee and Board of Directors shall hire an Executive Director to oversee the management of the Association. The Executive Director will be supervised by the AHCC Executive Committee, shall serve at the pleasure of the Board of Directors, and shall be an ex-officio member of the Board with full voting rights and an ad-hoc member of all committees.</u></p> <p><u>Duties of the Executive Director.</u> <u>The Executive Director shall serve as the AHCC’s chief operations officer and shall be empowered with immediate and overall supervision of AHCC operations to direct the day-to-day business of AHCC, maintain properties of the AHCC, including hiring and determining compensation of staff, and perform such additional</u></p>	<p>See proposed amendments for Article 2, Section <u>5</u>. [Maui Council]</p>

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		<p><u>duties as may be directed by the AHCC Executive Committee or the Board of Directors.</u></p> <p><u>No AHCC Executive Committee officer or Board of Director member may individually instruct the Executive Director or any other staff. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the AHCC Executive Committee or Board of Directors or Advisory Council (See Bylaws, Article IV).</u></p>	
	ARTICLE II – VACANCIES, HOW FILLED		
Article 2, Section 1	In the event of a vacancy in the office of the Pelekikena of the Association, the Hope Pelekikena Mua shall automatically fill the vacancy for the unexpired term.	In the event of a vacancy in the office of the Pelekikena of the Association, the Hope Pelekikena Mua shall automatically fill the vacancy for the unexpired term. <u>In the event the Hope Pelekikena Mua is unable to fill the vacancy, the Hope Pelekikena Elua shall fill the vacancy for the unexpired term.</u>	Offers a clear line of succession to the 2nd VP if the 1st VP is unable to fill a presidential vacancy. [PKHCC]
Article 2, Section 2	In the event of a vacancy in the office of the Hope Pelekikena Mua, the Hope Pelekikena ‘Elua shall automatically fill the vacancy for the unexpired term.	Section 2 In the event of a vacancy in the office of the Hope Pelekikena Mua, the Hope Pelekikena ‘Elua shall automatically fill the vacancy for the unexpired term.	Incorporated into Section 1 therefore Section 2 can be deleted. [PKHCC]

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		ALTERNATE Version Article II, Section 2	
		<p><u>In the event of a vacancy in the office of the Hope Pelekikena Mua, the Pelekikena may appoint a new Hope Pelekikena Mua for a period of 60 days. Within the 60 period a special election must occur or the appointment will expire.</u></p>	<p>If the Hope Pelekikena ‘Elua assumes the duties of the Hope Pelekikena Mua, there is the possibility this person will have to assume the position of acting Pelekikena if/when the Hope Pelekikena Mua, now the Pelekikena, is unable to fulfil the duties of the position. A non-Hawaiian in the Hope Pelekikena ‘Elua would violate the Constitutional requirement of Native Hawaiian ancestry. [LVHCC]</p>
Article 2, Section 3	In the event of a vacancy in the office of the Hope Pelekikena ‘Elua, the Board of Directors shall immediately meet to select a replacement from one of their own number.	Section 3 <u>2</u>	<p>Renumber if deletion of Section 2 above is adopted [PKHCC]</p> <p>NOTE: Should the article I proposal be adopted creating the position of Hope Pelekikena ‘Ekolu, this section would need to be amended accordingly.</p>

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Article 2, Section 4	In the event of a vacancy in the office of Pu'ukū, the Board will select a qualified replacement from the membership of the Association.	Section 4 <u>3</u> In the event of a vacancy in the office of Pu'ukū, the Board will select a qualified replacement from the membership of the Association. See the Constitution, Article VI Section 6, Qualifications.	Possible re-numbering. Constitution reference clarifies "qualified replacement". [AHCC P&P]
Article 2, Section 5	In the event of a vacancy in the office of a Director of the Association, the affected Council shall have the power to fill the vacancy for the unexpired term at the next regular Council meeting.	Section 5 <u>4</u> <u>NO CHANGE IN TEXT</u>	Possible re-numbering.
Article 2, Section 5	<u>NEW</u>	<u>Article 2, Section 5</u> <u>OTHER VACANCIES – Vacancies may be filled by temporary appointment by the Executive Committee, but must be ratified by the larger Board of Directors at the next regularly scheduled meeting where a quorum is present. The membership by majority vote may choose to reject the temporary appointment and call for an immediate election with nominations from the floor. Vacancies filled by appointment or election will only be for the remaining balance of the unexpired term. Filling of an officer vacancy by appointment or special election will not disqualify a member from running for that same position in the next officer election.</u>	Officers that fail to attend meetings to fulfill their duties have BREACHED their TRUST from the delegates who elected them into office, and thus do not deserve to remain in office. In such a case of removal, there must be a continuity of leadership responsibility and this proposed amendment to fulfill other vacancies provides a pathway forward. [Maui Council]

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	<p align="center">ARTICLE III—DUTIES OF THE BOARD OF DIRECTORS</p>		
<p><u>Article III, Section 1</u></p>	<p><u>NEW</u></p>	<p><u>Article III, Section 1</u> <u>The Board of Directors has a fiduciary responsibility for the actions and activities of AHCC. Following fiduciary duties of care, loyalty, and obedience will help ensure that members are acting in the best interests of AHCC, are working to fulfill the statutory responsibilities, mission, and goals of the AHCC, and will protect members from liability for their actions on the AHCC Board of Directors.</u></p> <p>a. <u>DUTY OF CARE</u> - Board of Directors are expected to perform their duties and responsibilities in good faith and at a level of professionalism that is in the best interest of AHCC.</p> <p>b. <u>DUTY OF LOYALTY</u> - Board of Directors are expected to place the interest of AHCC before their own personal and professional interest on all AHCC Board of Directors matters. Board of Directors must not use their position on the AHCC Board of Directors to enhance their private interest, to</p>	<p>This is standard language in a conflict of interest document for nonprofit board of directors. [Maui Council]</p>

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		<p><u>pass on information that is inaccurate or untrue, and to perform any actions that may be harmful to AHCC.</u></p> <p>c. <u>DUTY OF OBEDIENCE - Board of Directors are expected to perform their duties in compliance with these bylaws, the “AHCC Conflict of Interest Policy and Pledge”, and all policies and procedures. The Board of Directors is not excused from performing their duties if they are not familiar with any of the laws and policies that govern the conduct of the AHCC. Board of Directors must also comply with all applicable federal, state, and local laws.</u></p>	
<p>Article 3 Section 1</p>	<p>The duties of the Board of Directors are as follows:</p> <ul style="list-style-type: none"> a. To conduct the business of the Association in accordance with the Purposes and Objectives of the Association. b. To review all resolutions from a Council recommending a charter for a new club, issuing the charter when appropriate. c. To direct the annual convention and select a “Host Council” which will agree to as- 	<p>Article III, Section 2</p> <p>The duties of the Board of Directors are as follows:</p> <ul style="list-style-type: none"> a. To conduct the business of the Association in accordance with the Purposes Goals and Objectives of the Association. b. To review all resolutions from a Council recommending a charter for a new club, issuing the charter when appropriate. c. To direct the annual convention and select a “Host Council” which will agree to as- 	<p>Re-numbering of Section</p> <p>Alignment with proposed language change in Article II of the Constitution [AHCC P&P]</p>

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	<p>sume the operation of the convention.</p> <p>d. To suspend or revoke the charter of any member club found to be in violation of the Association Constitution.</p> <p>e. To determine a fiscal year cycle for the Association and maintain fiduciary accountability for Association resources.</p> <p>f. To create, update, and implement the Association’s Strategic Plan, every five years, with an annual report to the House of Delegates.</p> <p>g. To take appropriate actions and positions unanticipated by and not in conflict with actions taken by the annual Convention.</p>	<p>sume the operation of the convention.</p> <p>d. To suspend or revoke the charter of any member club found to be in violation of the Association Constitution.</p> <p>e. To determine a fiscal year cycle for the Association and maintain fiduciary accountability for Association resources.</p> <p>f. To create, update, and implement the Association’s Strategic Plan, every five years, with an annual report to the House of Delegates.</p> <p>g. To take appropriate actions and positions unanticipated by and not in conflict with actions taken by the annual Convention House of Delegates.</p> <p>h. To confirm or reject proposed actions taken by the Steering Committee on behalf of the Association.</p> <p>i. To adopt policies regarding the management, compensation, and fringe benefits provided to Association staff.</p> <p>j. To determine the place, date, time, and registration fee for annual conventions, special conventions, constitutional conventions, membership meetings and leadership conferences.</p>	<p>(g) Consistency of language</p> <p>(h) Clarifying BOD kuleana to agree or disagree with SC actions [AHCC P&P] Ref. Art. 4, Sec. 1.</p> <p>(i, j) Clarifies that the Board of Directors cannot conflict with the actions taken by the House of Delegates properly convened no matter if it's at an annual convention, special convention, or other membership meeting. Further, clarifies</p>

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			that the Board of Directors sets the place, date, time, and registration fee for conventions, meetings, and the Leadership Conference. [PKHCC]
		<u>ALTERNATE Version, Article III, Section 2h</u>	
		<p><u>h. To vote to remove an Executive Committee officer or Board of Director from his or her position for failure to fulfill their duties including attendance of meetings</u></p> <p><u>i. To form a Governance Committee, as a standing committee, that will be made up of current Board of Directors with the purpose of overseeing and evaluating the Executive Committee’s annual performance, developing a Board and Executive Committee recruitment strategy and onboarding, professional development and training for the Executive Committee, and review of nonprofit board and governance compliance issues.</u></p>	<p>(h) Aligns with proposed amendments Article 1, Sections 6, 7, & 8</p> <p>(i) Governance committee supports more transparency, accountability, and trust in board operations while at the same time helps to balance the large governing responsibility of the Executive Committee [Maui Council]</p>
<u>Article 3, Section 3</u>	<u>NEW</u>	<p><u>Article III, Section 3</u></p> <p><u>Any member(s) of the Board of Directors may request of the Pelekikena the convening of a</u></p>	Further defining BOD

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		<p><u>special meeting of the Board of Directors. The request will be made in writing thus identifying the member(s) making the request, and delivered by mail or email to the corresponding secretary. Within seven (7) days of the receipt of the request, a meeting shall be called for the purpose as requested by the member(s) of the Board.</u></p>	<p>authority/ balance of power [AHCC P&P]</p> <p>See RONR 56:36</p>
<p><u>Article 4</u></p>	<p><u>NEW</u></p>	<p><u>Article IV – Advisory Council</u> <u>An Advisory Council may be created whose members shall be composed of previous AHCC Pele-kikena, but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board of Directors. The Advisory Council may be convened to provide advice, direction, and/or expert guidance on policy issues and broad strategies that impact AHCC and our larger community.</u></p>	<p>Navigation of a large organization and ensuring distributed and transformational leadership requires that our executive leaders have support. An advisory council is a resource used by nonprofits and for profits alike to provide expert advice, guidance, or direction for complex matters that hold no decision-making authority but are invaluable insight for the organization. Additionally, no one knows the weight of the presidential office than past presidents, so their experience can help mentors and guide</p>

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			<p>new leadership. Unless we don't want our leadership to succeed. [Maui Council]</p> <p>If adopted, effects change of numbering of subsequent Articles</p>
<p>Article 4, Section 1</p>	<p>ARTICLE IV – DUTIES OF THE EXECUTIVE COMMITTEE The Executive Committee shall be responsible for the day-to-day administration of Association business within the policies established by the Association and the Board of Directors. Meetings of the Executive Committee may be called by the Pelekikena or at the written request of two (2) members of the Committee.</p>	<p>ARTICLE-IV V – DUTIES OF THE EXECUTIVE STEERING COMMITTEE Section 1 The Executive Steering Committee shall be responsible for the day-to-day administration of Association business within <u>in line with</u> the policies established <u>by the House of Delegates by and stated in</u> the Association <u>Policy Manual</u> and the Board of Directors. Meetings of the Executive Steering Committee may be called by the Pelekikena or at the written request of two (2) members of the Committee.</p>	<p>Possible re-numbering. Change in title from Executive to “Steering” Committee, better suits the direction of kuleana of officers as spelled out in the duties that follow and Association Policy Manual. [AHCC P&P]</p> <p>(Blue insertion)The Steering Committee is bound by the law, and Association governing documents, then its policies. They cannot act out policies passed if those policies run contrary to the above hierarchy of authorities, but they can align the policy as best as</p>

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			possible given the hierarchy of authorities. [PKHCC]
Article 4, Section 2	<p>The duties of the Executive Committee shall include the following:</p> <ul style="list-style-type: none"> a. To keep members of the Board of Directors continually advised on all matters affecting the Association. b. To develop plans for projects aimed to implement the purposes and objectives of the Association. c. To appoint task forces or ad hoc committees to study matters of concern to the Association and/or to implement projects approved by the Board of Directors. d. To meet with all standing committees to evaluate progress being made in committee activities and to determine additional assistance that may be required. e. To prepare the agenda and determine the time and place for Board of Directors meetings. f. To be responsible for conducting all necessary business of the Association in the interim between Board of Directors meetings. 	<p>Article IV<u>V</u>, Section 2 The duties of the Executive <u>Steering</u> Committee shall include the following:</p> <ul style="list-style-type: none"> a. To keep members of the Board of Directors continually advised on all matters affecting the Association. b. To develop plans for projects aimed to implement the purposes and objectives of the Association. c. To appoint task forces or ad hoc committees to study matters of concern to the Association and/or to implement projects approved by the Board of Directors. <u>Such a committee so appointed shall be given a:</u> <ul style="list-style-type: none"> 1. <u>Specific task(s) in writing with appropriate resources</u> 2. <u>Timeframe, or benchmark, for beginning and ending</u> 3. <u>List of required outcomes, such as, reports on its progress at specific intervals and quarterly reports to the Board of Directors of the Association.</u> d. To meet with all standing committees to evaluate progress being made in commit- 	<p>See above note</p> <p>Further definition of providing direction, guidelines and expected outcomes in the formation of such committees. [AHCC P&P]</p>

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		<p>tee activities and to determine additional assistance that may be required.</p> <p>e. To prepare the agenda and determine the time and place for Board of Directors meetings.</p> <p>f. To be responsible for conducting all necessary business of the Association in the interim between Board of Directors meetings, <u>and is subject to the direction and control of the full board.</u></p>	<p>This is self-explanatory [Maui Council]</p>
<p>Article 5, Section 1</p>	<p>ARTICLE V – DUTIES OF OFFICERS AND BOARD STAFF OFFICERS: Pelekikena - The Pelekikena shall:</p> <ol style="list-style-type: none"> a. Be the chief executive officer of the Association. b. Preside at all meetings of the Association and the Board of Directors. c. Supervise the work and activities of the organization. d. Be the chief spokesperson for the Association on resolutions passed at Convention and matters approved by the Board of Directors not covered at Convention and not in conflict with past resolutions. e. Shall publicly express opinions with prior 	<p>ARTICLE V VI – DUTIES OF OFFICERS AND BOARD STAFF OFFICERS: Pelekikena - The Pelekikena shall:</p> <ol style="list-style-type: none"> a. Be the chief executive <u>officiating</u> officer of <u>the Steering Committee</u> of the Association. b. Preside at all meetings of the Association and the Board of Directors. c. Supervise <u>Oversee and coordinate</u> the work and activities of the organization. d. Be the chief spokesperson for the Association on resolutions passed at Convention and matters approved by the Board of Directors not covered at Convention and not in conflict with past resolutions, <u>unless</u> 	<p>As Pelekikena and Nā Hope serve together and share leadership role, language changes better supports their organizational structure [AHCC P&P]</p> <p>This addition aligns with the Drafting Committee’s assignment of determining if the Association should hire staff. This assignment</p>

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	<p>approval of a majority of the Board of Directors, unless previously expressed through Association resolutions.</p> <p>f. Taking into consideration public perceptions that comments made by the Pelekikena, regardless of disclaimers, will still be perceived and accepted as being representative of the Association; therefore, the Pelekikena shall exercise caution, clarity, and good judgment in expressing an opinion in a public forum.</p>	<p><u>otherwise delegated to Association staff (e.g., Executive Director).</u></p> <p>e. Shall publicly express opinions with prior approval of a majority of the Board of Directors, unless previously expressed through Association resolutions.</p> <p>f. Taking into consideration public perceptions that comments made by the Pelekikena, regardless of disclaimers, will still be perceived and accepted as being representative of the Association; therefore, the Pelekikena shall exercise caution, clarity, and good judgment in expressing an opinion in a public forum.</p>	<p>was delegated at the AHCC BOD Retreat on July 25, 2021. [Maui Council]</p>
<p>Article 5, Section 2</p>	<p>Hope Pelekikena Mua - The Hope Pelekikena Mua shall:</p> <p>a. In the absence or the inability of the Pelekikena to perform his or her duties, act as and have the same authority as the Pelekikena.</p> <p>b. Have oversight responsibility for Kōmike Pilina Kaiāulu (Community Relations), Kōmike Ho’onoHo Hālāwai (Conventions and Meetings), Kōmike Mo’ohelu Kālā (Finance), Kōmike Pilina Aupuni (Government Relations), Kōmike ‘Enehana (Information Technology), Kōmike Ho’oulu ‘Ahahui</p>	<p>Hope Pelekikena Mua - The Hope Pelekikena Mua shall:</p> <p>a. In the absence or the inability of the Pelekikena to perform his or her duties, act as and have the same authority as the Pelekikena.</p> <p>b. Have oversight responsibility <u>Actively monitor and support the goals and progress of</u> for Kōmike Pilina Kaiāulu (Community Relations), Kōmike Ho’onoHo Hālāwai (Conventions and Meetings), Kōmike Mo’ohelu Kālā (Finance), Kōmike Pilina Aupuni (Government Relations), Kōmike ‘Enehana (Infor-</p>	<p>Language provides for collaborative efforts of Nā Hope with Standing Committees [AHCC P&P]</p>

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Section	Current Language	Proposed Language	Rationale
	(Membership Development) and Kōmike Ho’okele (Policy and Planning).	mation Technology), Kōmike Ho’oulu ‘Ahahui (Membership Development) and Kōmike Ho’okele (Policy and Planning).	
		ALTERNATE Version Article 5, Section 2	
		<p>Hope Pelekikena Mua - The Hope Pelekikena Mua (Vice President of External Affairs and Strategic Partnerships) shall:</p> <ul style="list-style-type: none"> a. In the absence or the inability of the Pelekikena to perform his or her duties, act as and have the same authority as the Pelekikena. b. Have oversight responsibility for Kōmike Pilina Kaiāulu (Community Relations), Kōmike Ho’onoho Hālāwai (Conventions and Meetings), Kōmike Mo’ohelu Kālā (Finance), Kōmike Pilina Aupuni (Government Relations), Kōmike ‘Enehana (Information Technology), Kōmike Ho’oulu ‘Ahahui (Membership Development) and Kōmike Ho’okele (Policy and Planning). Build effective and proactive relationships with key organizations to support the AHCC’s objectives. c. Provide strategic leadership direction to the AHCC Board of Directors and the Executive Committee on partnerships and 	<p>As the AHCC has grown, the opportunities for the AHCC to seek partnerships with aligned native Hawaiian and native Hawaiian serving organizations. The engagement at all levels of governments will help advance the work of the AHCC. It is also imperative to note that the demand on the executive committee has grown and the workload of the executive committee to direct the operations between AHCC BOD meetings has increased. In order to successfully lift the Association’s presences and active engagement, I believe it is time for the AHCC to have a third vice president. My</p>

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Section	Current Language	Proposed Language	Rationale
		<p><u>community outreach; and develop a program of high-quality engagement strategies in alignment with the AHCC Strategic Plan and Goals.</u></p> <p>d. <u>Champion the establishment of common engagement principles and best practices to improve the quality of AHCC engagement with its partners.</u></p> <p>e. <u>Shepherd strategic partnerships, securing agreements (via MOUs/MOAs/ Agreements) with aligned partners to achieve shared goals amplifying the work of the AHCC</u></p> <p>f. <u>Have oversight responsibility for: Kōmike Pilina Kaiāulu (Community Relations), Kōmike Ho‘onoho Hālāwai (Conventions and Meetings), Kōmike Pilina Aupuni (Government Relations); Kōmike Kūlana Pono Maka‘āinaina (Employment and Housing); the AHCC Commissioner for the King Kamehameha Day Celebration, Director of Communications.</u></p>	<p>effort to divide the committee work responsibilities is just that (to divide the work). [Kuini Pi‘olani]</p> <p>Note: Should this be adopted, Subsequent Articles and Sections throughout the Constitution and Bylaws will need to be amended too for contextual agreement.</p>
Article 5, Section 3	<p>Hope Pelekikena ‘Elua - Hope Pelekikena ‘Elua shall:</p> <p>a. In the absence or inability of the Pelekikena</p>	<p>Hope Pelekikena ‘Elua - Hope Pelekikena ‘Elua shall:</p> <p>a. In the absence or inability of the Pelekikena</p>	

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	<p>or the Hope Pelekikena Mua to perform his or her duties, act as and have the same authority as the Pelekikena or Hope Pelekikena Mua</p> <p>b. Have oversight responsibility for the Kōmike Ho’oilina Ali’i (Benefits and Trusts), Kōmike Pō’aiapuni Waiwai (Economic Development), Kōmike Ho’ona’auao (Education), Kōmike Kūlana Pono Maka’āinana (Employment and Housing), Kōmike Kaiaola (Ecosystem/Environment), Kōmike Mālama Ola (Health & Human Services), Kōmike Nohona Hawai’i and Kōmike Ho’okūpa’a (Native Rights).</p>	<p>or the Hope Pelekikena Mua to perform his or her duties, act as and have the same authority as the Pelekikena or Hope Pelekikena Mua</p> <p>b. Have oversight responsibility for Actively monitor and support the goals and progress of the Kōmike Ho’oilina Ali’i (Benefits and Trusts), Kōmike Pō’aiapuni Waiwai (Economic Development), Kōmike Ho’ona’auao (Education), Kōmike Kūlana Pono Maka’āinana (Employment and Housing), Kōmike Kaiaola (Ecosystem/Environment), Kōmike Mālama Ola (Health & Human Services), Kōmike Nohona Hawai’i and Kōmike Ho’okūpa’a (Native Rights).</p>	<p>Language provides for collaborative efforts of Nā Hope with Standing Committees [AHCC P&P]</p>
		<p>ALTERNATE Version, Article 5, Section 3</p>	
		<p>Hope Pelekikena ‘Elua - Hope Pelekikena ‘Elua (Vice President of Internal Affairs) shall:</p> <p>a. In the absence or inability of the Pelekikena or the Hope Pelekikena Mua to perform his or her duties, act as and have the same authority as the Pelekikena or Hope Pelekikena Mua.</p> <p>b. Have oversight responsibility for the Kōmike Ho’oilina Ali’i (Benefits and Trusts), Kōmike Pō’aiapuni Waiwai (Economic De-</p>	<p>As the AHCC has grown, the opportunities for the AHCC to seek partnerships with aligned native Hawaiian and native Hawaiian serving organizations. The engagement at all levels of governments will help advance the work of the AHCC. It is also imperative</p>

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Section	Current Language	Proposed Language	Rationale
		<p>velopment), Kōmike Ho'ona'auao (Education), Kōmike Kūlana Pono Maka'āinana (Employment and Housing), Kōmike Kaiaola (Ecosystem/Environment), Kōmike Mālama Ola (Health & Human Services), Kōmike Nohona Hawai'i and Kōmike Ho'okūpa'a (Native Rights). <u>Lead effective and proactive internal processes to support the AHCC's objectives.</u></p> <p>c. <u>Provide strategic leadership direction to the AHCC Board of Directors and the Executive Committee on inter-club and council engagement and relationships; and to develop a program of high-quality internal engagement activities to support this.</u></p> <p>d. <u>Oversee and set up a process to address grievance issues brought forth by Civic clubs and councils.</u></p> <p>e. <u>Lead AHCC's internal engagement strategies in alignment with the AHCC Strategic Plan and Goals.</u></p> <p>f. <u>Have oversight responsibility for the: Kōmike Mo'ohelu Kālā (Finance), Kōmike 'Enehana (Information Technology), Kōmike Ho'oulu 'Ahahui (Membership Development) and Kōmike Ho'okele (Policy and Planning) & Kōmike Mālama Ola (Health and Huma Services); as well as the Nominations and Elections Subcommittee;</u></p>	<p>to note that the demand on the executive committee has grown and the workload of the executive committee to direct the operations between AHCC BOD meetings has increased. In order to successfully lift the Association's presence and active engagement, I believe it is time for the AHCC to have a third vice president. My effort to divide the committee work responsibilities is just that (to divide the work).</p> <p>Note: Should the above be adopted, Subsequent Articles and Sections throughout the Constitution and Bylaws will need to be amended for contextual agreement.</p> <p>[Kuini Pi'olani]</p>

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Section	Current Language	Proposed Language	Rationale
		Awards, Kukui Lama Kū and Hali‘a Aloha Subcommittees, KaNūhou and AHCC Website and Webmaster.	
Article 5, Section 4	<p><u>NEW</u></p>	<p><u>Article V, Section 4 Hope Pelekikena ‘Ekolu</u> <u>The Hope Pelekikena ‘Ekolu shall:</u></p> <ul style="list-style-type: none"> a. <u>In the absence or inability of the Hope Pelekikena Mua or the Hope Pelekikena ‘Elua to perform his or her duties, act as and have the same authority as the Pelekikena or Hope Pelekikena Mua</u> b. <u>Direct strategic communications efforts to increase the Association’s visibility, developing content, managing public and media relations, and identifying new opportunities, while ensuring that all external materials align with and enhance the Association’s brand</u> c. <u>Develop and implement an integrated strategic external affairs plan to advance the Association’s brand identity, broaden awareness of its programs and priorities, and increase the visibility of its programs and partners across key stakeholder audiences.</u> d. <u>Provide strategic input to new business and partnership opportunities for funding and/or membership development.</u> e. <u>Serve as an engaging external representa-</u> 	<p>Aligns with the proposed amendments in Article 1, Section 1.</p> <p>There is no current officer position dedicated to this work, thus this new officer position is being proposed. Additionally, this new position supports our current strategic plan for leadership opportunity and growth in providing more leadership roles for our members to step up and fulfill.</p> <p>The Hope Pelekikena ‘Ekolu will oversee strategic communications and external affairs. Consistent and effective communica-</p>

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Section	Current Language	Proposed Language	Rationale
		<p><u>tive of the Association, nurturing relationships with the Association’s officers, sponsors, donors and partners.</u></p> <p>f. <u>Liaise with the Executive Committee on strategic communications and advocacy related activities.</u></p>	<p>tions is essential for an expanding organization like the Association to convey the value of our advocacy work at all levels of government and policy-making, to support our long-term relationship with the community, to maintain transparent and responsible communication in times of crisis, and grow our engagement with new members and partners.</p> <p>[Maui Council]</p> <p>Note: Should the above be adopted, Subsequent Articles and Sections throughout the Constitution and Bylaws will need to be amended too for contextual agreement.</p>
<p>Article 5, Section 4</p>	<p><u>NEW</u></p>	<p>ALTERNATE Version Article V, Section 4</p>	

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Section	Current Language	Proposed Language	Rationale
		<p><u>Hope Pelekikena ‘Ekolu - Hope Pelekikena ‘Ekolu (Vice President of Program Committees and Ancillary Programs) shall:</u></p> <ul style="list-style-type: none"> a. <u>In the absence or inability of the Pelekikena, the Hope Pelekikena Mua or the Hope Pelekikena ‘Elua to perform his or her duties, act as and have the same authority as the Pelekikena, Hope Pelekikena Mua or Hope Pelekikena ‘Elua.</u> b. <u>Provide strategic leadership direction to the AHCC Board of Directors and the Executive Committee on program committees of the AHCC.</u> c. <u>Have oversight responsibility for the Kōmike Ho‘oilina Ali‘i (Benefits and Trusts), Kōmike Pō‘aiapuni Waiwai (Economic Development), Kōmike Ho‘ona‘auao (Education), Kōmike Kaiaola (Ecosystem/Environment), Kōmike Nohona Hawai‘i and Kōmike Ho‘okūpa‘a (Native Rights).</u> 	<p>As the AHCC has grown, the opportunities for the AHCC to seek partnerships with aligned native Hawaiian and native Hawaiian serving organizations. The engagement at all levels of governments will help advance the work of the AHCC. It is also imperative to note that the demand on the executive committee has grown and the workload of the executive committee to direct the operations between AHCC BOD meetings has increased. In order to successfully lift the Association’s presences and active engagement, I believe it is time for the AHCC to have a third vice president. My effort to divide the committee work responsibilities is just that (to divide the work). [Kuini Pi‘olani]</p>

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Section	Current Language	Proposed Language	Rationale
			<p>Note: Should the above be adopted, Subsequent Articles and Sections throughout the Constitution and Bylaws will need to be amended too for contextual agreement.</p>
<p>Article 5, Section 4</p>	<p>Pu'ukū - The Pu'ukū shall:</p> <ul style="list-style-type: none"> a. Receive all funds paid in and belonging to the Association, providing a receipt thereof, and shall deposit such funds in a bank, banks, or depositories as are approved by the Board of Directors. b. Make disbursements as authorized by the Board of Directors, and, together with the Pelekikena or in his or her absence the Hope Pelekikena Mua, shall sign all checks or drafts for the withdrawal of funds. c. Prior to taking office, execute and file a bond in an amount determined by the Board of Directors. d. Have his or her accounts and books open at all times to the inspection of the Board, the Pelekikena and auditors as named by the Board. e. Submit a complete report of all monies received and disbursed to the Board of Directors. 	<p>Article V, Section 4-5</p> <p>Pu'ukū - The Pu'ukū shall:</p> <ul style="list-style-type: none"> a. Receive all funds paid in and belonging to the Association, providing a receipt thereof, and shall deposit such funds in a bank, banks, or depositories as are approved by the Board of Directors. b. Make disbursements as authorized by the Board of Directors, and, together with the Pelekikena or in his or her absence the Hope Pelekikena Mua, shall sign all checks or drafts for the withdrawal of funds. c. Prior to taking office, execute and file a bond in an amount determined by the Board of Directors. d. Have his or her accounts and books open at all times <u>to the for inspection by members of the Board, the FINANCE Committee Chair</u> the Pelekikena and auditors as 	<p>Since there is a double signature policy for checks, bond is not necessary. [AHCC P&P] Note: As "c" is deleted, sub-sections "d" through "i" will be changed accordingly (d & f) Adds clarity to in-</p>

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	<p>tors at each meeting.</p> <p>f. Submit an annual report at the convention.</p> <p>g. Deliver to his or her duly qualified successor all monies and other property in his or her possession or control, taking receipt thereof within fourteen (14) days after leaving office.</p> <p>h. Submit a final year-end report at the first board meeting following the end of the fiscal year.</p>	<p>named by the Board.</p> <p>e. Submit a complete report of all monies received and disbursed to the Board of Directors at each meeting.</p> <p>f. Submit an annual report at the <u>annual</u> convention.</p> <p>g. Deliver to his or her duly qualified successor all monies and other property in his or her possession or control, taking receipt thereof within fourteen (14) days after leaving office.</p> <p>h. Submit a final year-end report at the first board meeting following the end of the fiscal year.</p> <p>i. <u>Provide for an annual audit by a Certified Public Accountant and submit the report to the Board of Directors within 15 calendar days of receipt of the report designated by postmark or delivery by electronic communications.</u></p> <p>j. <u>File all taxes, Non-Profit registrations and financial liability forms on time.</u></p>	<p>tent of language. [PKHCC]</p> <p>[Maui Council]</p> <p>Clarifies that the treasurer, not the Budget and Finance chair files all taxes, 990s and other required financial forms. [Kuini]</p>
<p>Article 5, Section 5 [Amended]</p>	<p>BOARD STAFF: Kākau ‘Ōlelo (Recording Secretary) - The Kākau ‘Ōlelo (Recording Secretary) shall:</p>	<p>Article V, Section 5<u>6</u> BOARD STAFF: Kākau ‘Ōlelo (Recording Secretary) - The Kākau ‘Ōlelo (Recording Secretary) shall:</p>	<p>Re-numbering. <i>Italicized language represents changes made at</i></p>

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January 2022]	<p>a. <i>Take notes of the proceedings at all meetings of the Association, Executive Committee and the Board of Directors, keeping a full, true, and correct record thereof;</i></p> <p>b. <i>Prepare and submit electronic and digital audio recording of Convention Proceedings and written minutes of significant decisions made within 90 days after completion of the convention;</i></p> <p>c. <i>Oversee the transcribing of electronic and digital audio recording of Convention Proceedings to be submitted to the Board of Directors within 240 days after completion of the convention; and</i></p> <p>d. <i>Deliver to their duly qualified successor all books, papers, and such other articles belonging to the Association as may be in their possession within fourteen (14) days after leaving this Staff position.</i></p>	<p>a. <i>Take notes of the proceedings at all meetings of the Association, Executive Steering Committee and the Board of Directors, keeping a full, true, and correct record thereof;</i></p> <p>b.</p> <p>c.</p> <p>d.</p> <p>Suggested Revised Title: Kākau ‘Ōlelo Kūka’i Ho’opaipai or Kākau ‘Ōlelo Kūka’i Paipai (Recording Secretary)</p>	<p>62nd convening of the House of Delegates.</p> <p>Consistency with previously language change [AHCC P&P]</p> <p>Suggested Revised Title: [PKHCC]</p>

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Section	Current Language	Proposed Language	Rationale
		ALTERNATE Version Article V, Section 6	
		<p>Article V, Section 5-6 BOARD STAFF: Kākau ‘Ōlelo (Recording Secretary) - The Kākau ‘Ōlelo (Recording Secretary) shall: ...</p> <p>[Continue with current language]</p>	<p>Proposing the Kākau ‘ōlelo as an elected position and not board staff.</p> <p>Recording secretary – as the foremost archivist and record-keeping officer of Executive Committee, this position should be elected by the delegates and have Board voting rights. [Maui Council]</p>
		ALTERNATE Version Article 5, Section 5	
		<p>BOARD STAFF: Kākau ‘Ōlelo (Recording Secretary) - The Kākau ‘Ōlelo (Recording Secretary) shall:</p> <p>a. Take notes of the proceedings at all meetings of the Association, Executive Committee and the Board of Directors, keeping a full, true, and correct record thereof;</p> <p>b. Prepare and submit electronic and digital audio recording of Convention Proceedings and written minutes of significant decisions made within 90 days after comple-</p>	<p>This proposal will secure:</p> <ul style="list-style-type: none"> • Verbatim written minutes of the proceedings will no longer be a requirement, however, audio or video recordings of the procedure will be required and kept for historic and documents history. Although verbatim

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		<p>tion of the convention;</p> <p>c. Oversee the transcribing of electronic and digital audio recording of Convention Proceedings to be submitted to the Board of Directors within 240 days after completion of the convention; and</p> <p>d. Deliver to their duly qualified successor all books, papers, and such other articles belonging to the Association as may be in their possession within fourteen (14) days after leaving this Staff position.</p> <p>[NOTE: What follows uses previous language before the amended and adopted language of the 62nd Convention. Hence, the language is re-entered as proposed language signified by the <u>blue underlined</u> text and the original strikethrough in black]</p> <p><u>The Kākau ‘Ōlelo (Recording Secretary) shall take notes of the proceedings at all meetings of the Association and of the Board of Directors, keeping a full, true, and correct record thereof, and shall deliver to his or her duly qualified successor all books, papers, and such other articles belonging to the Association as may be in his or her possession</u></p>	<p>written accounts of the convention plenary are a nice historic piece for the AHCC, it has become a barrier for which the AHCC has great difficulty to find a Kākau ‘Ōlelo. If the objective of verbatim minutes to preserve the exact oral record of the AHCC proceedings, the AHCC has failed in the capturing of comments made in ‘Ōlelo Hawai‘i – The audio recording, however, will capture all comments in any language and can be searchable .</p> <ul style="list-style-type: none"> • Why not empower the Kākau ‘Ōlelo and Hope kākau ‘Ōlelo to become voting members of

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		<p><u>within fourteen (14) days after leaving office. The Kākau ‘Ōlelo shall prepare and preserve submit verbatim electronic and digital audio recording of Convention Proceedings and written minutes of significant decisions made within 90 days after completion of the convention. The Kākau ‘Ōlelo shall prepare and submit verbatim written Convention Proceedings within 240 days after completion of the convention.</u></p>	<p>the board? This engages the two of-fices to strengthen their involvement in a board meeting the must already attend. [Kuini Pi‘olani]</p>
<p>Article 5, Section 6</p>	<p>Hope Kākau ‘Ōlelo (Corresponding Secretary) - The Hope Kākau ‘Ōlelo (Corresponding Secretary) shall prepare all correspondence, read all communications, documents, maintaining a full and complete record of same, shall maintain an up-to-date membership and administrative roster of the Association, and shall deliver to his or her duly qualified successor all books, papers, and such other articles belonging to the Association as may be in his or her possession within fourteen (14) days after leaving office.</p>	<p>Hope Kākau ‘Ōlelo (Corresponding Secretary) - The Hope Kākau ‘Ōlelo (Corresponding Secretary) shall:</p> <ul style="list-style-type: none"> a. prepare all correspondence; b. read all communications, documents; c. maintaining a full and complete record of same; d. shall maintain an up-to-date membership and administrative roster of the Association; and e. shall deliver to his or her duly qualified successor all books, papers, and such other articles belonging to the Association as may be in his or her possession within fourteen (14) days after leaving office. 	<p>Non-substantive. Duties of corresponding secretary sectioned out for greater clarity and emphasis. {AHCC P&P}</p>
		<p>ALTERNATE Version, Article 5, Section 6</p>	
		<p>Hope Kākau ‘Ōlelo (Corresponding Secretary) -</p>	<p>The Hope Kākau ‘Ōlelo is in</p>

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Section	Current Language	Proposed Language	Rationale
		<p>The Hope Kākau ‘Ōlelo (Corresponding Secretary) shall:</p> <ul style="list-style-type: none"> a. prepare all correspondence, read all communications, documents, maintaining a full and complete record of same, shall maintain an up-to-date membership and administrative roster of the Association, and shall deliver to his or her duly qualified successor all books, papers, and such other articles belonging to the Association as may be in his or her possession within fourteen (14) days after leaving office. b. In the absence or the inability of the Kākau ‘Ōlelo to perform his or her duties, act as and have the same authority as the Kākau ‘Ōlelo. c. Prepare and design the Association virtual and printed Newsletter (Ka Nūhou). 	<p>an established line of succession with the Kākau ‘Ōlelo – helping to better connect the two positions. Why not empower the Kākau ‘Ōlelo and Hope kākau ‘Ōlelo to become voting members of the board? This engages the two officers to strengthen their involvement in a board meeting they already attend. [Kuini Pi’olani]</p>
<p>Article 6, Section 1</p>	<p>ARTICLE VI - COMMITTEES Duties and Responsibilities of Committee Chairpersons - The chairperson of a standing committee shall be vigilant of actions affecting the Native Hawaiian Community in the area to which assigned; inform and initiate recommendations to the Board of Directors, where necessary, to address any pertinent issues; preside over its committee meeting at convention; assist the AHCC Government Relations chair in drafting legislation, developing tes-</p>	<p>ARTICLE VI - COMMITTEES Duties and Responsibilities of Committee Chairpersons – Section 1 The Chairperson of a standing committee shall be vigilant of actions affecting the Native Hawaiian Community in the area to which assigned; inform and initiate recommendations to the Board of Directors, where necessary, to address any pertinent issues; preside over its committee meeting at con-</p>	<p>For consistency, the head of a committee is identified as “Chair” [AHCC P&P]</p>

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	<p>timony, and presenting testimony at the legislature, where necessary; represent the President at community meetings when designated; attend quarterly meetings of the Board of Directors as well as the annual AHCC Convention; prepare quarterly reports of activities; and provide budget requirements to the Treasurer in support of committee work.</p>	<p>vention <u>and throughout the year</u>; assist the AHCC Government Relations chair in drafting legislation, developing testimony, and presenting testimony at the legislature, where necessary; represent the President at community meetings when designated; attend quarterly meetings of the Board of Directors as well as the annual AHCC Convention; prepare quarterly reports of activities; and provide budget requirements to the Treasurer in support of committee work.</p>	<p>Committee chairs should preside throughout the year, not only at Convention. [Kalihi-Palama]</p>
<p>Article 6, Section 2</p>	<p><u>NEW</u></p>	<p><u>Section 2. Program Committees shall be assigned to act on all issues related to their program area. Administrative Committees may be assigned resolutions specific to their duties.</u></p>	<p>Would like to codify assignment of issues to Committees, not only to Government Relations. [Kalihi-Palama]</p> <p>NOTE: If adopted, remaining sections of Article 6 will be adjusted.</p>
<p>Article 6, Section 2</p>	<p>The Pelekikena, with the approval of the Board of Directors, shall appoint the Chairs of the following Standing Committees: NĀ KŌMIKE ALAKA’I KULEANA (ADMINISTRATIVE COMMITTEES) a. Kōmike Pilina Kaiāulu (Community Relations) – Operates the public relations, and</p>	<p><u>Nā Hope Pelekikena in collaboration with</u> the Pelekikena <u>will search for and present selections for Standing Committee Chairs.</u> With the approval of the Board of Directors, Chairs to the following Standing Committees will be appointed: NĀ KŌMIKE ALAKA’I KULEANA (ADMINISTRATIVE COMMITTEES)</p>	<p>Nā Hope Pelekikena should make the selection as they will be working with them. [AHCC P&P]</p>

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Section	Current Language	Proposed Language	Rationale
	<p>inter-club communication programs.</p> <p>b. Kōmike Ho’onoHo Hālāwai (Conventions and Meetings) – Directs facilities acquisitions, activities coordination and attendee and delegate registration for the annual convention, Association Board meetings and other meetings and events</p> <ol style="list-style-type: none"> 1) Kōmike Ho’oia (Credentials) – is a sub-committee of Convention and Meetings committee and verifies delegate compliance and maintains delegate records. 2) Kōmike ‘Ōlelo Ho’oholo (Resolutions & Bills for an Act) – is a sub-committee of Convention and Meetings committee and oversees the dissemination of information, receipt, final preparation of resolutions and Bills for an Act for action by the delegates in Convention and prepares the final approved resolutions and Bills for an Act for transmittal. <p>c. Kōmike Mo’ohelu Kālā (Finance) – Manages the budget and finance and ways and means functions.</p> <p>d. Kōmike Pilina Aupuni (Government Relations) – Acts as a legislative reference bureau, facilitates legislation to be intro-</p>	<p>a. Kōmike Pilina Kaiāulu (Community Relations) – Operates the public relations, and inter-club communication programs.</p> <p>b. Kōmike Ho’onoHo Hālāwai (Conventions and Meetings) – Directs facilities acquisitions, activities coordination and attendee and delegate registration for the annual convention, Association Board meetings and other meetings and events</p> <ol style="list-style-type: none"> 1) Kōmike Ho’oia (Credentials) – is a sub-committee of Convention and Meetings committee and verifies delegate compliance and maintains delegate records. 2) Kōmike ‘Ōlelo Ho’oholo (Resolutions & Bills for an Act) – is a sub-committee of Convention and Meetings committee and oversees the dissemination of information, receipt, final preparation of resolutions and Bills for an Act for action by the delegates in Convention and prepares the final approved resolutions and Bills for an Act for transmittal. <p>c. Kōmike ‘Ōlelo Ho’oholo (Resolutions) & Bills for an Act) – is a sub-committee of Convention and Meetings committee and</p>	<p>Delete 1) and 2) as subcommittees should be part of SOP rather than bylaws. If kept, what about other subcommittees of Conventions & Meetings. [AHCC P&P]</p> <p>Suggest the deletion of Bills for an Act wherever it occurs in the By-laws. Although a good format to provide to legislators, it could then be exposed to</p>

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Section	Current Language	Proposed Language	Rationale
	<p>duced, prepares testimony and coordinates all lobbying and all legislative activities on behalf of the AHCC and in coordination with program chairs.</p> <p>e. Kōmike ‘Enehana (Information Technology) – Administers the information and communications technology program including the support and enhancement of the capacity of Native Hawaiians to develop content in our ‘ōlelo Hawai‘i.</p> <p>f. Kōmike Ho‘okele (Policy and Planning) – Oversees constitution and by-laws and policies review and amendment, upon receipt of the petition for a charter, reviews and investigates the charter application for compliance with the criteria set forth in the Association by-laws for chartering a club and makes a recommendation to the Board on issuance of club charters, and directs strategic planning initiatives and makes recommendations to the Board.</p> <p>g. Kōmike Ho‘oulu ‘Ahahui (Membership Development Committee) – Manages the Association’s programs to advise and, at the request of a club, kōkua that club in its efforts to recruit new members and retain existing members.</p> <p>NĀ KŌMIKE ALAKA’I PAPAĀHANA (PROGRAM</p>	<p>Receives resolutions for consideration by the association which are submitted from any source; oversees the dissemination of information, receipt, final preparation of resolutions and Bills for an Act for action by the delegates in Convention; and prepares the final approved resolutions and Bills for an Act for transmittal; prepares and digitally archives adopted resolutions; tracks internal resolutions as defined in Article X, Section 10 of the By-laws; and is responsible for the updating and maintenance of the Association Resolutions Database.</p> <p>d. Kōmike Mo‘ohelu Kālā (Finance) – Manages the budget and finance and ways and means functions. Prepares the annual budget of the Association for presentation at the third quarterly meeting of the Board of Directors; serves as the internal auditor of the Association. The Pu‘ukū shall serve on the Finance committee as an ex officio.</p>	<p>amendments which may no longer meet the original intent and position of the Association. [AHCC P&P] Also, suggest identifying Resolutions as a Standing Committee as its kuleana expands both to pre/post-convention preparation and follow-up as suggested by its by-laws description stated here. Hence it is labeled as “c” [AHCC P&P]</p> <p>Blue section PKHCC contribution giving further kuleana to Resolutions Committee.</p> <p>Clarifies the budget crafting kuleana of the Finance Committee and when it needs to be presented to the Board of Directors. Also, clarifies that the Treasurer is a member of the Finance committee by virtue of his/her office. [PKHCC]</p>

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Section	Current Language	Proposed Language	Rationale
	<p>COMMITTEES)</p> <p>h. Kōmike Ho’oilina Ali’i (Benefits and Trusts) – Monitors and advocates issues relating to the Hawaiian Home Lands, the Public (Ceded) Lands Trust and the ali’i trusts.</p> <p>i. Kōmike Pō’aiapuni Waiwai (Economic Development) – Champions initiatives which foster entrepreneurship, business management, capital generation and government contracting by Native Hawaiians so as to form an economic base for our Native Hawaiian Governing Entity.</p> <p>j. Kōmike Ho’ona’auao (Education) – Monitors, and advocates for the development, implementation, assessment, expansion, and evaluation of innovative educational programs, financial aid for Native Hawaiian students, Native Hawaiian language medium programs, Native Hawaiian culture based educational programs, and other educational programs to improve the academic achievement of Native Hawaiian children and adults.</p> <p>k. Kōmike Kūlana Pono Maka’āinana (Employment and Housing) – Advocates programs on welfare, employment, employment training, and housing for Native Hawaiians.</p> <p>l. Kōmike Mālama Ola (Health & Human</p>	<p>e. Kōmike Pilina Aupuni (Government Relations) – Acts as a legislative reference bureau, facilitates legislation to be introduced, prepares testimony and coordinates all lobbying and all legislative activities on behalf of the AHCC and in coordination with program chairs.</p> <p>f. Kōmike ‘Enehana (Information Technology) – Administers the information and communications technology program including the support and enhancement of the capacity of Native Hawaiians to develop content in our ‘ōlelo Hawai’i.</p> <p>g. Kōmike Ho’okele (Policy and Planning) –</p> <p>1) Oversees constitution and by-laws and policies by:</p> <ul style="list-style-type: none"> • reviewing all submitted amendments and edit for composition; • consolidating similar amendments for joint proposal subject to acceptance by the proposers; • possessing the right to originate amendments • submitting proposed amendments to the appropriate body together with the committee’s recommendations for action; • ensuring, with the assistance of le- 	<p>Clarifies and enumerates the powers of the Policy and Planning Committee as it pertains to the “review and amend” the Constitution, By-Laws, and Policies of the association. [PKHCC]</p>

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Section	Current Language	Proposed Language	Rationale
	<p>Services) – Advocates and monitors programs for health education, health services, nutrition, persons with disabilities, geriatrics, drugs and drug abuse, obesity and other aid to the aged Native Hawaiians. Advocates and monitors costs of health insurance. Also advocates and monitors programs related to hanai, foster care, incarceration, rehabilitation of Native Hawaiians.</p> <p>m. Kōmike Nohona Hawai‘i – Monitors and advocates for the maintenance, protection, and development of the normalization of the Hawaiian language, Native Hawaiian traditional knowledge, oral traditions, genealogy, literatures, cultural mores, designs, sports and traditional games, visual and performing arts, traditional wayfinding, and other cultural resources.</p> <p>n. Kōmike Ho‘okūpa‘a (Native Rights) – Monitors and advocates for the various rights possessed by Native Hawaiians as a native people to gather, access, religious practices, water, fisheries, historic and cultural sites, nā iwi kūpuna and sites, genealogy, lineal, and cultural claims, state and federal claims for redress, reparations and Hawaiian sovereignty initiatives.</p> <p>o. Kōmike Kaiaola (Ecosystem/Environment</p>	<p>gal counsel, that the bylaws are in compliance with applicable federal and state statutes; and</p> <ul style="list-style-type: none"> • preparing and submitting the proposed revision in the event a revision is authorized. <p>2) Upon receipt of the petition for a charter</p> <ul style="list-style-type: none"> • reviewing and investigating the charter application for compliance with the criteria set forth in the Association by-laws for chartering a club and • making a recommendation to the Board on issuance of club charters, and directs strategic planning initiatives and makes recommendations to the Board. <p>3) Directs strategic planning initiatives and makes recommendations to the Board.</p> <p>i. Kōmike Mālama Ola (Health & Human Services) – Advocates and monitors programs for Native Hawaiian health education, health services, nutrition, persons with disabilities, geriatrics, prevention of drugs and drug abuse, obesity and other aid to the aged Native Hawaiians healthy aging. Advocates and monitors costs of health insurance. Also advocates and monitors pro-</p>	<p>Need to check Aunty Jane’s email with some changes to descriptor</p> <p>Suggested changes for further clarity. [Kōmike Mālama Ola]</p>

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Section	Current Language	Proposed Language	Rationale
	<p>Committee) – Monitors and advocates for the conservation and sustainable use of Hawai‘i’s natural environment including all land, water and living resources according to and guided by the traditional knowledge of Native Hawaiians as well as issues relating to our resources including but not limited to toxicity, climate change, non-point source pollution, genetic modification, etc.</p>	<p>grams related to hanai, foster care, incarceration, rehabilitation of Native Hawaiians.</p> <p>Suggested Revised Committee Names: Kōmike Ho‘olauka‘i Hālāwai (Conventions and Meetings) Kōmike Hō‘oia ‘Elele (Credentials) Kōmike Ho‘omohala Waiwai (Economic Development) Kōmike Kūlana Nohona or Kōmike Kūlana Hana a Nohona (Employment and Housing) Kōmike Kuleana ‘Ōiwi (Native Rights)</p>	<p>Suggested Revised Committee Names from PKHCC</p> <p>COMMENTARY NOTE: Staff and legislators prefer digital copies of the resolutions instead of hardcopies given digital copies are easier to transform into legislative resolutions or bills. Further, the bylaws should clarify that the mandatory transmittals should go to the Hawaii offices, as the Association spans multiple states and local jurisdictions. Finally, the Hawaii state legislature periodically combines Hawaiian Affairs with other subject matter kuleana of the legislature that results in the Committee on Hawaiian Affairs & [other subject]. So as not to con-</p>

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Section	Current Language	Proposed Language	Rationale
			fuse where the resolution should be transmitted in such cases, the bylaws should just read "Committee on Hawaiian Affairs." [PKHCC]
		ALTERNATE Version Article VI, Section 2	
		The Pelekikena, with the approval of the Board of Directors, shall appoint the Chairs of the following Standing Committees: NĀ KŌMIKE ALAKA'Ī KULEANA (ADMINISTRATIVE COMMITTEES) <u>Grouping of Committees by Sector</u> <ul style="list-style-type: none"> a. <u>Committees on Human Resources</u> <ul style="list-style-type: none"> • Kōmike Ho'ona'auao (Education) • Kōmike Mālama Ola (Health & Human Services) • Kōmike Kūlana Pono Maka'āinana (Employment and Housing) b. <u>Committees on Economic Development, Energy, and Environment</u> <ul style="list-style-type: none"> • Kōmike Pō'aiapuni Waiwai (Economic Development) • Kōmike Kaiaola (Ecosystem/Environment Committee) 	[Maui Council]

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Section	Current Language	Proposed Language	Rationale
		<p>c. <u>Committees on Governance</u></p> <ul style="list-style-type: none"> • Kōmike Pilina Aupuni (Government Relations) • Kōmike Ho’oilina Ali’i (Benefits and Trusts) • Kōmike Ho’okūpa’a (Native Rights) • Kōmike Nohona Hawai’i <p>d. <u>Committees on Culture, Arts, and Community</u></p> <ul style="list-style-type: none"> • Kōmike Ho’oulu ‘Ahahui (Membership Development Committee) • Kōmike Pilina Kaiāulu (Community Relations) <p>e. <u>Committees on Administrative Operations</u></p> <ul style="list-style-type: none"> • Kōmike Mo’ohelu Kālā (Finance) • Kōmike ‘Ōlelo Ho’oholo (Resolutions & Bills for an Act) • Kōmike Ho’oia (Credentials) • Kōmike Ho’onoho Hālāwai (Conventions and Meetings) • Kōmike Ho’okele (Policy and Planning) • Kōmike ‘Enehana (Information Technology) 	<p>[Maui Council]</p>

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Section	Current Language	Proposed Language	Rationale
		<p>Committee descriptors for original subsections “ a, b, d – o, keep as stated.</p> <p><u>c. Provides oversight for the organization’s financial operations including developing multi-year operating budgets that integrate strategic plan objectives with committee members, monitors adherence to the budget, establish and present financial goals and proposals to the Board of Directors for approval, and the creation and monitoring of internal controls and accountability policies.</u></p>	<p>The financial operations of the Association require more robust governance and oversight in order to properly support the organization’s pace, growth and strategic goals. [Maui Council]</p>
		<p>ALTERNATE Version Article 6, Section 2</p>	
		<p>[Proposed amendments focused on specified committee descriptors. Others remain as is]</p> <p>Kōmike ‘Ōlelo Ho’oholo (Resolutions & Bills for an Act) – is a sub-committee of Convention and Meetings committee and oversees the dissemination of information, receipt, final preparation of resolutions and Bills for an Act for action by the delegates in Convention and prepares the final approved resolutions and Bills for an Act for transmittal- ; <u>and shall post a matrix showing all adopted and non-adopted resolutions considered at the</u></p>	<p>Clubs will need all documentation to be</p>

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Section	Current Language	Proposed Language	Rationale
		<p><u>annual convention and copies of all adopted resolutions on the AHCC website within 90 calendar days of the adjournment of the convention.</u></p> <p>Kōmike Ho’okūpa’a (Native Rights) – Monitors and advocates for the various rights possessed by Native Hawaiians as a native people to gather, access, religious practices, water, fisheries, historic and cultural sites, nā iwi kūpuna and sites, genealogy, lineal, and cultural claims, state and federal claims for redress, reparations and Hawaiian sovereignty initiatives.</p> <p>1) <u>Self Determination is a subcommittee of the Kōmike Ho’okūpa’a. Monitors and advocates for self-determination initiatives and empowers Native Hawaiians to decide on actions directly impacting upon Native Hawaiians in their daily lives, for example, the use of ceded lands for the benefit of Native Hawaiians; housing, health, and education initiatives.</u></p> <p>2) <u>Governance: is a subcommittee of Kōmike Ho’okūpa’a. Provides recommendations to the AHCC Board of Directors to enable the AHCC to lead efforts to determine a sovereign Hawaiian government, including</u></p>	<p>posted after convention [Kalihi-Palama]</p> <p>New subcommittees for Kōmike Ho’okūpa’a to focus specifically on self-determination and government- to - government relationships [Kalihi-Palama]</p> <p>NOTE: It is recommended that the mandate of Subcommittees be in concert with the Standing Committee and its Chair. That said, if adopted this</p>

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Section	Current Language	Proposed Language	Rationale
		<p><u>its organizational structure, how it would be funded, etc. Monitors and advocates for federal recognition and/or any other form of self-governance consistent with AHCC adopted resolutions. Recommends to the AHCC Board of Directors forms of reconciliation with the US government and pending a Native Hawaiian government, ways to enhance Native Hawaiian relationships with the US government. Holds educational workshops. Works with other organizations who have similar initiatives for self-governance.</u></p>	<p>language [1) & 2)] should be moved to procedural manual.</p>
<p>Article 6, Section 3</p>	<p>From time to time, the Pelekikena shall request that the chairs of the Standing Committees submit a full description of Committee duties and responsibilities and quarterly reports be submitted to the Secretary of the Association for distribution to the Board of Directors as submitted. Upon submittal and full discussion, the Board of Directors shall establish the same, as modified or amended by the Board, as the duties, responsibilities, and report of the respective Standing Committees.</p>	<p>From time to time, the Pelekikena shall request that the chairs of the Standing Committees submit a full description of Committee duties and responsibilities and quarterly reports be submitted to the Secretary of the Association for distribution to the Board of Directors as submitted. Upon submittal and full discussion, the Board of Directors shall establish the same, as modified or amended by the Board, as the duties, responsibilities, and report of the respective Standing Committees.</p> <p><u>The Standing Committees are required to submit a written quarterly report of their activities to the</u></p>	<p>The original language to be moved to Policy & Procedures Manual. [AHCC P&P]</p> <p>Emphasis that committee work continues beyond convention; accountability of committee to report progress of activities, sta-</p>

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Section	Current Language	Proposed Language	Rationale
		Corresponding Secretary for distribution to the Board of Directors.	tus of resolutions quarterly, not just at convention. [AHCC P&P]
Article 6, Section 4	In election years, the Pelekikena shall appoint a Nominations chair to facilitate the nomination of officers, the election process and the installation of officers and directors. The installation shall take place at the final convention 'aha 'aina, and shall be conducted in a dignified and culturally appropriate manner.	In election years, the Pelekikena shall appoint a Nominations chair to facilitate the nomination of officers, the election process and the installation of officers and directors. The installation shall take place prior to the closing of convention at the final convention 'aha 'aina, and shall be conducted in a dignified and culturally-appropriate manner.	Generalization focuses on the importance of delegates to be present for installation; hence, it takes place before the gavel goes down to close convention. [AHCC P&P]
		ALTERNATE Version Article VI, Section 4	
		In election years, the Pelekikena shall appoint a Nominations chair to facilitate the nomination of officers, the election process and the installation of officers and directors. The installation shall take place at the final convention 'aha 'aina, at a time and place, whether in person or remotely, which allows the ceremony to and shall be conducted in a dignified and culturally appropriate manner.	Allow for the installation to occur but at a time and place that is appropriate for the circumstances of the convention whether it be held in person or remotely. [PKHCC]
		ALTERNATE Version Article 6, Section 4	
		In election years, the Pelekikena shall appoint a Nominations chair to facilitate the nomination of officers, the election process and the installation of officers and directors. The installation shall take place at the final convention 'aha 'aina, or any	To provide flexibility to conduct installation at another time. [Kalihi-Palama]

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Section	Current Language	Proposed Language	Rationale
		other appropriate time as determined by the Board of Directors and shall be conducted in a dignified and culturally appropriate manner.	
Article 6, Section 5	From time to time, the Pelekikena shall appoint, with the approval of the Board of Directors, other ad hoc committees as necessary.	NO CHANGE	
Article 6, Section 6	<p>Task Force –</p> <ul style="list-style-type: none"> a. A task force shall be defined as a temporary unit created for the purpose of studying and providing a report on a specific issue. Once the report is submitted, the task force is deemed to be pau. b. All Task Forces will be assigned to a Standing Committee by the Pelekikena c. Task Force Chairs shall be appointed by the Hope Pelekikena Mua or Hope Pelekikena ‘Elua depending on which Committee it is assigned to, subject to Board approval. d. All findings of a Task Force shall be submitted to the Chair of the assigned Committee and become property of the Association. e. The Committee Chair will be responsible for reporting all findings of a Task Force to the membership. 	NO CHANGE	
Article 7, Section 1	<p>ARTICLE VII – DUTIES OF THE COUNCILS</p> <p>The Councils are organized by geographic area,</p>	NO CHANGE	

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	<p>usually by county designation or in the case of the Mainland Council, by continental U.S. and Alaska, and the duties of each Council are as follows:</p> <ol style="list-style-type: none"> a. To support the purpose and objectives of the Association. b. To keep in close contact with the civic clubs under their jurisdiction and coordinate and assist in any way possible. c. To, upon receipt of a petition for charter, study and investigate the same, and, upon acceptance of the petition, adopt a resolution, recommending to the Board of Directors of the Association, the issuance of a charter. d. To meet at least once annually prior to the meeting of the Board of Directors of the Association at the annual convention. e. To, upon receipt of a notice for dissolution from any chartered club, immediately investigate the notice for such dissolution and submit the findings and recommendations to the Board of Directors of the Association within fourteen (14) days of receipt of the request to dissolve. f. To provide a Quarterly report of Council activities to the Association Board of Directors and an annual synopsis for publication in the annual convention booklet. 		

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Section	Current Language	Proposed Language	Rationale
<p>Article 8, Section 1</p>	<p>ARTICLE VIII – DUTIES OF CHARTERED CLUBS The duties of each chartered Hawaiian Civic Club are as follows:</p> <ol style="list-style-type: none"> a. To support the purpose, goals and objectives of the respective Council and the Association. b. To meet regularly (at least once every three (3) months) and to encourage participation at meetings. c. To submit reports to the Board of Directors of the Association and the Councils, as follows: <ol style="list-style-type: none"> 1. To the Association and Council, a club roster of members and officers sixty (60) days prior to the convening of the next annual convention together with the per capita dues. 2. To the Association, a list of delegates and alternates to the annual convention, together with the registration fees, thirty (30) days prior to the convening of the annual convention. 3. To the Association, an annual report of club accomplishments. 4. Any other report as may be required by either the Association Board of Directors or Council. d. To elect officers and to see that said offic- 	<p>ARTICLE VIII – DUTIES OF CHARTERED CLUBS Section 1 The duties of each chartered Hawaiian Civic Club are as follows:</p> <ol style="list-style-type: none"> a. To support the purpose, goals and objectives of the respective Council and the Association. b. To meet regularly (at least once every three (3) months) and to encourage participation at meetings. c. To submit reports to the Board of Directors of the Association and the Councils, as follows: <ol style="list-style-type: none"> 1) To the Association and Council, a club roster of members and officers sixty (60) days prior to the convening of the next annual convention together with the per capita dues. 2) To the Association, a list of delegates and alternates to the annual convention, together with the registration fees, thirty (30) days prior to the convening of the annual convention. 3) To the Association, an annual report of club accomplishments. 4) Any other report as may be required by either the Association Board of Directors or Council. 	<p>Only 1 section no need for Section 1 notation; non-substantive</p>

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	<p>ers assume their respective duties in accordance with the Constitution and By-Laws of their club.</p> <p>e. To send to every annual convention at least one delegate.</p> <p>f. To forward to their Council a report of their intent to dissolve thirty (30) days prior to the anticipated day of dissolution.</p>	<p>d. To elect officers and to see that said officers assume their respective duties in accordance with the Constitution and By-Laws of their club.</p> <p>e. To send to every annual convention at least one delegate.</p> <p>f. To forward to their Council a report of their intent to dissolve thirty (30) days prior to the anticipated day of dissolution.</p> <p>g. To comply with any federal, state, or local government filing requirements for maintenance of the Association’s nonprofit and tax-exempt status.</p> <p>h. To keep its governing documents in line with the Association Constitution and By-laws and to provide the latest copy of the governing documents to the recording secretary.</p>	<p>Clarifies that the chartered clubs must assist the Association in maintaining its nonprofit and tax-exempt status. Further, clarifies that the governing documents of chartered clubs must not make the chartered club act in such a way that violates the Association’s Constitution and Bylaws and also requires the chartered club to provide the Association recording secretary with any updated copy of chartered lssclub governing documents.</p> <p>[PKHCC]</p>
<p>Article 9, Section 1</p>	<p>ARTICLE IX – ISSUING OF CHARTERS, SUSPENSION AND TERMINATION</p> <p>Whenever twenty-five (25) or more persons of Hawaiian Ancestry desire to form a Hawaiian Civic</p>	<p>Section 1. Issuing of Charter</p>	<p>Non-substantive; organizational sequencing</p>

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	<p>Club, they shall file a petition thereof with the Council for the district in which the club is to be established. The Council shall review said petition and make its recommendations to the Board of Directors of the Association. The Association’s Policy and Planning Chair shall review and investigate the petition against the Association criteria for charting clubs and make recommendations on said application.</p> <ul style="list-style-type: none"> a. If the Board of Directors shall find that all of the requirements have been met by the petitioners, it may issue a charter to the petitioners thereby forming a Hawaiian Civic Club; b. If the Board of Directors shall find that all requirements have not been met by petitioners, all documents shall be returned to the Council with the rationale for the denial. 		
		ALTERNATE Version Article 9, Section 1	
		<p>ARTICLE IX – ISSUING OF CHARTERS, SUSPENSION AND TERMINATION Whenever <u>a minimum of ten (10)</u> twenty five (25) or more persons of Hawaiian Ancestry <u>with an additional fifteen (15) persons born in Hawaii or Hawaiian at heart</u> desire to form a Hawaiian Civic Club, they shall file a petition thereof with the</p>	<p>The dispersion of Native Hawaiians, those born in Hawaii and those Hawaiian at heart on the continent may make designation of 25 Native Hawaiians at the initiation of a new HCC</p>

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Section	Current Language	Proposed Language	Rationale
		Council for the district in which the club is to be established....	untenable and unreachable, especially with economic and pandemic conditions in place. [LVHCC]
Article 9, Section 2	<p>Charter Club Criteria</p> <ul style="list-style-type: none"> a. Club members must commit to supporting the mission, goals, and objectives of the Association; b. Constitution and by-laws must be consistent with the Association and Council constitution and by-laws. c. Membership must consist of a minimum of 25 Native Hawaiians. d. Per capita must be paid at the time of application. e. Club must commit to carrying out its duties and responsibilities as outlined in these by-laws. f. A club applying for a charter from the Association shall select a club name honoring Prince Kūhiō Kalanianaʻole, an historic Aliʻi, or a geographic location associated with the club. 	<p>Charter Club Criteria</p> <ul style="list-style-type: none"> a. Club members must commit to supporting the mission, goals, and objectives of the Association; b. Constitution and by-laws must be consistent with the Association and Council constitution and by-laws. c. Membership must consist of a minimum of 25 Native Hawaiians. d. Per capita must be paid at the time of application. e. Club must commit to carrying out its duties and responsibilities as outlined in these by-laws. f. A club applying for a charter from the Association shall select a club name honoring Prince Kūhiō Kalanianaʻole, an historic Aliʻi, or a geographic location associated with the club. g. Any club chartered in the year of a constitutional convention, not having the per- 	<p>As this entire section is process it should be moved to the procedures manual. [AHCC P&P]</p> <p>Even though the club is new, it should have the right to participate in the constitutional convention, as the decisions of the constitutional convention will directly affect the new</p>

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Section	Current Language	Proposed Language	Rationale
		<p align="center"><u>capita of the previous convention to designate its constitutional convention delegates will use the formula of ½ of its allotted convention delegates based on the per-capita paid at the club’s chartering.</u></p>	<p>club. Explanation of the formula: If the Club is chartered after the previous year’s convention (and before the Con Con), and 30 members charter the club, the club is entitled to three delegates to an AHCC convention – dividing the original charter number in half would allow for 1.5 (2) delegates to the upcoming ConCon. [Kuini Pi’olani]</p>
<p>Article 9, Section 3</p>	<p>The Board of Directors shall have the power to suspend or terminate the charter of a club for good cause. Good cause shall mean the willful and continuous failure to comply with the Purposes and Objectives of the Association, as set forth in the Constitution of the Association, or the willful and continuous failure to comply with the Duties of Chartered Clubs, as set forth in its By-Laws, particularly Section 3.8.1. Further, a club’s charter shall be automatically terminated for failure to send at least one delegate to the annual convention of the Association for three (3) successive</p>	<p>Section 2. Suspension and Termination. The Board of Directors shall have the power to suspend or terminate the charter of a club for good cause. Good cause shall mean the willful and continuous failure to comply with the Purposes Goals and Objectives of the Association, as set forth in the Constitution of the Association, or the willful and continuous failure to comply with the Duties of Chartered Clubs, as set forth in Article VIII, Duties of Chartered Clubs, its By Laws, particularly Section 3.8.1 and Article IX, Section 2, Chartered Club Criteria, of the By-Laws. Further, a</p>	<p>Non-substantive; organizational sequencing</p> <p>Consistency of language as found in Constitution.</p> <p>Appropriate Article references draws attention to where else it is found. [AHCC P&P]</p>

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Section	Current Language	Proposed Language	Rationale
	years.	club's charter shall be automatically terminated for failure to send at least one delegate to the annual convention of the Association for three (3) successive years.	Suggest moving highlighted area to Policy and Procedures Manual
		ALTERNATE Version, Article 9, Section 3	
		<p><u>Section 2. Suspension and Termination.</u> The Board of Directors shall have the power to suspend or terminate the charter of a club for good cause. Good cause shall mean the willful and continuous failure to comply with the Purposes <u>Goals</u> and Objectives of the Association, as set forth in the Constitution of the Association, or the willful and continuous failure to comply with the Duties of Chartered Clubs, as set forth in <u>Article VIII, Duties of Chartered Clubs</u>, its By Laws, particularly Section 3.8.1 and <u>Article IX, Section 2, Chartered Club Criteria, of the By Laws</u>. Further, a club's charter shall be automatically terminated for failure to send at least one delegate to the annual convention of the Association for three (3) successive years.</p>	Deleted sentences refer to process and should be moved to procedural manual. [AHCC P&P]
Article 9, Section 4	The Board, upon a two-thirds vote of its members, shall notify a club and the Council of which it is a member, in writing, whenever termination of charter is being considered. The cause or causes for	The Board, upon a two-thirds vote of its members, shall notify a club and the Council of which it is a member, in writing, whenever termination of charter is being considered. The cause or causes for	

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Section	Current Language	Proposed Language	Rationale
	such possible action will be stated and, as appropriate, sections of the Association. Constitution or By-Laws will be cited as the grounds for cause. A club receiving such notification will have ninety (90) days in which to respond. This response may: (1) deny the charges and ask that no further action be taken; (2) accept the accuracy of the violations and indicate proper corrective actions which will be taken by the club; or (3) accept the accuracy of the causes but appeal whether such club actions constitute grounds for termination.	such possible action will be stated and, as appropriate, sections of the Association. Constitution or By-Laws will be cited as the grounds for cause. A club receiving such notification will have ninety (90) days in which to respond. This response may: (1) deny the charges and ask that no further action be taken; (2) accept the accuracy of the violations and indicate proper corrective actions which will be taken by the club; or (3) accept the accuracy of the causes but appeal whether such club actions constitute grounds for termination.	This is process and should be moved to Policy & Procedures Manual. [AHCC P&P]
Article 9, Section 5	The Board may then: (1) accept the assertion (if no grounds) and take no further action; (2) accept the club's corrective actions; (3) convene a hearing for purposes of deciding whether 'good cause' does exist; or (4) receiving no response to its notice, proceed with termination. Any of these actions shall require a two-thirds vote of the Board.	The Board may then: (1) accept the assertion (if no grounds) and take no further action; (2) accept the club's corrective actions; (3) convene a hearing for purposes of deciding whether 'good cause' does exist; or (4) receiving no response to its notice, proceed with termination. Any of these actions shall require a two-thirds vote of the Board.	This is process and should be moved to Policy & Procedures Manual. [AHCC P&P]
Article 9, Section 6	Upon a club's termination, the Board shall have the authority to reuse a terminated chartered club name with appropriate changes so as not to duplicate or violate previous non-profit club names issued by the States and Federal government.	Section 6 ⁴	If Sections 4 and 5 are moved, Section 6 will be renumbered
	ARTICLE X - CONVENTIONS		
Article 10	<i>Date, Time, Place, and Host Council Held each</i>	<i>Date, Time, Place, and Host Council Held each</i>	<i>Italicized language repre-</i>

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Section	Current Language	Proposed Language	Rationale
<p>Section 1 [Amended January 2022]</p>	<p><i>year at time/place to be determined by BOD. The BOD shall create a five year plan as to the date, time, and place for each convention.</i></p> <p><i>a. In the event of an emergency as defined by the BOD, the BOD may make changes to the time and place of a convention;</i></p> <p><i>b. Any Council of this Association desiring to host an annual convention shall file its request with the Board of Directors of the Association who shall thereupon review the qualification and ability of the applicant to conduct such a convention;</i></p> <p><i>c. The decision of the Board of Directors of the Association regarding a Council's request to host an annual convention shall be presented to the convention for ratification before adjournment.</i></p>	<p><i>year at time/place to be determined by BOD. The BOD shall create a five year plan as to the date, time, and place for each convention.</i></p> <p><i>a. In the event of an emergency as defined by the BOD, the BOD may make changes to the time and place of a convention;</i></p> <p><i>b. Any Council of this Association desiring to host an annual convention shall file its request with the Board of Directors of the Association who shall thereupon review the qualification and ability of the applicant to conduct such a convention;</i></p> <p><i>c. The decision of the Board of Directors of the Association regarding a Council's request to host an annual convention shall be presented to the convention for ratification before adjournment.</i></p> <p><u>d. Determination of Need for Virtual Convention – If a 2/3 majority of the Board of Directors determines that the circumstance prevent the ability of the annual convention to safely take place in- person due to a government-declared state of emergency or equivalent event that makes meeting impractical, a virtual meeting may be utilized to carry out the Association's business otherwise conducted at an in-person convention.</u></p>	<p>sents changes made at 62nd convening of the House of Delegates.</p> <p>This is self-explanatory to modernize our rules in the lessons and challenges we have learned in the pandemic. [Maui Council]</p>

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Section	Current Language	Proposed Language	Rationale
<p>Article 10 Section 2</p> <p>[Amended January 2022]</p>	<p><i>Officers of the Convention –</i></p> <ul style="list-style-type: none"> • <i>The officers of the Convention shall be a Chairman and a Kākau ‘Ōlelo (Recording Secretary).</i> • <i>The Pelekikena of the Association shall be the Chairman of the Annual Convention.</i> • <i>The Kākau ‘Ōlelo of the Association shall be the Kākau ‘Ōlelo of the Convention.</i> • <i>The Chairman shall appoint any other officers of the Convention, and such assistants as the Sgt-at-Arms and any others as may be necessary to conduct the business of the Convention and to maintain order.</i> • <i>The Officers of the Association and the Directors of the Association shall be delegates-at-large.</i> 		<p><i>Italicized language represents changes made at 62nd convening of the House of Delegates.</i></p>
<p>Article 10 Section 3</p>	<p>Committees</p> <p>a. The committees of the Convention shall be:</p> <ol style="list-style-type: none"> 1. Kōmike Ho’oilina Ali’i (Benefits and Trusts) 2. Kōmike Pilina Kaiāulu (Community Relations) 3. Kōmike Ho’onohe Hālāwai (Conventions and Meetings) 4. Kōmike Pō’aiapuni Waiwai (Economic Development) 5. Kōmike Ho’ona’auao (Education) 	<p>Note: Keep all but add the following:</p> <p>.....</p> <p><u>16. Kōmike ‘Ōlelo Ho’oholo (Resolutions)</u></p>	<p>Addition if By-Laws Article VI, Section 2c, first version is adopted</p>

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Section	Current Language	Proposed Language	Rationale
	<ul style="list-style-type: none"> 6. Kōmike Kūlana Pono Maka‘āinana (Employment and Housing) 7. Kōmike Kaiaola (Ecosystem/Environment Committee) 8. Kōmike Mo‘ohelu Kālā (Finance) 9. Kōmike Pilina Aupuni (Government Relations) 10. Kōmike Mālama Ola (Health & Human Services) 11. Kōmike ‘Enehana (Information Technology) 12. Kōmike Ho‘oulu ‘Ahahui (Membership Development Committee) 13. Kōmike Nohona Hawai‘i 14. Kōmike Ho‘okūpa‘a (Native Rights) 15. Kōmike Ho‘okele (Policy and Planning) 		
<p>Article 10 Section 4 [Amended January 2022]</p>	<p><i>Officers and At-Large Delegates – Voting Privilege</i> - <i>The Officers of the Association, the past nā Pelekikena of the Association of Hawaiian Civic Clubs and the Directors of the Association shall be delegates-at-large with no restrictions to their eligibility to vote on any issue at plenary session. A Delegate-at-Large must identify, prior to casting his/her vote or exercising any rights at convention, that he/she is exercising his/her capacity as a delegate-at-large and not as a member representative of his/her club.</i></p>	<p>NO CHANGE</p>	<p><i>Italicized language represents changes made at 62nd convening of the House of Delegates.</i></p>

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Section	Current Language	Proposed Language	Rationale
Article 10 Section 5 [Amended January 2022]	<i>Each Committee shall consist of only one designated representative from each duly chartered club. Such delegate must be a currently registered delegate, alternate, or delegate-at-large of the convention.</i>	Each Committee shall consist of only one designated representative from each Each duly chartered club <u>shall have one designated voting member in the Committee.</u> Such <u>designated voting member</u> delegate must be a currently registered delegate, alternate, or delegate-at-large of the convention.	Emphasis placed on club representation rather than make up of a committee. [AHCC P&P]
Article 10 Section 6 [Amended January 2022]	<i>Each Committee Report will be presented to the House of Delegates by its Chair, and shall be received for filing with the Minutes of the Convention. The Chair of the Convention will thereafter request Minority reports and these reports shall be received for filing with the Minutes of the convention. This process provides opportunity for full discussion on both sides of the issue before the House of Delegates. The Committee’s recommendation on their report may include: to adopt, not adopt, adopt as amended, or defer to a time certain.</i>	[Add to the end] <u>In acting on these main motions the Convention Delegation may offer subsidiary motions to defer, postpone indefinitely, lay on the table, or commit or refer to committee.</u>	<p><i>Italicized language represents changes made at 62nd convening of the House of Delegates.</i></p> <p>Further action choices to be taken. [Kalihi-Palama]</p>
Article 10 Section 7	<i>Non-members desired as resource speakers (to make a formal presentation) by the Committee Chair to speak at a Committee meeting must be</i>	NO CHANGE	<p><i>Italicized language represents changes made at 62nd convening of the</i></p>

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Section	Current Language	Proposed Language	Rationale
[Amended January 2022]	<i>approved by the Committee Chair and the Pelekikena of the Association.</i>		House of Delegates.
Article 10 Section 8	<p>Registration of Delegates and Alternates - Each duly chartered Club in good standing shall be entitled to one delegate and one alternate delegate for every ten (or major fraction thereof) of its members in good standing as shown by the records of the Pu'ukū of the Association as of sixty (60) days prior to the convening of the next Convention. The major fraction referred to herein shall be five (5) or more members. The designation of each delegate and alternate shall be evidenced by a certificate signed by the Pelekikena and Pu'ukū of each such Club.</p>	<p>Registration of Delegates and Alternates - Each duly chartered Club in good standing shall be entitled to one delegate and one alternate delegate for every ten (or major fraction thereof) of its members in good standing as shown by the records of the Pu'ukū of the Association as of sixty (60) days prior to the convening of the next Convention. The major fraction referred to herein shall be five (5) or more members. The designation of each delegate and alternate shall be evidenced by a certificate signed by the Pelekikena and Pu'ukū of each such Club.</p> <p><u>The Board of Directors shall have the authority to seat a club that failed to meet the deadline for submission of their per capita within 60 days prior to the convening of convention provided that there are extenuating circumstances that prevented the timely submission and the delay was not for more than 5 days after the deadline. This does not allow for the addition of delegates beyond the original deadline.</u></p>	<p>P&P Recommendation: Move all (current + proposed language if adopted) to Procedural Manual and Standing Rules of Convention</p> <p>Would like an additional 5 days to provide per capita. [Kalihi-Palama]</p>
Article 10			Our form of governance is

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Section 9	<p>Quorum - A majority of the delegates registered and present at any Plenary Session of the Convention shall constitute a quorum at any Plenary Session of the House of Delegates.</p>	<p>Quorum-</p> <p>a. <u>The basis for establishing a quorum shall be determined by the total number of eligible delegates allocated to each club in accordance with the formula as stated in Article X, Section 8.</u></p> <p>b. <u>One-half of all eligible delegates allocated to each club as per Section 9a plus one (1) shall be the number used to establish the Association minimum number to proceed with the business of the House of Delegates.</u></p> <p>c. <u>A quorum for the plenary session shall be established by the presence of one-half of the registered delegates present at any call</u></p>	<p>not a democracy but rather a republic, that is, representative governance. Clubs are represented by a proportionate share of delegates determined by a specified formula. It is important that clubs send their total delegation in order to have full representation. Therefore, the desired full representation becomes the basis to establish quorum.</p> <p>As full representation is not readily achieved, this formula is proposed to establish a minimal representative number of delegates to allow the House of Delegates the opportunity to conduct the business of the Association.</p> <p>Once quorum is verified to allow the gavel to go down, this formula allows for business to continue as</p>

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		<p align="center"><u>of the plenary session.</u></p>	<p>convention progresses. [AHCC P&P]</p>
<p>Article10 Section 10</p>	<p>Resolutions</p> <p>a. Resolutions and Bills for an Act for consideration at a Convention must be submitted to the Pelekikena of the Association no later than sixty (60) days prior to that Convention. Any resolutions submitted after that date must be related to issues or actions developing after the sixty (60) day deadline, and will be termed a late resolution. In no event, however, may a late resolution be submitted later than forty-eight (48) hours prior to the convening of the first plenary session of the convention. All resolutions shall be limited to three single-sided pages on 8 1/2 x 11” paper.</p> <p>b. The sponsor of any late resolution shall provide an electronic version of the resolution to the AHCC Pelekikena and Resolutions Chair, and shall provide sufficient hard copies of the late resolution, based on the number of registered delegates and alternates at the annual convention. Said copies shall be delivered to the steno pool</p>	<p>Resolutions</p> <p>a. Resolutions and Bills for an Act for consideration at a Convention must shall⁴ be submitted to the Pelekikena of the Association <u>Resolutions Chair</u>² no later than sixty (60) <u>ninety (90)</u>³ days prior to that Convention.</p> <p>1) <u>All resolutions submitted within the ninety (90) day deadline period shall be published for viewing on the Association website within 15 days after the deadline established by Section 10 a.</u></p> <p>2) <u>These resolutions shall remain the property of the makers and may be amended or withdrawn by the maker(s) up to and until the thirtieth (30th) day prior to the convening of the Annual Convention.</u></p>	<p>Suggest eliminating “Bills for an Act” since the Association has no control over how the legislature may amend the Bill, which then may not reflect the original intent of the adopted Bill. Please refer to footnote explanation (1-3) for rationale of additions.</p> <p>[The language in this section is procedural. It is more appropriate to place it in SOP’s. It is placed here as an introduction.]</p> <p>The change to a 90-day submittal deadline is suggested with the following points in mind:</p> <ul style="list-style-type: none"> • Allows clubs and Councils the opportunity for meaning-

¹ Non-substantive

² Current practice is to Reso Chair for on time resos

³ Longer period for reso maker(s) to garner mana’o and then amend

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	<p>for distribution. Two-thirds (2/3) of the delegates present at the plenary session must vote in the affirmative to receive the late resolution(s) before it may be assigned for action to a convention committee.</p> <p>c. Resolutions for consideration at a Convention may be submitted for introduction by: the Executive Committee of the Association; the Association Board of Directors; any Association standing, convention, ad hoc or other Committee; any Council; or any Chartered Club.</p> <p>d. The Resolutions Chairperson shall circulate instructions for the preparation of resolutions and the exact date of the resolution submittal deadline to all clubs no less than ninety (90) days prior to convention.</p> <p>e. Transmittal of approved resolutions, for which names and addresses of the persons or organizations on distribution are provided by the sponsor of the resolution, shall be distributed to those named in the distribution clause limited to no more than six (6) certified copies. A set of extra plain copies containing resolutions having a legislative impact shall be mailed to the following offices: Governor, President of the Senate, Speaker of the House, Senate Committee on Judiciary & Hawaiian Affairs Chair,</p>	<p>3) <u>Should the maker(s) decide to exercise the right to amend the resolution prior to the expiration date which govern the use of that option, the maker(s) must submit the amended version no later than thirty (30) days prior to the Convention.</u></p> <p>4) <u>All amended resolutions which are submitted for consideration by the makers at the Convention which meet the criteria iterated herein, shall be immediately published on the website as an amended submittal.</u></p> <p>5) <u>Late resolutions may not be withdrawn or amended by the maker(s) after the thirty (30) day deadline and are the property of the Association and must be disposed of in the manner prescribed in accordance with the Rules of Convention and the Committee to which the resolution is assigned.</u></p> <p>b. Any resolutions submitted after <u>the identified thirty (30) day deadline</u> that date must be related to issues or actions developing after the sixty (60) day <u>that</u> deadline, and will be termed a late resolution. In no</p>	<p>ful caucus opportunities coupled with an opportunity to gather info or provide input to the author(s) of the reso;</p> <ul style="list-style-type: none"> • With a 90-day out timeline, ownership of the reso remains with the author(s) until the 30-day mark, therefore allowing the author(s) to amend or withdraw their reso up to 30 days prior to convention • Amendments can only be made by the author(s) <p>Reflective of suggest change from 60 days to 30 days. [AHCC P&P]</p>

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	<p>House Committee on Hawaiian Affairs Chair, Office of Hawaiian Affairs Chair of the Board of Trustees, and all County Mayors. A full set of the final resolutions shall be posted on the Association's website for viewing by any member of the Association.</p>	<p>event, however, may a late resolution be submitted later than forty-eight (48) hours prior to the convening of the first plenary session of the convention. All resolutions shall be limited to three single-sided pages on 8 1/2 x 11" paper.</p> <p>c. The sponsor of any late resolution shall provide an electronic version of the resolution to the AHCC Pelekikena and Resolutions Chair, and shall provide sufficient hard copies of the late resolution, based on the number of registered delegates and alternates <u>delegates-at-large</u> at the annual convention. Said copies shall be delivered to the steno pool for distribution. Two-thirds (2/3) of the delegates present at the plenary session must vote in the affirmative to receive the late resolution(s) before it may be assigned for action to a convention committee.</p> <p>d. Resolutions for consideration at a Convention may be submitted for introduction by: the Association Board of Directors; the <u>Steering Committee</u> of the Association; any Association standing, convention, ad hoc or other Committee; any Council; or any Chartered Club.</p> <p>e. The Resolutions Chair person shall circulate instructions for the preparation of resolu-</p>	<p>Past practice required a count for delegates/ delegates-at-large not alternates. [AHCC P&P]</p> <p>Consistency of language [AHCC P&P]</p>

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Section	Current Language	Proposed Language	Rationale
		<p>tions and the exact date of the resolution submittal deadline to all clubs no less than ninety (90) days prior to convention.</p> <p>f. Transmittal of approved resolutions, for which names and addresses of the persons or organizations on distribution are provided by the sponsor of the resolution, shall be distributed to those named in the distribution clause limited to no more than six (6) certified copies. A set of extra plain copies containing resolutions having a legislative impact shall be mailed to the following offices: Governor, President of the Senate, Speaker of the House, Senate Committee on Judiciary & Hawaiian Affairs Chair, House Committee on Hawaiian Affairs Chair, Office of Hawaiian Affairs Chair of the Board of Trustees, and all County Mayors. A full set of the final resolutions shall be posted on the Association's website for viewing by any member of the Association.</p>	<p>Preferred language, Chair, rather than Chairperson. [AHCC P&P]</p>
		<p>ALTERNATE Version Article 10, Section 10, Subsection b</p>	
		<p>.... b. Except in the case of elections, during</p>	<p>Provide for electronic</p>

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		<p>which votes shall be cast by each delegate using individual <u>ballots or by electronic means</u>, voting shall be a <u>by</u> voice, showing of hands, <u>voting cards</u>, or standing to be counted, <u>or by electronic means</u>. A roll call vote shall be called only upon demand of one-third (1/3) or more of the delegates registered at the Convention.....</p>	<p>voting to occur. [Kalihi-Palama]</p> <p>January 2022 adopted amendments removed this to SOPs</p>
<p>Article 10 Section 11 [Amended January 2022]</p>	<p><i>Preserving Records</i> - <i>The Kākau ‘Ōlelo of the Convention shall preserve the Records and Proceedings of the Convention in writing and shall make them a permanent record of the Association. Permanent records shall be defined to include electronic, digital and hard copy records.</i></p>	<p>NO CHANGE</p>	<p><i>Italicized language represents changes made at 62nd convening of the House of Delegates.</i></p>
<p>Article 10 Section 12</p>	<p>Order of Business - The Order of Business of the Convention shall be:</p> <ul style="list-style-type: none"> a. Call to Order by the Chairman b. Pule Wehe c. Final Credentials Reports d. Positioning of the colors and Star Spangled Banner e. Call for the Report of the Credentials Committee f. Adoption of the Report of the Credentials Committee g. Adoption of the Convention Rules, if any. 	<ul style="list-style-type: none"> a. Call to Order by the Chairman m. Call for the Other Committee Reports: <u>in the order determined by the Convention Chair.</u> <ul style="list-style-type: none"> 1) Kōmike Ho‘oilina Ali‘i (Benefits and Trusts) 2) Kōmike Ho‘onohe Hālāwai (Conven- 	<p>Preferred language, Chair, rather than Chairperson. [AHCC P&P]</p> <p>Flexibility of order. [Kalihi-Palama]</p>

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Section	Current Language	Proposed Language	Rationale
	<p>h. Report of the Resolution Committee</p> <p>i. Report of the Nominating Committee, if any.</p> <p>j. Approval of Minutes of the Previous Convention, as circulated.</p> <p>k. Report of the Pu'ukū of the Association.</p> <p>l. Approval of the Report of the Pu'ukū of the Association.</p> <p>m. Call for the Other Committee Reports:</p> <ol style="list-style-type: none"> 1) Kōmike Ho'oilina Ali'i (Benefits and Trusts) 2) Kōmike Ho'onoho Hālāwai (Conventions and Meetings) 3) Kōmike Ho'ōia (Credentials) 4) Kōmike Pō'aiapuni Waiwai (Economic Development) 5) Kōmike Ho'ona'auao (Education) 6) Kōmike Kūlana Pono Maka'āinana (Employment and Housing) 7) Kōmike Mo'ohelu Kālā (Finance) 8) Kōmike Pilina Aupuni (Government Relations) 9) Kōmike Mālama Ola (Health & Human Services) 10) Kōmike 'Enehana (Information Technology) 11) Kōmike Ho'oulu 'Ahahui (Membership Development) 12) Kōmike Nohona Hawai'i 	<p>tions and Meetings)</p> <p>3) Kōmike Ho'ōia (Credentials)</p> <p>4) Kōmike Pō'aiapuni Waiwai (Economic Development)</p> <p>5) Kōmike Ho'ona'auao (Education)</p> <p>6) Kōmike Kūlana Pono Maka'āinana (Employment and Housing)</p> <p>7) Kōmike Mo'ohelu Kālā (Finance)</p> <p>8) Kōmike Pilina Aupuni (Government Relations)</p> <p>9) Kōmike Mālama Ola (Health & Human Services)</p> <p>10) Kōmike 'Enehana (Information Technology)</p> <p>11) Kōmike Ho'oulu 'Ahahui (Membership Development)</p> <p>12) Kōmike Nohona Hawai'i</p> <p>13) Kōmike Ho'okūpa'a (Native Rights)</p> <p>14) Kōmike Ho'okele (Policy and Planning)</p> <p>15) Kōmike 'Ōlelo Ho'oholo (Resolutions & Bills for an Act)</p> <p>16) Kōmike Kaiaola (Ecosystem/Environment)</p> <p>[Continue with "n" to "t"]</p>	<p>NOTE:</p> <p>[PKHCC] Staff and legislators prefer digital copies of the resolutions instead of hardcopies given digital copies are easier to transform into legislative resolutions or bills. Further, the bylaws should clarify that the mandatory transmittals should go to the Hawaii offices, as the Association spans multiple states and local jurisdictions. Finally, the Hawaii state legislature periodically combines Hawaiian Affairs with other subject matter kuleana of the legislature that results in the Committee on Hawaiian Affairs & [other subject]. So as not to confuse where the resolution should be transmitted in such cases, the bylaws</p>

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Section	Current Language	Proposed Language	Rationale
	<p>13) Kōmike Ho‘okūpa‘a (Native Rights) 14) Kōmike Ho‘okele (Policy and Planning) 15) Kōmike ‘Ōlelo Ho ‘oholo (Resolutions & Bills for an Act) 16) Kōmike Kaiaola (Ecosystem/Environment)</p> <p>n. Election of Officers as Appropriate. o. Unfinished Business p. Announcements. q. Adjournment r. Hawai‘i Pono‘ī s. Pule Ho‘oku‘u t. Installation of Officers at the Convention ‘aha ‘aina, as appropriate.</p>	<p>t. Installation of Officers at the Convention ‘aha ‘aina, as appropriate.</p>	<p>should just read “Committee on Hawaiian Affairs.”</p> <p>The pandemic has taught us that we may not always be able to meet in person. As such, allow for the “installation of officers” and the “aha aina” to take place in an appropriate space that is not bound by the convention order of business. [PKHCC]</p>
<p>Article 10 Section 13</p>	<p>[New]</p>	<p>Section 13 - Postponement. In the event of an emergency, the Board of Directors by a two-thirds vote may postpone a convention or membership meeting. All members shall be notified of the postponement in a manner de-</p>	<p>Clarifies that the Board of Directors has the kuleana to postpone a convention or meeting of the membership in case of an</p>

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Section	Current Language	Proposed Language	Rationale
		ALTERNATE Version Article XI	
		<p>ARTICLE XI - MEETINGS</p> <p>Section 1. Types of Meetings - There shall be only Regular or Special meetings of the Board of Directors as described herein:</p> <ul style="list-style-type: none"> a. Regular Meetings. Regular meetings of the Board are the normally scheduled meetings, and shall be held at least once each quarter. b. Special Meetings. Whenever the press of business requires, special meetings of the Board may be called with the concurrence of a majority of the members of the Board. c. Executive Session. <u>Executive session may be called by a majority vote of the Board of Directors for business pertaining to the AHCC Executive Director or any member of the AHCC Executive Committee. Any motion to enter into executive session will require a stated purpose. The time for entering and closing such session must be reported in the meeting minutes.</u> 	<p>Non-substantive organizational sequencing</p> <p>These are nonprofit good practices to ensure transparency and accountability.</p> <p>[Maui Council]</p>

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Section	Current Language	Proposed Language	Rationale
Article 11, Section 2	Locations - All meetings of this Association shall be held at a public place or other place accessible to our general membership.	Locations - All m Meetings of this Association shall be held at a public place, or other <u>such</u> place <u>that is</u> accessible to our general membership, <u>or may be called remotely utilizing available electronic communications.</u>	Greater clarity; inclusion of remote electronic meetings as needs and situations dictate. [AHCC P&P]
		ALTERNATE Version Article XI, Section 2	
		Locations - All meetings of this Association shall be held at a public place or other place accessible to our general membership, <u>including a virtual meeting place.</u>	The Association must continue to be flexible and responsive to our membership needs to convene, discuss, and make decisions on issues impacting our communities, including in-person meetings, virtual meetings, and hybrid meetings. Advocacy never stops, even in a pandemic. [Maui Council]
Article 11, Section 3	Notice - Notification of the Regular and Special meetings of the Board shall be mailed or telecommunicated to all members of the Board, and all club nā Pelekikena at least one week in advance of the scheduled meetings.	Notice of Meetings- <ul style="list-style-type: none"> a. Notification of the Regular and/or Special meetings of the Board shall be mailed or telecommunicated to all members of the Board and all club nā Pelekikena. b. <u>Notification shall be made at least one week in advance of the scheduled meeting.</u> 	Greater clarity when sepa-

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Section	Current Language	Proposed Language	Rationale
		<p>c. <u>In the case of meetings occurring remotely, a link or directions on how to access the meeting must be provided to the Board and all club nā Pelekikena.</u></p> <p>d. <u>Notice may be waived by the members of the Board in accordance with statutory requirements. Officers and directors present at a meeting shall be deemed to have received, or to have waived, notice.</u></p>	<p>rated into subsections [AHCC P&P]</p> <p>Allows for the Board to meet to address time sensitive matters or in case of emergency without a week's notice, so long as members of the board agree to waive the notice [PKHCC]</p>
<p>Article 11, Section 4</p>	<p>Openness - Unless the subject of the meeting is concerned with sensitive personnel or litigation matters, all meetings of the Association shall be open to our general membership.</p>	<p>Openness— Unless the subject of the meeting is concerned with sensitive personnel or litigation matters, all meetings of the Association shall be open to our general membership.</p> <p>Section 4 Communication - <u>All communication required in these bylaws, including meeting notices, may be sent electronically.</u></p>	<p>Included under Article 11, Section 1, Observers [PKHCC]</p> <p>Authorizes electronic meetings and communications. [PKHCC]</p>
		<p>New Article 11, Section ## Adjournment <i>Sine Die</i></p>	
		<p><u>Article 11, Section ## Adjournment <i>Sine Die</i>.</u> <u>Should there be unfinished business (deferred actions on specific issues), action at a later date is stayed until further notice.</u></p>	<p>To allow for work to continue on unfinished business, as may be assigned to standing committees.</p>

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Section	Current Language	Proposed Language	Rationale
			[AHCC P&P]
Article 11, Section 6	NEW	<u>Section 6 - Electronic Meetings.</u> <u>The Association membership meetings, annual convention, special convention, Councils, Board of Directors, all committees, subcommittees, and task-forces shall be authorized to meet through electronic means so long as all members can simultaneously hear each other and participate during the meeting.</u>	Authorizes electronic meetings and communications. [PKHCC]
Article 11, Section 5	Executive Committee Meetings - The deliberations and actions of the Executive Committee at all its meetings shall be reviewed at and made a part of the minutes of the next scheduled Regular or Special Board meeting.	Executive Steering Committee Meetings - The deliberations and actions of the Executive Committee at all its meetings shall be reviewed at and made a part of the minutes of the next scheduled Regular or Special Board meeting. <u>The meeting minutes of the Steering Committee and any actions taken by the Steering Committee shall be incorporated into the report of the Pelekikena to the Board of Directors at the next regular meeting of the Board.</u>	Consistency of language [AHCC P&P] Ensures accountability of Steering Committee to provide Board of Directors with minutes of actions taken and/or proposed by the Steering Committee for Board action. [PKHCC]
Article 12, Section 1 <u>Article 11, Section 6</u>	Rules of Order - In the absence of rules in the Constitution or By-Laws of this Association, all conventions and meetings of this Association shall be governed in accordance with Robert's Revised Rules of Order.	Article 12, Section 1 Article 11, Section 6 Rules of Order - In the absence of rules in the Constitution or By-Laws of this Association, all conventions and meetings of this Association shall be governed in accordance with Robert's Revised	This section relates to Meetings and should follow the progression from Article 11

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Section	Current Language	Proposed Language	Rationale
		Rules of Order.	
		ALTERNATE Version Article 12, Section 1 [A. 11, S.6]	
		Rules of Order – In the absence of rules in the Constitution or By Laws of this Association, all conventions and meetings of this Association shall be governed in accordance with Robert’s Revised Rules of Order.	Rules of Order exist in the Constitution, this is duplicative. [PKHCC]
Article 12, Section 2	Quorum - A majority of the members of the Board of Directors shall constitute a quorum.	Article 12, Section 2 Article 11, Section 7	Non-substantive; organizational sequencing
Article 12, Section 3	Order of Business - The order of business for the meetings of the Association shall be as follows: <ul style="list-style-type: none"> a. Call to Order b. Pule Wehe c. Roll Call d. Reading and Approval of Minutes e. Pu’ukū Report f. Correspondence g. Committee Reports h. Unfinished Business i. New Business j. Announcements k. Adjournment / Adjournment <i>Sine Die</i> l. Hawai’i Pono’ī m. Pule Ho’oku’u 	Article 12, Section 3 Article 11, Section 8 Order of Business - The order of business for the meetings of the Association shall be as follows: <ul style="list-style-type: none"> a. Call to Order b. Pule Wehe c. Roll Call d. Reading and Approval of Minutes e. Pu’ukū Report f. Correspondence g. Committee Reports h. Unfinished Business i. New Business j. Announcements k. Adjournment / Adjournment Sine Die l. Hawai’i Pono’ī 	Non-substantive; organizational sequencing Allows for adjournment of the House of Delegates

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Section	Current Language	Proposed Language	Rationale
		<p>m. Pule Ho'oku'u</p>	<p>while allowing for reconvening as the same body or reconstituted body (such as a standing committee) to take up deferred action items. [AHCC P&P]</p>
<p>Article 13, Section 1 <u>Article 12, Section 1</u> <u>Article 12, Section 2</u></p>	<p>ARTICLE XIII - AMENDMENTS The By-Laws may be amended only at an annual or special convention of this Association by a majority vote of the delegates assembled. Proposed amendments to the By-Laws shall be submitted to the Pelekikena of the Association and circulated to each club by the Planning and Policy Committee no later than sixty days (60) prior to the next convention, and may be submitted by the Executive Committee of the Association, the Association Board of Directors, any Association Standing Convention, ad hoc or other Committee, any Council, or any Chartered Club.</p>	<p>Article XIII <u>XII</u> - AMENDMENTS <u>Section 1.</u> The By-Laws may be amended only at an Annual or special Convention <u>a convening of the House of Delegates</u> of this Association by a majority <u>affirmative</u> vote of the delegates assembled. <u>(For exception, when a Constitutional Convention is ordered see Article XIV of the By-laws)</u> <u>Section 2.</u> Proposed amendments to the By-Laws <u>offered at the convening of the House of Delegates</u> shall be submitted to the Pelekikena <u>Corresponding Secretary</u> of the Association and circulated to each club by the Planning and Policy Committee no later than sixty (60) <u>ninety (90)</u> days prior to the next <u>convening of the House of</u></p>	<p>Separating the original Article XIII, Section 1 into Sections 1 through 5 helps to bring attention to steps to be taken to propose bylaw amendments, specified responsible person(s) and deadlines, etc. "convening of the House of Delegates"- consistency of language "change" referencing convention allowing for more than one "annual convention" to occur in a given year, like what will</p>

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Section	Current Language	Proposed Language	Rationale
<p data-bbox="94 560 247 625">Article 12, Section 3</p> <p data-bbox="94 828 247 893">Article 12, Section 4</p> <p data-bbox="94 1096 247 1161">Article 12, Section 5</p>		<p data-bbox="934 284 1621 495"><u>Delegates</u> convention and <u>the Pelekikena of the Association shall distribute said proposed amendments to the Chair of the Policy and Planning Committee for distribution to each club of the Association.</u></p> <p data-bbox="934 552 1621 763"><u>Section 3. The Policy and Planning Chair shall distribute said proposed amendments to each club of the Association no later than sixty (60) days prior to the proposed convening of the House of Delegates.</u></p> <p data-bbox="934 820 1621 1031"><u>Section 4. The Pelekikena of the Association shall place all proposed amendments that are properly submitted on the agenda for consideration at the next convening of the House of Delegates.</u></p> <p data-bbox="934 1088 1621 1347"><u>Section 5. Proposed amendments</u> may be submitted by the Executive Committee of the Association, the Association Board of Directors, any Association Standing Convention <u>Committee</u>, <u>any</u> ad hoc or other Committee, any Council, or any Chartered Club.</p>	<p data-bbox="1621 284 2001 357">happen in 2022. [Princess Kaiulani HCC]</p>

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Section	Current Language	Proposed Language	Rationale
		ALTERNATE Version Article XIII, Section 1 [Article 12, Section 1]	
		<p>The By-Laws may be amended only at an annual or special convention of this Association by a majority vote of the delegates assembled. Proposed amendments to the By-Laws <u>offered at an annual or a special Convention (such as a Constitutional Convention)</u> shall be submitted to the Pelekikena of the Association and circulated to each club by the Planning and Policy Committee no later than sixty days (60) prior to the next convention, and may be submitted by the Executive Committee of the Association, the Association Board of Directors, any Association Standing Convention, ad hoc or other Committee, any Council, or any Chartered Club <u>and circulated to each club by the Planning and Policy Committee no later than thirty days (30) prior to the annual or special convention.</u></p>	<p>Proposing P&P circulate again 30 days prior to next convening [Kalihi-Palama]</p>
<p>NOTE: What follows is assuming that the current language of what is now identified as "Article 12" remains as is and is labeled Article 12, Section 1. Hence, the following amendment has been re-labeled as "Article 12, Section 2" submitted by Kalihi-Palama HCC</p>			
Article 13 ,	<u>NEW</u>	<u>Section 2</u> The effective date of amendments to	

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Section	Current Language	Proposed Language	Rationale
Section 2 Article 12, Section 2		the Bylaws shall be immediately upon the adjournment of the AHCC Convention at which the amendments were adopted.	[Kalihi-Palama]
Article 13, Section 2 Article 13, Section 1 Article 13, Section 2	The Association shall hold a constitutional convention: a. Every ten (10) years in a non-election year, beginning in 1999, unless, by a two-thirds vote of the regular annual convention preceding this call, the delegates vote not to hold a constitutional convention. b. The number of delegates to the constitutional convention shall be one-half of the number of eligible delegates for each club as certified at the regular annual convention in the year preceding the constitutional convention. NEW	Article XIII, Section 2 X111 Constitutional Convention Section 1 The Association shall hold a constitutional convention within 10 years following the latest held Constitutional Convention as approved by the delegates assembled at the convening of the House of Delegates unless, by a two-thirds vote of the regular annual convention preceding this call, the delegates vote not to hold a Constitutional Convention. a. Every ten (10) years in a non-election year, beginning in 1999, unless, by a two-thirds vote of the regular annual convention preceding this call, the delegates vote not to hold a constitutional convention. Section 2. Notwithstanding the date of the latest Constitutional Convention, such Constitutional Convention may not be held in the same year in which the elections for officers of the Asso-	Creating a separate Article, Article XIV , allows for a better deliberation of the points that pertain specifically to a Constitutional Convention and not to be mixed in with addressing “Amendments” that may be offered at all “convening of the House of Delegates”. [Princess Kaiulani HCC]

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Section	Current Language	Proposed Language	Rationale
<p>Article 13, Section 3</p> <p>Article 13, Section 4</p> <p>Article 13, Section 5</p>	<p>NEW</p> <p>NEW</p>	<p>ciation are being conducted.</p> <p><u>Section 3.</u> <u>The proposed date for the convening of a Constitutional Convention shall be placed on the business agenda for approval by the delegates assembled at the convening of the House of Delegates within one year of the proposed Constitutional Convention.</u></p> <p><u>Section 4.</u> <u>Once the date has been approved, it shall be the responsibility of the Policy and Planning Committee to appoint a ConCon Subcommittee that will plan and communicate the rules of the Constitutional Convention in a timely manner to the Board of Directors, Councils and Clubs.</u></p> <p><u>Section 5.</u> b. The number of delegates to the constitutional convention shall be one-half of the number of eligible delegates for each club as certified at the regular annual convention <u>convening of the House of Delegates</u> in the year preceding the Constitutional Convention.</p>	<p>[Princess Kaiulani HCC]</p>
<p><u>Article ##</u></p>		<p><u>ARTICLE ## - LEADERSHIP CONFERENCE.</u> <u>Section 1 - Purpose.</u> <u>A Leadership Conference shall be held annually at a place, date, and</u></p>	<p>Authorizes a leadership conference. [PKHCC]</p>

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Section	Current Language	Proposed Language	Rationale
		<p><u>time to be determined by the Board of Directors for the purpose of education, orientation, networking, and sharing experiences.</u></p> <p>Section 2 - Attendance. <u>In addition to Officers, Directors, board and operational staff, committee chairs, task-force chairs, attendance shall be restricted to members in good standing of member Hawaiian Civic Clubs. The Board of Directors may further specify required qualifications for attendance and may limit the number of those attending.</u></p>	
<u>Article ##</u>		<p>ARTICLE ## - CONTRACTS. <u>All contracts, notes or other evidences of indebtedness and leases of space for the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.</u></p>	<p>Clarifies who has the authority to sign contracts on behalf of the Association. [PKHCC]</p>
<u>Article ##</u>		<p>ARTICLE ## - POLICY AND PROCEDURES MANUAL <u>All policies and procedures of the Association shall be codified and maintained by the Policy and Planning Committee.</u></p>	
<u>Article ##</u>		<p>ARTICLE ## - CONFLICT OF INTEREST. <u>Conflict of Interest Statement. The rights of board members and committee members shall be</u></p>	<p>Clarifies that the rights of board and committee members granted under</p>

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Section	Current Language	Proposed Language	Rationale
		<p><u>limited as provided in the Conflict of Interest Policy adopted by the Board of Directors.</u></p>	<p>the Bylaws are limited by the Conflict of Interest policy. [PKHCC]</p>
<p><u>Article ##</u></p>		<p><u>ARTICLE ## - LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, VOLUNTEERS AND AGENTS.</u></p> <p><u>Section 1 - No Liability to the Association. No director, officer, employee, volunteer or other agent of the Association and no person serving at the request of the Association as a director, officer, employee, volunteer, or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir, or personal representative of any such person shall be liable to the Association for any loss or damage suffered by the Association on account of an action or omission by such person as a director, officer, employee, volunteer or other agent if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association, unless with respect to an action or suit by or in the right of the Association to procure a judgment in its favor, such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Associa-</u></p>	<p>Clarifies liability and indemnification of officers, directors, employees, volunteers, and agents of the Association. [PKHCC]</p>

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Section	Current Language	Proposed Language	Rationale
		<p><u>tion.</u></p> <p><u>Section 2. - Indemnity.</u></p> <p>a. <u>The Association shall indemnify each person who was or is 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 (other than an action by or in the right of the Association) by reason of the fact that he/she is or was a director, officer, employee, volunteer or other agent of the Association nor is or was serving at the request of the Association as a director, officer, employee, volunteer or other agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Association, or, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her</u></p>	

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Section	Current Language	Proposed Language	Rationale
		<p><u>conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.</u></p> <p>b. <u>The Association shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of fact that he/she is or was a director, officer, employee, volunteer or other agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, volunteer or other agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including without limitation, attorneys' fees) actually and reasonably incurred by him/her in connection with the</u></p>	

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Section	Current Language	Proposed Language	Rationale
		<p><u>defense or settlement of such action or suit if he/she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Association unless any and only to the extent that the court in which such action or suit was brought or any other court having jurisdiction in the premises shall determine upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.</u></p> <p>c. <u>To the extent that the director, officer, employee, volunteer or other agent of the Association for a person serving at the request of the Association as a director, officer, employee, volunteer or other agent of another corporation, partnership, joint venture, trust or other enterprise, has been successful on the merits or otherwise in defense of any action, suit or proceeding re-</u></p>	

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Section	Current Language	Proposed Language	Rationale
		<p><u>ferred to in Subparagraphs (a) and (b) of this Section, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including, without limitation, attorneys, fees) actually and reasonably incurred by him in connection therewith.</u></p> <p>d. <u>Any indemnification under subparagraph (a) or (b) of this Section (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, volunteer or other agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in subparagraphs (a) and (b). Such determination may be made:</u></p> <ol style="list-style-type: none"> 1) <u>by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or</u> 2) <u>if such a quorum is not obtainable or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Association; or</u> 	

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Section	Current Language	Proposed Language	Rationale
		<p>3) <u>by the court in which such proceeding is or was pending upon application made by the Association for the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Association.</u></p> <p>e. <u>Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in a particular case upon receipt of an undertaking by or on behalf of the director, officer, employee, volunteer or other agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized by this Section.</u></p> <p>f. <u>Any indemnification provided by this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director, officer, employee, volunteer or other agent</u></p>	

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Section	Current Language	Proposed Language	Rationale
		<p><u>and shall inure to the benefit of the heirs and personal representatives of any such person.</u></p> <p>g. <u>The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer or other agent of the Association nor is or was serving at the request of the Association as a director, officer, employee, volunteer or other agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his/her status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Section.</u></p>	
<u>Article ##</u>	<u>NEW</u>	<u>Article ## Impossibility Provisions: In the event of an emergency, such as, but not limited to a natural disaster, a virus, or government restrictions, such provisions of these Bylaws, as determined necessary, may be suspended by the Board of Directors at a regular or special meeting. Any suspension under this provision must describe a</u>	New Article to allow for suspending of the Bylaws [Kalihi-Palama]

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Section	Current Language	Proposed Language	Rationale
		<u>compelling interest for the suspension and include specific dates when the suspension begins and ends.</u>	
<u>Suggested insertion</u>		Replace Article with “ <u>MOKUNA</u> ” and replace Section with “ <u>HELU</u> ”	Effort to be more consistent with use of ‘Ōlelo Hawai‘i [Kuini Pi‘olani]