

HAWAII BY-LAWS OF Maui Camera Club, Inc.

- I. INCORPORATION.** It is recognized that Maui Camera Club, Inc. ("Corporation") is a duly organized corporation authorized to do business in the State of Hawaii, ("State of Formation") by its Articles of Incorporation or similar registered documents.
- II. STATE LAW.** The Corporation is organized under the relevant laws of the State of Hawaii, and except as otherwise provided herein, the Statutes shall apply to the governance of the Corporation.
- III. PURPOSE.** The purpose of the Corporation is to engage in any lawful activity for which corporations may be formed.
- The objects of this corporation shall be:
- a) To encourage and foster the art and appreciation of photography; and
 - b) To promote fellowship among its members through photography.
- IV. MEMBERS.** There shall be only active memberships.
- a) Active Membership. Any person who subscribes and supports the objects and purposes of the corporation and who shall apply for membership, may be admitted as a member of the corporation by the majority vote of the Board of Directors.
 - b) Record of Membership. The Secretary shall keep a list of the members of the corporation.
- V. DUES, FEES, AND DURATION OF MEMBERSHIP.**
- a) The membership dues shall an amount set annually by the Board and approved by membership.
 - b) Any member failing to pay his dues within four (4) months shall be notified in writing by the Secretary. If the dues are not paid on or before thirty (30) days from the date of notification, said membership shall automatically terminate. Such former member, at the discretion of the Board, may be reinstated to membership upon his petition, and upon the payment of all his indebtedness to the club.

- c) The membership of any member may be terminated by the Board, for a reason which the Board may deem to be sufficient, by the votes of not less than three-fifths (3/5) of the Board members thereof. The action of the Board is final if no appeal to the club is taken and no arbitration is requested.
- d) The resignation of any member from this club shall be in writing (written or electronic notice, including email), addressed to the President or Secretary, and shall be accepted by the Board, provided that all indebtedness of said member to the club has been paid.

VI. MEETINGS OF MEMBERS.

- a) Annual Meetings. Meetings of Members shall be held at such place that may be determined from time to time by the Board of Directors of the Corporation. The purpose of the annual meeting shall be to elect the Board of Directors and decide on any other business activities and/or corporate decisions.

An annual meeting must be held within thirteen (13) months after the last annual meeting or the date of the original organization of the Corporation. If an annual meeting has not been made within such time, then any Member or Director may demand a meeting to be held within thirty (30) days after proper notice has been made.

- b) Special Meetings. Unless otherwise proscribed by statute, special meetings of the Members may be called by any of the following:
 - President or Vice President.
 - 33% of the Board of Directors.
 - 33% of the Members.

After a special meeting has been called, the Board of Directors shall decide its time and place within fourteen (14) days after the special meeting has been called.

- c) Regular Meetings. The regular monthly meetings shall be held at a time and place as determined by the Board.
- d) Outings. Outings will be held at various times at the discretion of the Board of Directors and due notice of such

outings shall be given the membership at least three (3) days prior to the event.

- VII. PLACE OF MEETINGS.** Annual and special meetings shall be determined by the Board of Directors. By default, such meetings shall take place agreed upon by the Board of Directors.

Such meetings may be attended by any of the following:

- In-person at a location agreed upon by the Board of Directors.
- Via remote communication, with the method to be determined by the Board of Directors.

All communication methods shall offer each attending Member the right to be present, vote on business matters, and provide their consent or dissent for any actionable item.

- VIII. DISSOLUTION.** The Corporation may only be dissolved in the following ways:

- 75% vote by the Board of Directors.
- 75% vote by the Members.

- IX. NOTICE OF MEETINGS.** Written notice shall be provided to each Member of any meeting that such Member is permitted to act in the form of a vote and/or offer their consent or dissent for any actionable item. Such written notice shall detail the time, place, remote access (if available), and in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, written notice of any meeting shall be given not less than ten (10) days and no more than sixty (60) days before the date of the meeting.

Notice of any meeting can be sent to the Members by any of the following methods.

- E-Mail or Text message.
- Mailing Address via United States Postal Service.
- Hand-Delivered.

- X. QUORUM.** A quorum, which represents the required number of individuals to be present to hold an annual or special meeting, shall be all of the following:

- 50% of the Board of Directors being present.
- 25% of the Members being present.

Upon meeting the requirements of the quorum, the attending individuals of the meeting shall be able to act and make decisions for the Corporation.

XI. ACTIONS OF THE CORPORATION. Actions made on behalf of the Corporation must be:

- Made with a Meeting ONLY. Any action required to be taken, or which may be taken at any meeting, whether annual or special, must be taken with a meeting, in accordance with these By-laws. A meeting can be in person or by remote communication.

XII. CORPORATE SEAL. This Corporation DOES NOT HAVE a Corporate Seal.

XIII. EXECUTION OF DOCUMENTS. All contracts, checks, drafts, demands for money, notes, and other legal instruments or rights of any nature of the Corporation may be signed by any one of:

- President.
- Treasurer.
- Secretary.

XIV. INDEMNIFICATION. Subject to any applicable statute, any Director or Officer of the Corporation shall BE FULLY INDEMNIFIED and held harmless by the Corporation. This includes, but is not limited to, a party to any action, suit, or proceeding, by reason of the fact of being a testator or intestate representative, is or was a Director, Officer, Agent, or Employee of the Corporation. The Corporation shall provide actually and necessarily incurred in connection with such action, suit, or proceeding. Notwithstanding the foregoing, no indemnification shall be made by the Corporation of any judgment or other final determination, if the acts were committed in bad faith or were the result of active or deliberate fraud, dishonesty, or clear and gross negligence.

XV. AMENDMENTS. These By-laws may be amended by:

- 66% vote of the Board of Directors and 66% vote of the Members present at an annual or special meeting.

XVI. STOCK CERTIFICATES. The Corporation DOES NOT provide shares of stock.

XVII. DIRECTORS. The Corporation shall be managed by seven to nine (7-9) Directors, who together constitute the Board of Directors.

- a) Nomination. The Board of Directors shall be elected by the Members at the annual meeting by the vote of Members present. Each Director will serve a term of two (2) years unless removed by the Members or upon the Director's resignation.
- b) Quorum. It is required that a majority of the Board of Directors be present to be considered a quorum.
- c) Regular Meetings. By resolution and after the annual meeting, the Board of Directors may provide a time and place to meet without notice other than that resolution.
- d) Special Meetings. Special meetings may be demanded by any Officer or Director of the Corporation. Such demand must be made by submitting written notice via remote communication and by providing at least ten (10) days' notice.
- e) Remote Communication. One or more Directors may participate in meetings of the Board or a committee of the Board by any communication, including video teleconference, by means of which all participating Directors can simultaneously hear each other during the meeting. Participation in this manner shall constitute presence in person at such meeting.
- f) Conflict of Interest. If any vote, either during a regular meeting, special meeting, or any other corporate action takes place and a Director has a conflict of interest, such interest shall invalidate their vote.
- g) Board of Director Actions. A majority of the total number of Board of Directors shall constitute a quorum for the transaction of all business matters, including policy adoption for events, exhibitions and competitions. The act of a majority of Directors present at any meeting at which a quorum is present shall be considered an action taken by the entire Board of Directors, except as provided by law, the Articles of Incorporation, or these By-laws. Each Director present shall have one vote.

- h) Removal. Any Director or the entire Board of Directors may be removed at any time with or without cause by a majority of the Members attending a meeting for such purpose.
- i) Vacancies. Except as otherwise provided by law, any vacancy in the Board of Directors occurring by reason of an increase in the authorized number of Directors or by reason of the death, withdrawal, removal, disqualification, inability to act, or resignation of a Director shall be filled by the majority of Directors then in office. The successor shall serve the unexpired portion of the term of his or her predecessor. Any Director may resign at any time by giving written notice to the Board or the Secretary.
- j) Committees. The Board of Directors, by resolution, may create one or more committees, (such as a Financial Review) each consisting of one or more Directors. Each such committee shall serve at the pleasure of the Board. All provisions under the statutes and these By-laws relating to meetings, action without meetings, notice, and waiver of notice, quorum, and voting requirements of the Board of Directors shall apply to such committees and their Members.
- k) Consent in Lieu of Meetings. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting of all members of the Board or committee, as the case may be, should there be consent thereto in writing, with such writing or writings to be filed with the minutes of the proceedings of the Board or committee.
- l) Compensation. The Board of Directors shall have the authority to fix the compensation of Directors. A fixed sum and expenses of attendance may be allowed for each regular or special meetings of the Board, including their services as a member of committees of the Board.

XVIII. CONFLICT OF INTEREST. A Director of the Corporation has a conflict of interest if the Director has an existing or potential business, financial or personal interest or holds an elected or appointed position that could impair or might reasonably appear to impair the exercise of independent, unbiased judgment in the discharge of his or her responsibilities to the corporation. A conflict will be deemed to exist if the business, financial or personal interest or elected or appointed position is held by the Director or by a family member (spouse, parent, siblings, children or another

close relative), or any organization in which the Director; or family member as defined, is an officer, Director, or employee. If the Director in question disputes as to whether a conflict of interest is present, the matter shall be decided by a majority vote of the Board of Directors.

XIX. OFFICERS. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time appoint, including one or more Vice Presidents and such other officers as it deems advisable. Each such officer shall exercise such powers and perform such duties as shall be set forth herein and such other powers and duties as may be specified from time to time by the Board of Directors. The officers of the Corporation shall be elected by the Board of Directors. Each of the president, and or any vice presidents may have powers that are only delegated to them by the Board of Directors.

- a) President. The President shall be the chief operating officer of the Corporation and shall have full responsibility and authority for management of the day-to-day operations of the Corporation. The President shall be an ex-officio member of all committees and shall have the general powers and duties of management and supervision usually vested in the office of President of a corporation.
- b) Vice President. The Vice President shall discharge the duties and perform the functions of the president in the absence or disability of the President.
- c) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall have responsibility for the custody of the corporate funds and securities, to keep full and accurate records and accounts of receipts and disbursements in books belonging to the Corporation and shall keep the monies of the Corporation in a separate account in the name of the Corporation. The Treasurer shall provide to the President and Directors, at the regular meetings of the Board, or whenever requested by the Board, an account of all financial transactions and of the financial condition of the Corporation.
- d) Secretary. The Secretary shall attend all meetings of the Board and all meetings of the Members and shall act as clerk thereof and record all the votes of the Corporation and the minutes of all its transactions to be kept for that

purpose and shall perform like duties for all committees of the Board of Directors when required. The Secretary shall give, or cause to be given, a notice of all meetings of the Members and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision the Secretary shall be. The Secretary shall maintain the records and minutes and may attest any instruments signed by any other officer of the Corporation.

The officers of the Corporation shall hold office until their successors are chosen and have qualified or until their earlier resignation or removal. Any officer or agent elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office as a result of death, resignation, removal, or otherwise shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors present at such meeting. Any and all compensation of officers of the Corporation shall be fixed by the Board of Directors.

XX. CERTIFICATION. The original, or a copy of these By-laws, as amended or otherwise altered to date, certified by the Secretary, shall be kept at the Corporation's principal executive office and shall be open to inspection by the Members of the Corporation, at all reasonable times during office hours.

By the signature below, these By-laws are hereby certified to be a complete and correct copy of the above-named Corporation, duly adopted by the initial Board of Directors on _____, 20____.

By: _____ Date: _____

Print Name: _____ Title: _____