



## ARTICLE I

### Section 1.1 – Name:

The name of this organization shall be the “Maui Historical Society”.

### Section 1.2 – Objectives and Purpose:

The objectives and purpose of the Maui Historical Society are to:

1. To collect, study, and preserve materials pertaining to the history and ancient culture of Hawai'i, specifically of Maui County, and for such other purposes as pertain thereto, and the compiling of catalogs and indices of the same.
2. To secure and preserve materials and documents pertaining to genealogies and biographies of Hawai'i and, specifically, Maui County.
3. To investigate and recommend for permanent marking and preservation properties of historical interest in Maui County and to collect and preserve legends and traditions relating to the same.
4. To maintain the Bailey House Museum and grounds.
5. To promote and cultivate interest in the history, folklore, customs, natural history, and ancient culture of Hawai'i and, specifically, Maui County.

## ARTICLE II Fiscal Year

The fiscal year of the Maui Historical Society shall begin on July 1 and end on June 30 of the following year.

## ARTICLE III Membership

### Section 3.1 – Qualifications:

All persons and organizations interested in, and in sympathy with, the objectives of the Maui Historical Society are eligible to become members.

### Section 3.2 – Conditions:

The Board of Trustees may establish classes of membership and the privileges of such classes, and set entrance fees and annual membership dues.

Section 3.3 – Elections:

Application for membership and the procedure for election to membership shall be in such form as may be established by the Board of Trustees.

Section 3.4 – Termination of Membership:

Any member in arrears in payment of annual dues for ninety (90) days or more may be stricken from the membership roll at the discretion of the Board of Trustees. Membership may be terminated or suspended for other causes upon fifteen (15) days prior written notice of the termination or suspension and the reasons therefor, and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the termination or suspension.

Section 3.5 – Resignations:

All resignations shall be made in writing and addressed to the Secretary, but a resignation shall not release the member presenting it from any obligation existing at the time of resignation.

Section 3.6 – Privileges of Members:

All members may attend membership meetings, both regular and special, and shall have an equal right to vote. Members shall have reasonable access to the records of the Maui Historical Society; and be entitled to all the privileges and activities of Maui Historical Society members as may be established from time to time by the Board of Trustees.

**ARTICLE IV**  
Meetings Of The Members

Section 4.1 – Annual Meeting:

The annual meeting of the membership shall be held in the first quarter after the close of the fiscal year at a date, time, and place as designated by the Board of Trustees. At the annual meeting, the membership shall elect the officers of the Maui Historical Society for the succeeding fiscal year.

Section 4.2 – Special Meetings:

Special Meetings of the membership shall be called by the President, or the Vice President in the absence of the President, or upon the written request of twenty (20) members of the Maui Historical Society delivered to the Secretary of the Board of Trustees.

Section 4.3 – Notice of Meetings:

Notice of all meetings shall be mailed, or delivered in person or electronically, to all members no less than ten (10) days in advance of the meeting, together with a statement of business to be transacted.

Section 4.4 – Quorum:

Twenty-one (21) members at any meeting duly called shall constitute a quorum. The vote of the majority of the members present or represented by proxy shall be valid and binding.

**ARTICLE V**  
Policies

Section 5.1 – Nepotism:

Any person employed under contract by this organization or serving on the Board of Trustees shall be chosen on the basis of merit and not on the basis of family relationship to a member or members of the Board of Trustees.

Section 5.2 – Non-Discrimination:

There shall be no discrimination on the basis of race, color, religion, sex, sexual orientation, ancestry, marital status, age, disability, or arrest and court record with regard to hiring, assignment, promotion, or other conditions of employment, use of volunteers, or delivery of other services. This policy shall apply to membership on the organization's governing body and its duly organized committees.

Section 5.3 – Parliamentary Authority:

When not inconsistent with these By-Laws, the latest edition of Robert's Rules of Order shall govern parliamentary procedure in all applicable situations.

Section 5.4 – No Smoking:

Smoking is prohibited at all times in all interior spaces controlled by the Maui Historical Society.

ARTICLE VI  
Board of Trustees

Section 6.1 – Number:

The number of trustees of the Maui Historical Society shall be a minimum of eleven (11) persons. The minimum number of trustees may be increased or decreased from time to time by amendment to these By-Laws, provided that no reduction of the number of trustees shall have the effect of removing any trustee prior to the expiration of the trustee's term of office.

Section 6.2 – Qualifications:

Trustees shall be members from the community demonstrating an interest in the purpose of the Maui Historical Society and representing a broad range of occupations, experience, and expertise. The trustees need not be officers of the Maui Historical Society.

Section 6.3 – Elections:

The members of the Board of Trustees shall be elected at the annual meeting by the affirmative vote of a majority of the membership then attending the annual meeting. The membership at each annual meeting shall elect approximately one-third (1/3) of the trustees to serve for terms of three (3) years. Prior to the annual meeting, the Nominating Committee will recommend to the membership the total number and names to be elected.

Section 6.4 – Term of Office:

Trustees shall serve staggered terms consisting of three (3) years. No trustee shall serve more than two consecutive full terms of office; however, a trustee who has completed two consecutive full terms of office shall be eligible for election to the Board of Trustees after the expiration of one year. A trustee shall continue to hold office until the trustee's successor is elected.

Section 6.5 – Membership and Compensation:

All members of the Board of Trustees shall be members of the Maui Historical Society in good standing and shall serve without material compensation. However, by resolution, the Board of Trustees may provide for reimbursement to a trustee for actual expenses incurred by such trustee in the performance of duties as a trustee.

Section 6.6 – Powers:

In furtherance of any powers conferred upon them by law, subject only to the limitations contained in the Articles of Incorporation or these By-Laws, the Board of Trustees shall be the governing body of the Maui Historical Society and shall have all powers and full authority necessary to

manage, conduct, and control the funds, properties, and affairs of the Maui Historical Society. All actions taken by the Board of Trustees shall be deemed to be the acts of the Maui Historical Society.

Section 6.7 – Duties:

It shall be the duty of the Board of Trustees to manage, conduct, and control the funds, properties, and affairs of the Maui Historical Society and to adopt and enforce rules and regulations relating thereto, but not inconsistent with, the law, the Articles of Incorporation, or these By-Laws.

Section 6.8 – Annual Meeting:

The Board of Trustees shall participate in the annual meeting of the membership .

Section 6.9 – Regular Meetings:

Regular meetings of the Board of Trustees shall be held at least quarterly, at such place and time as determined by the Board. Notice of each regular meeting shall be given no less than seven (7) days in advance of the meeting, in accordance with Section 6.11 herein.

Section 6.10 – Special Meetings:

The President or any two (2) trustees may call special meetings of the Board of Trustees at any time. The persons authorized to call special meetings may designate the place for holding the special meeting. Notice of each special meeting shall be given no less than two (2) days in advance of the meeting, in accordance with Section 6.11 herein.

Section 6.11 – Notice of Meetings:

Notice of each meeting of the Board of Trustees, stating the time, place and purpose thereof, shall be delivered in person or by telephone, facsimile, or electronic mail to each trustee by the Secretary or by whoever calls the meeting.. The failure by the Secretary to give such notice or by any trustee to receive such notice shall not invalidate the proceedings of any meeting at which a quorum of the trustees is present. The presence of any trustee at any meeting shall be deemed a waiver by the trustee of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 6.12 – Telephone Meeting:

Subject to the notice requirements in Section 6.11, members of the Board of Trustees may participate in a meeting of the Board by means of a conference telephone or similar communication equipment through which all persons participating in the meeting can simultaneously hear one another. Participation by such means shall constitute presence in person at a meeting.

Section 6.13 – Waiver of Notice:

Whenever any notice is required to be given to any trustee, a waiver of notice in writing signed by the person entitled to the notice, whether before or after the time for the meeting, shall be deemed equivalent to the giving of the notice.

Section 6.14 – Quorum and Voting:

At any meeting of the Board of Trustees, two-fifths (2/5) of the Board shall constitute a quorum. No action taken other than the appointment of trustees to fill vacancies, shall bind the Maui Historical Society, unless it receives approval of the majority of the trustees present at a meeting at which a quorum is present. Any vacancy in the membership of the Board of Trustees shall not affect the validity of any action approved at any meeting by a majority of such quorum.

Section 6.15 – Adjournment:

If at any meeting of the Board of Trustees there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time without notice until a quorum is present, and at such meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

Section 6.16 - Consent in Lieu of Meeting:

Any provision of these By-Laws notwithstanding, any meeting or vote of the Board of Trustees otherwise required may be dispensed with pursuant to Section 414D-144, Hawaii Revised Statutes, by signed written consent of all directors entitled to vote on the subject matter of the meeting. Such consent shall have the same effect as a unanimous vote.

Section 6.17 – Committees:

The President of the Maui Historical Society shall establish seven (7) standing committees. These shall include: Executive, Nominating, Personnel, Development, Budget and Finance, Historic Preservation, and Program Committees. The Board of Trustees as deemed necessary or advisable may establish other Special Committees. The Board of Trustees, by resolution adopted by a majority of the trustees in office, may designate and appoint one or more other committees, each of which shall be chaired by a trustee, may consist of members who are not trustees, and shall make regular reports with recommendations to the Board.

Section 6.18 – Executive Committee:

The Executive Committee shall be composed of the officers of the organization including: President, Past President, Vice President, Secretary, Treasurer, and Executive Director. The majority of members will constitute a quorum. The Past President shall serve as an ex-officio member.

The Executive Committee shall have and exercise any powers of the Board of Trustees, except as limited by law, the Articles, or these By-Laws. During intervals between meetings of the Board, the Executive Committee shall possess and may exercise such powers as are delegated to it.

The Executive Committee shall meet at the call of the President or any two Committee members. The Executive Committee shall be responsible for carrying out the objectives of the Maui Historical Society, recommending action to be taken by the Board of Trustees, and assuming such other functions as are necessary and proper in serving as a working committee of the Society.

Section 6.19 – Vacancy:

Any vacancy occurring in the Board of Trustees and any trustee position to be filled by reason of any increase in the number of trustees may be filled by the affirmative vote of a majority of the remaining trustees, though less than a quorum, or by a sole remaining trustee. A trustee elected to fill a vacancy shall be elected for the unexpired term of such trustee's predecessor in office. Any trustee position to be filled by reason of an increase in the number of trustees may be filled by the Board of Trustees for a term of office continuing only until the next election of trustees.

Section 6.20 – Resignation and Removal:

A trustee may resign at any time by delivering a written notice to the Board of Trustees, or the President or Secretary of the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Trustees may be removed in the manner provided by Section 414D-138, Hawaii Revised Statutes.

ARTICLE VII  
Executive Director

The Board of Trustees shall hire an Executive Director who shall serve at the direction of the Board and have such powers and duties designated and delegated by the Board, including managing the general operation of the Maui Historical Society, hiring and terminating employees, and reporting to the Board at least monthly.

ARTICLE VIII  
Officers

Section 8.1 – Election and Term:

The officers of the Maui Historical Society shall consist of a President, Past President, Vice President, Treasurer, and Secretary. Each of the officers shall be elected at the annual meeting of the membership and shall hold office until the next annual meeting and/or until a successor has been duly appointed and qualified. Any person may hold two or more different offices concurrently, provided there shall be no less than two individuals serving as officers of the Society at any time.

Section 8.2 – Compensation:

No compensation shall be paid to officers of the Maui Historical Society.

Section 8.3 – Removals:

The Board of Trustees may remove by majority vote any officer from office whenever in its judgment the best interests of the Maui Historical Society will be so served.

Section 8.4 – Vacancies:

If any permanent vacancy occurs in any office, the Board of Trustees may appoint a successor to hold such office for the unexpired term thereof.

Section 8.5 – Inspection of Records:

While in office, each officer shall have the right to reasonably inspect during business hours all the accounts, records, and properties of the Maui Historical Society.

Section 8.6 – Powers and Duties:

Each officer shall have the powers and duties described herein:

(a) President:

The President shall be the chief executive officer of the Board of Trustees and an ex-officio member of all committees, except the Nominating Committee. The President shall see that all Maui Historical Society business is reviewed and acted upon by the Board of Trustees. The President or the President's designee shall represent the Society in the community. The President shall review the proposed Society operating budget with the Budget and Finance Committee before submission to the Board of Trustees for review. The President shall preside at meetings of the Board and Executive Committee and be a designated signatory to all Society accounts, financial commitments, and contracts. The President shall present all financial commitments and contracts to the Board. In the President's absence, the officers in the following order shall perform the President's duties: Vice President, Treasurer, Secretary, and Past President. When so acting, said officer shall have all the powers of and be subject to all the restrictions of the President.

- (b) Past President:  
The Past President shall provide viewpoints on the organization and operations, provide financial and fund raising advice, and advise the Board and staff regarding programs and services. The Past President shall be an ex-officio member of the Executive Committee and serve on one other committee of the Board.
- (c) Vice President :  
The Vice President shall be a member of the Executive Committee, assuming and performing the duties of the President during the President's incapacity, illness, or absence, or during such period as the office of President may be vacant. The Vice President shall have such other powers and duties as may be assigned by law or by the President or the Board of Trustees. The Vice President shall serve as Chair of the Historic Preservation Committee. The purpose of the Historic Preservation Committee shall be to increase the public's awareness of, and participation in, historic preservation. The Vice President shall submit to the Board of Trustees a report of the activities of the Historic Preservation Committee.
- (d) Treasurer:  
The Treasurer shall be responsible for advising the Board of Trustees on the status of the Society's funds and ensuring that staff has appropriately recorded and processed for deposit all moneys in the name of the Society in a financial institution approved by the Board of Trustees. The Treasurer shall be Chair of the Budget and Finance Committee and, along with the Committee, be responsible for submitting a proposed annual budget to the Board of Trustees for approval. The Treasurer shall present the financial report at Board of Trustees meetings and shall exercise oversight of any audit or review approved by the Board of Trustees. The Treasurer shall be a member of the Executive Committee and a designated signatory to all Society accounts. The Treasurer shall have other powers and duties as may be assigned by law or by the President or the Board of Trustees.
- (e) Secretary:  
The Secretary shall attend and record the minutes of all meetings of the Board of Trustees. The Secretary shall give all notices provided for in these By-Laws, shall prepare and circulate accurate minutes of each meeting to all trustees, shall be the custodian of all minutes of all meetings of the Board and of all other records not expressly committed to the charge of some other officer, shall keep or cause to be kept a register showing the names of the directors and the officers with their addresses, and shall have such other powers and duties as may be assigned by law or the President or the Board of Trustees.

Section 8.7 – Secretary Pro Tempore:

If the Secretary is absent from any meeting, the presiding officer thereof shall appoint a secretary pro tempore to record the minutes of such meeting.

**ARTICLE IX**  
Auditor

Section 9.1 – Selection:

At any annual meeting or at any special meeting called for that purpose, the Board of Trustees shall appoint an independent firm or corporation engaged in the profession of auditing to serve as

the Auditor of the Maui Historical Society, at least every three (3) years or as may be required by the Board of Trustees.

Section 9.2 – Disqualification:

No trustee, officer, or employee of the Maui Historical Society shall be eligible to serve as Auditor.

Section 9.3 – Duties:

The Auditor shall examine the accounts and records of the Maui Historical Society, compare them with the statements of the Treasurer, and thereafter report the results of such audit to the Board of Trustees.

**ARTICLE X**

Execution of Instruments

The President and Executive Director may execute from time to time instruments and documents related to the activities of the Maui Historical Society. They are authorized to sign all documents, checks, applications, and contracts required by the Maui Historical Society for financial support, purchase of services, and all other requirements necessary for the Society; provided that any contract or agreement that places a financial obligation upon the Maui Historical Society in an amount of \$1,000 or more shall be signed by the President and at least one other officer of the Maui Historical Society.

**ARTICLE XI**

Power to Contract

Unless authorized by these By-Laws or the Board of Trustees, no trustee, officer, agent, or employee of the Maui Historical Society shall have any power or authority to bind the Maui Historical Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**ARTICLE XII**

Conflict of Interest

Section 12.1 – Conflict of Interest:

The Board of Trustees shall determine any issue relative to a conflict of interest or perception of a conflict of interest. Unless authorized, approved, or ratified by the Board of Trustees, a trustee shall not engage in a transaction with the Society in which the trustee has a direct or indirect interest. Each trustee and officer who may directly or indirectly receive an economic benefit from a decision of the Board shall, prior to consideration of the decision, disclose his or her interest in the matter under consideration, and shall recuse himself or herself from discussions and voting on the matter.

Section 12.2 – Validity of Transaction:

No contract or other transaction between the Maui Historical Society and one or more of the trustees or officers or any other corporation, firm, association or entity in which one or more of the trustees or officers of the Maui Historical Society are trustees or officers or have a financial interest, shall be either void or voidable because of this relationship or interest or because the trustee or officer was present at the meeting of the Board of Trustees or officers thereof which authorized or ratified the contract or transaction if: .the fact of the relationship or interest was disclosed or known to the Board of Trustees or officers who authorized, approved or ratified the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the

interested trustees; and the contract or transaction is fair and reasonable to the Maui Historical Society.

Section 12.3 – Determination of Quorum:

Trustees or officers with any conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or the officers at which the contract or transaction is authorized, approved or ratified.

**ARTICLE XIII**

Exculpation of Trustees and Officers

No trustee or officer of the Maui Historical Society shall be liable for the negligence or misconduct of any other trustee or officer or for any loss or damage suffered by the Maui Historical Society unless such loss or damage is caused by the gross negligence or willful misconduct of such trustee or officer.

**ARTICLE XIV**

Indemnification of Trustees and officers

Section 14.1 Indemnification:

Members of the Board of Trustees shall be indemnified from liability in the manner and to the extent provided under Chapter 414D, Hawaii Revised Statutes.

Section 14.2 Insurance:

The Maui Historical Society shall purchase and maintain insurance on behalf of an individual who is or was a trustee, officer, or agent, against liability asserted against, or incurred by, the individual in that capacity, or arising from the individual's status as a trustee, officer, or agent, whether or not the Maui Historical Society would have the power to indemnify the individual against such liability under Chapter 414D, Hawaii Revised Statutes.

**ARTICLE XV**

Alternate Dispute Resolution

In the event of any dispute that threatens the continued effective operation of the Board of Trustees, all trustees shall participate in mediation to resolve the dispute.

**ARTICLE XVI**

Inspection of By-Laws

The Maui Historical Society shall keep in its principal office the original or a copy of the By-Laws as amended, certified by the Secretary, which shall be open to inspection by the membership at all reasonable times during office hours.

**ARTICLE XVII**

Amendments

Section 17.1 – Procedures:

Subject to the notice requirements in Section 4.3, these By-Laws may be amended or repealed at any annual or special meeting of the membership by the affirmative vote of two-thirds (2/3) of the members present at a meeting called and held for such a purpose, provided a quorum of twenty-one (21) members is present.

Section 17.2 – Written Proposals:

Proposed written amendments to these By-Laws shall be provided to each member at least one (1) month before the meeting at which such amendments are voted upon.

**ARTICLE XVIII**  
Corporate Dissolution

In the event of dissolution of the Maui Historical Society, all of the assets of the Society after payment of its just debts shall be transferred or distributed to an organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ADOPTION**

Approved at the Annual Meeting of \_\_\_\_\_

\_\_\_\_\_  
President, Donna Ting

\_\_\_\_\_  
Vice-President, Don Reeser

\_\_\_\_\_  
Secretary, Brian Moto

\_\_\_\_\_  
Treasurer, Luise Braun