

Changes noted below to be voted on by HBEA membership at the Nov. 19, 2011 Fall Conference.

**HAWAI'I BUSINESS EDUCATION ASSOCIATION  
CONSTITUTION AND BY-LAWS**

Revised, ~~February 26, 2011~~ November 19, 2011

**ARTICLE I – Name**

The name of this professional organization shall be the **HAWAI'I BUSINESS EDUCATION ASSOCIATION**; hereinafter referred to as **HBEA** or the Association.

**ARTICLE II-Purpose**

The purpose of the Hawai'i Business Education Association shall be to promote Business Education in the State of Hawai'i.

**ARTICLE III-Membership**

**SECTION 1.** There shall be five types of memberships: regular, student, honorary, corporate and retired.

**SECTION 2. Regular membership.** Any person previously or presently employed as a teacher, administrator, or supervisor with an interest in Business Education shall be eligible for regular membership. Regular members are classified as voting members.

**Lifetime membership.** Individuals who have shown exemplary service to HBEA may be granted lifetime membership and shall be entitled to all the benefits of regular membership. Lifetime memberships are granted by a majority vote of the Executive Committee.

**SECTION 3. Student membership.** All graduate and undergraduate students interested in Business or Education shall be eligible for student membership when enrolled in an institution for higher learning. Student members are classified as non-voting members.

**SECTION 4. Honorary membership.** Individuals who have made significant contributions to Business Education may be granted honorary membership as determined by a majority vote of the Executive Committee. Honorary members are classified as non-voting members.

**SECTION 5. Corporate membership.** Individuals, businesses, and organizations who service and/or offer support of Business Education may join as corporate members. Corporate members are classified as non-voting members.

**SECTION 6. Retired membership.** Any person who previously was a regular member of HBEA for five (5) consecutive years prior to retiring and is retired shall be eligible for retired membership. Retired members are classified as voting members.

**SECTION 7.** Annual membership to HBEA is accomplished by eligible applicants applying for membership by submitting the application form, and paying of annual dues to the Membership Chair.

**SECTION 8.** Individual membership to the **National Business Education Association (NBEA)/Western Business Education Association (WBEA)** is accomplished by paying the yearly NBEA/WBEA dues directly to NBEA. Membership in NBEA automatically provides membership in its western regional affiliate WBEA. HBEA urges and promotes such membership status on the part of all members.

#### **ARTICLES IV-Organization**

**SECTION 1.** There shall be an Executive Board (Board) which shall be the governing body of the Association. All members of the Executive Board shall be members of the Hawai'i Business Education Association (HBEA), the Executive Committee is encouraged to be members of NBEA/WBEA and the President, President-elect and Membership Chair shall be members of the National Business Education Association (NBEA)/Western Business Education Association (WBEA).

**SECTION 2.** The Executive Board shall be composed of the Executive Committee—the officers of the Association (President, President-elect, Vice President, Secretary, and Treasurer), the immediate past president, and the historian—and committee chairpersons. Each member of the Executive Committee shall have one (1) vote on the Board. Thus, there are a total of seven (7) voting members on the Executive Board. Any officer, past president, or historian who is presiding over the Board meeting shall have the right to vote. All committee chairpersons shall be ex-officio, non-voting members of the Executive Board.

**SECTION 3.** It shall be the duty of the Executive Committee to take the initiative in determining the policies of the Association.

**SECTION 4.** If the President is unable to serve after the term has started, the immediate Past President shall serve as President until any Past President of the Association is selected by the Board to serve the remainder of the term. All other vacancies on the Executive Committee which occur after the term has started shall be filled by a majority vote of the Executive Committee. Any officer will be declared unable to serve and the position considered vacant by a two-thirds (2/3) vote of the Executive Committee.

**SECTION 5.** The officers of the Association shall be President, President-elect, Vice President, Secretary, and Treasurer.

**SECTION 6.** The Executive Committee of the Association shall be the officers, the past president, and the historian.

**SECTION 7.** The fiscal year of the Association shall be from July 1 through June 30.

**SECTION 8.** The representatives from HBEA to the Western Business Education Association Executive Board meeting shall be the President and the President-elect. If the President and/or the President-elect cannot attend the WBEA Executive Board meeting, the HBEA Executive Committee by a majority vote shall appoint the representative(s).

#### **ARTICLE V-Affiliation**

**HBEA** shall be affiliated with the National Business Education Association and its western regional affiliate, the Western Business Education Association.

#### **ARTICLE VI-Meetings**

HAWAI'I BUSINESS EDUCATION ASSOCIATION  
CONSTITUTION AND BY-LAWS  
Revised, Feb. 26, 2011

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- SECTION 1.** This Association shall meet at least two (2) times during the fiscal year and may transact any business of the Association.
- SECTION 2.** Special membership meetings may be called at any time by a majority vote of the Executive Committee.
- SECTION 3.** The President or a majority vote of the Executive Committee shall call the meeting of the Executive Board. Date, time, location and agenda for the meeting shall be communicated to Board members no later than one week before the meeting.
- SECTION 4.** Committee meetings shall be called by their respective chairpersons.

**ARTICLE VII-Amendments**

Amendments to the Constitution and the Bylaws of this Association shall be made only at regular meetings thereof, when approved by a two-thirds (2/3) vote of the cast ballots. No proposition to amend shall be acted upon unless written notice thereof has been given to the Chairperson of the Constitution Committee at least thirty (30) days prior to a regular meeting. A copy of such a proposition shall be announced in the Association's newsletter or online posting or by email no later than 21 days prior to the next regular meeting at which the amendment is to be voted upon. Members not present will be sent absentee ballots upon request to the Chairperson of the Constitution Committee no later than 15 days prior to the regular scheduled meeting at which the proposition will be presented. Completed absentee ballots must be returned or postmarked at least fourteen (14) days prior to the meeting. Proxy voting is not allowed. Approved amendments shall be immediately effective unless otherwise stated.

**ARTICLE VIII-Quorum**

- SECTION 1.** Twenty (20) voting members present at Association meetings shall constitute a quorum authorized to transact any business duly presented at any meeting of the Association. Proxy voting is not allowed.
- SECTION 2.** ~~Five (5) voting members present~~ Two-thirds (2/3) of the filled positions of the Executive Committee shall constitute a quorum of the Executive Committee; Proxy voting is not allowed.
- SECTION 3.** A majority of the members on each Standing Committee shall constitute a quorum of that Standing Committee. Proxy voting is not allowed.

**Comment [RK1]:** Proposal to help HBEA's Executive Committee establish a quorum so the Committee can vote on motions. Currently there are seven positions and six are filled.

**BYLAWS**

Revised, ~~January 29, 2005~~ November 19, 2011

**ARTICLE I-Nature of Organization**

- SECTION 1.** The Hawai'i Business Education Association is a non-profit educational association whose primary source of income shall be HBEA membership dues and fees for educational-related activities.
- SECTION 2.** Other income may be derived from such additional sources as may be authorized by the Executive Committee.
- SECTION 3.** All Association income shall be deposited with the Treasurer. All Association funds shall be expended as designated by the majority vote of the Executive Committee.

## ARTICLE II-Duties of Officers/Executive Board

The Executive Board is the governing body of the Association. It shall consist of no less than seven (7) members:

1. The Executive Committee (official, voting members)
  - a. Officers of the Association (President, President-elect, Vice President, Treasurer, and Secretary)
  - b. Past President
  - c. Historian
2. Committee Chairpersons (ex-officio, non-voting members)

**SECTION 1. *President:*** The President shall preside at all meetings and enforce all bylaws and policies relating to the administration of the Association. The President shall appoint all Committee Chairpersons with the majority approval of the Executive Committee. The President shall call a transition meeting of the Executive Board before the end of the fiscal year for current and incoming officers and committee chairs. The President shall be a member of NBEA/WBEA during his/her term of office.

**SECTION 2. *President-elect:*** The President-elect shall succeed to the office of the President at the expiration of the President's term of office. The President-elect shall prepare a proposed budget for his/her term as President and present the budget to the Executive Board at the transition meeting prior to assuming the Presidency. The President-elect shall assume other duties that the President or Executive Committee may delegate or assign. The President-elect shall be a member of NBEA/WBEA during his/her term of office.

**SECTION 3. *Vice President:*** The Vice President shall assist the president in preparing the calendar and planning the program for the year. The Vice President shall coordinate the activities of the various committees and assist the President and President-elect. The Vice President will serve as the current year's State Conference Committee Chair. The Vice President shall assume other duties that the President and Executive Committee may delegate or assign.

**SECTION 4. *Secretary:*** The Secretary shall keep an accurate record of all the meetings of the Executive Board, timely distribute a copy of the minutes and agendas to each of the Executive Board members, and archive/destroy records according to the HBEA retention schedule.

**SECTION 5. *Treasurer:*** The Treasurer shall serve a term of two (2) years and shall receive and disburse the funds using a checking account in the name of the Association. The Treasurer may keep a \$50.00 petty-cash fund for payments and purchases of items less than \$10.00. The Treasurer shall submit a report of the receipts and the expenditures and balance on hand at each meeting and/or request of the President. The Treasurer shall assist the President-elect in preparing a statement of the proposed annual budget.

**SECTION 6. *Past President:*** The immediate Past President is an official, voting member of the Executive Board. The Past President shall offer assistance to the incoming officers. The Past President shall assist the President in an advisory capacity and shall also serve as Chairperson of the Nominating Committee.

**SECTION 7.** *Historian:* The Historian is an official, voting member of the Executive Board. The Historian position shall be filled by the prior year's past president. The Historian shall assemble and maintain a compilation of documents, reports and records adjudged to be of prime importance to the Association and shall provide from these historical data any information required by the officers and/or the Executive Board. The Historian will have a display at the Annual State Conference.

#### **ARTICLE III-Election of Officers**

**SECTION 1.** Any candidate for the office of President-elect and Vice President must have served on the HBEA Executive Board for one (1) full year as an active member (participating in at least three-fourths [3/4] of the activities and meetings) within the last ten (10) years at the time of nomination. The election of officers shall be conducted by ballot at a scheduled membership meeting. Every voting member who attends the meeting shall be given a ballot to elect the officers for the following fiscal year. Ballots may be marked and deposited in a ballot box at the meeting or mailed by a deadline. Voting members not present will be sent absentee ballots upon request to the Chairperson of the Nominations Committee no later than 15 days prior to the regular scheduled meeting at which the elections will take place. Completed absentee ballots must be returned or postmarked at least fourteen (14) days prior to the meeting. Proxy voting is not allowed. Upon receipt of the ballots, the Nominations Committee shall count the votes and notify all candidates of the results. Nominees must receive 50% + 1 vote (majority) of the votes cast to be declared elected to the office. The membership shall be informed of the results through the Newsletter or online posting.

**SECTION 2.** The newly elected officers shall assume their duties on July 1.

**SECTION 3.** All officers shall serve an elected term of one (1) year with the exception of a two (2)-year term for the office of Treasurer (effective for Treasurer term beginning July 1, 2006).

#### **ARTICLE IV-Dues**

The Executive Committee shall determine the annual dues.

#### **ARTICLE V-Committees and Appointments**

**SECTION 1.** The President, with the majority approval of the Executive Committee, shall appoint the Chairperson for each Standing Committee.

**SECTION 2.** The President, with the majority approval of the Executive Committee, may also establish other Ad hoc or Special Committees as needed to carry out the purposes of this Association.

**SECTION 3.** The Standing Committees and their general purposes include:

- (a) *Aloha and Hospitality Committee:* The general purpose of this Committee is to promote fellowship and goodwill among the members of the Association. The committee members will greet members who attend the meeting and introduce them to each other, prepare a list of new members and introduce them at each meeting, arrange for refreshments for all general membership meetings and workshops, and make any special arrangements on behalf of the Association for visiting dignitaries who represent Business Education. This committee will also acknowledge events involving members of the Association.

- (b) **Awards Committee:** The purpose of this Committee is to recommend award categories and criteria. Upon approval of the Executive Committee the Awards Committee shall distribute information about the award, collect the nominations, and make a recommendation to the Board for approval of the awardees. The Committee will be responsible for ordering the awards and presenting them at an HBEA meeting and/or HBEA-recognized function.
- (c) **Constitution Committee:** The purpose of this Committee is to review the Constitution and Bylaws of this Association and to recommend revisions when necessary in keeping with the purpose of HBEA.
- (d) **Education Committee:** The purpose of this Committee is to assist the Vice President in planning workshops in the teaching methodology and strategies related to Business Education.
- (e) **Fall Conference Committee:** The purpose of this Committee is to make all the necessary arrangements for the annual HBEA Fall Conference. This Committee will select a site and theme for the conference. The Committee will be responsible for overseeing all aspects of the Conference and submitting a final report to the Board.
- (f) **Legislative Committee:** The purpose of this Committee is to monitor any legislative matters that affect Business Education and/or educators. The Committee Chair will coordinate any visitation and/or meeting relating to legislative issues. This Committee Chair will also work closely with the WBEA and NBEA Legislative Directors.
- (g) **Membership Committee:** The primary purpose of the Membership Committee is to recruit members for the Association. This Committee will provide the Secretary and Newsletter Editor with a current HBEA membership mailing list. It shall be the responsibility of this committee to compile an HBEA membership directory for distribution to members as soon as possible after the Association's State Conference. The Membership Committee Chair shall be a member of the NBEA/WBEA during his/her term of office.
- (h) **Newsletter Committee:** The primary purpose of the Newsletter Committee is to publish at least three (3) newsletters within the fiscal year to the HBEA membership. The Committee will be responsible for soliciting articles and pictures from the Board, editing the articles, and distributing the newsletter.
- (i) **Nominations Committee:** This Committee shall present a slate of officers at the Annual State Conference or scheduled membership meeting for the following offices: President-elect, Vice President, Secretary, and Treasurer. Any member of the Association may take nominations in writing to the Nominating Committee. Nominations may also be made from the floor at the time the Nominating Committee presents its slate of nominees. In case of a tie on the first ballot for any one of more offices, a new election shall take place at once for the particular office or offices. The Nominations Committee shall be responsible for notification to nominees and members of the election results. The Nominations Committee shall also be responsible for planning, budgeting and implementing the installation of officers.
- (j) **Public Relations Committee:** This Committee is responsible for publicity concerning Association activities and will seek every opportunity to publicize the relevant activities and events of the Association in using appropriate media channels.

- (l) **State Conference Committee:** The purpose of this Committee is to make all the necessary plans for the annual HBEA State Conference. This Committee will select a site for the Conference and choose a theme for the Conference. This Committee will be responsible for presenting a program of not less than one (1) day for the members of the Association. The State Conference Committee Chair will be the current HBEA Vice President in the current year.
- (m) **Ways and Means Committee:** The purpose of this Committee is to introduce programs to finance the HBEA activities and to develop reserve funds for projected activities of the Association.

**SECTION 4.** Each Committee will be represented by either the Chairperson or a member of the Committee at each Executive Board meeting.

**SECTION 5.** Each Committee Chairperson will be responsible for creating a Program of Work (POW) by July 1, making a progress report at each Executive Board meeting, keeping minutes of any Committee meeting held, keeping a record of expenses needed to carry out the functions of the Committee, and preparing a year-end report as part of the Program of Work of all Committee activities with budgeted and actual expense amounts. All Committee records are to be turned over to the President at the end of the term of office.

#### ARTICLE VI-Parliamentary Procedures

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Constitution, Bylaws, and any special rules of order the Association may adopt.

#### ARTICLE VII-~~Dissolution of Assets~~Prohibited Activities and Dissolution

~~In the event of dissolution, any remaining assets shall be distributed to entities organized and operated exclusively for charitable, educational or scientific purposes qualifying as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.~~

SECTION 1. Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue law.

SECTION 2. Upon the dissolution of this Association, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

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Comment [RK2]: Recommended wording from IRS notices to HBEA.