

ASSOCIATION OF HAWAIIAN EVANGELICAL CHURCHES
Hawai'i Conference United Church of Christ

THE BYLAWS
(Revised June 12, 2025)
‘Aha Nā Kai ‘Ewalu, Lihue Parish Hall
Lihue, Hawai‘i, 96766

ARTICLE I – MEMBERSHIP

1.1 **MEMBERSHIP** The Association shall have two (2) classes of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

1.1.1 **REGULAR MEMBERSHIP** The Regular Membership of this Association shall include the following:

1.1.1.1 Any church within the boundaries of this Association that expresses its Christian Faith in native Hawaiian cultural forms as expressed in the Constitution of this Association.

1.1.1.2 Any Kahu who holds standing in this Association.

1.1.1.3 The officers of this Association.

1.1.1.4 Chairperson of all Committees in this Association.

1.1.1.5 Voting Rights of Members defined in Section 1.3

1.1.2 **ASSOCIATE MEMBERSHIP** The following persons serving in an AHEC church shall be Associate Members of this Association upon a majority vote of any regular members presiding at any meeting of the membership:

1.1.2.1 A minister of the United Church of Christ holding standing in an Association or Conference other than the Hawai'i Conference.

1.1.2.2 The Conference Minister/Associate Conference Minister of the Hawai'i Conference United Church of Christ. But unless they otherwise have standing under 1.1.1.

1.1.2.3 A minister serving a church under Privilege of Call.

1.1.2.4 An ordained minister holding standing in another denomination while serving as a minister in a church of an Association of the Hawai'i Conference United Church of Christ.

1.1.2.5 A member in good standing of any Conference Church of the United Church of Christ.

1.1.2.6 Such other persons who may be designated as Associated Members by the membership

1.1.2.7 Recognized Partnership Ministries as defined by Article II herein.

1.1.2.8 Voting Rights of Members defined in Section 1.3.4

1.1.3 **AUTONOMY OF MEMBER CHURCHES** The Association recognizes the autonomy of the local church. Therefore, a church that is a member of this Association shall have a voice in the affairs of this Association and shall be expected to enter fully into the life and work of this Association, to be faithful to that life, and to serve in its mission.

1.2 **PRIVILEGES AND RESPONSIBILITY OF MEMBERSHIP** All members of this Association shall have a voice in the affairs of this Association and shall be expected to enter fully into the life and work of this Association, to be faithful to that life, and to serve in its mission.

1.2.1 **NA EKALIESIA (Churches)**

1.2.1.1 **Mau Noa (Freedom)** The autonomy of the local church is inherent. Nothing in the Constitution and Bylaws of this Association shall destroy or limit the right of any local church.

1.2.1.2 **Mau 'Ohana (Fellowship)** All actions, decisions, and advisories emanating from the 'Aha Nui (General Synod) and the 'Aha Pae'aina and the 'Aha Na Kai 'Ewalu shall be given proper and prayerful consideration by every member church.

1.2.1.3 **Mau Kuleana (Responsibility)** Each church is expected to fulfill its membership responsibility by paying the per capita assessments as determined by these Bylaws and/or by the 'Aha Na Kai 'Ewalu to continue membership.

1.2.2 **NA KAHU (Ministers)** This Association recognizes that God calls certain persons to full and part-time service for various forms of ministry in the Church. This calling is 'apono (affirmed) by ordination and/or other appropriate service of installation refer to applicable portions of the Buke Lawelima with reference to the Manual on Ministry as needed and respect Hawaiian Cultural Values make appropriate recommendation (s) to the Association The Kahu of the Association, then, shall be recognized with the title affirmed by the rite of installation.

1.2.2.1 **Kahu La'a** The Kahu La'a, having fulfilled the requirements for ordination shall refer to applicable portions of the Buke Lawelima

with reference to the Manual on Ministry as needed and respect Hawaiian Cultural Values make appropriate recommendation (s) to the Association shall be entitled to all the rights and privileges pertaining to that office and be expected to participate fully in the life and work of the Association.

1.2.2.2 **Kahu Pono** The Kahu Pono, having fulfilled the requirements for recognition as a Minister sanctioned by the Association and/or having fulfilled the requirements for licensing as a Licensed Minister shall refer to applicable portions of the Buke Lawelima with reference to the Manual on Ministry as needed and respect Hawaiian Cultural Values make appropriate recommendation (s) to the Association shall be entitled to all the rights and privileges pertaining to that office and be expected to participate fully in the life and work of the Association.

1.2.2.3 **Kahu Hiki** The Kahu Hiki, serving a Church of the Association in a specific ministry shall be entitled to all the rights and privileges pertaining to that office and be expected to participate fully in the life and work of the Association.

1.3 VOTING RIGHTS OF MEMBERS

1.3.1 Each church, as defined in Section 1.1.1.1 of these Bylaws, shall have one vote for each delegate that a church is entitled to send to a meeting as defined in Article III hereof.

1.3.2 Kahu, as defined in Section 1.2.2.1 and 1.2.2.2 of these Bylaws representing a church shall have one (1) vote per church.

1.3.3 All Retired Kahu in good standing with this Association shall have one (1) vote.

1.3.4 All members of the Board of Directors or representative of a Partnership Ministry: State Sunday School Association, Hawaii Pacific Islander and Asian American Ministries, Pacific Justice and Reconciliation Center, Kamehameha Schools, and the Christian Endeavor of Hawaii; and chairpersons of the Standing Committees shall each have one (1) vote.

1.3.5 Associate Members of this Association, and any new representative of a Partnership Ministry, shall have a right to voice their thoughts and opinions in the affairs of this Association but shall not have the right to vote.

1.3.6 Members must be present at a meeting to vote.

- 1.4 TERMINATION OF MEMBERSHIP** The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. A church that does not meet its Mau Kuleana under Section 1.2.1.3 herein and for which a ho'oponopono process by the Aha Nā Kai 'Ewalu has failed, in the sole discretion of the Board of Directors, to redress the problem may be expelled from membership as established in this Section 1.4.
- 1.5 RESIGNATION OF MEMBER** Any member may resign from the membership in this Association by filing a written statement to that effect with the Secretary, but such termination shall not relieve the member of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

ARTICLE II-PARTNERSHIP MINISTRIES

- 2.1 RECOGNITION OF PARTNERSHIP MINISTRIES** The Association, in the event that another organization agrees with the purposes of the Association as stated in the Constitution of this Association, may recognize such an organization as a Partnership Ministry and by a majority vote of the Board of Directors invite such an organization to become an Associate Member of this Association.
- 2.2 ROLE OF PARTNERSHIP MINISTRIES AS MEMBERS** Partnership Ministries, which have standing in this Association as recognized under Section 2.1 herein, shall promote the purposes and programs of this Association and cooperate in its mission.

ARTICLE III - MEETINGS OF MEMBERS

- 3.1 'AHA NĀ KAI 'EWALU (Annual Meeting)** The Aha Nā Kai 'Ewalu shall be the Annual Meeting of the Association and shall be held in the month of June in conjunction with the 'Aha Pae'āina (the Annual Meeting) of the Hawai'i Conference and prior to the 'Aha Makua (Business Session of the Annual Meeting).
- 3.2 'AHA HALAWAI (Regular Meetings)** Two regular meetings shall be held during the months of February and October of each year, with dates to be determined by the Board of Directors.
- 3.3 'AHA KUKA (Ecclesiastical Council Meetings)** The Board of Directors shall call an Ecclesiastical Council at the request of a majority of the members of the Committee on Ministry. An Ecclesiastical Council is a meeting of the Association called for the purpose of deciding ordained ministry and state of the churches.
- 3.4 'AHA KUKA (Ecclesiastical Council Meetings)** The Board of Directors shall call an Ecclesiastical Council at the request of a majority of the members of the Committee on Ministry. An Ecclesiastical Council is a meeting of the Association called for the purpose of deciding ordained ministry and state of the churches.

- 3.5 'AHA LA'A (Special Meeting)** A Special meeting(s) for fellowship or business of the Association may be called by the Board of Directors at the request of seven (7) or more churches.
- 3.6 PLACE OF MEETINGS** The Board of Directors may designate any place, either within or without the State of Hawai'i, as the place of meeting for any 'Aha Na Kai 'Ewalu, 'Aha Halawai, or 'Aha Kuka called by the Board of Directors. If no designation is made or if an 'Aha La'a be otherwise called, the place of meeting shall be the registered office of the Association in the State of Hawai'i; but, if all of the members shall meet at any time and place, either within or without call or notice, and at such meeting any corporate action may be taken.
- 3.7 KAHEA ANA (Notification)** The Board of Directors shall provide written notice of all meetings to the membership at least thirty (30) days prior to the date of the meeting. Said notice shall state the place, day, and hour of the meeting, as well as the purpose or purposes for which the meeting is called, and shall be delivered either personally, email or by mail.
- 3.8 KAHU ANA (Representation)** Each church shall be represented by two (2) lay delegates and a youth/young adult delegate who is 35 years of age or less at the time of meeting. Those Churches with more than one hundred (100) members shall be entitled to one (1) delegate for each additional fifty (50) or major fraction thereof. The total delegates from any one church shall not exceed seven (7). Members of the Board of Directors, representatives of recognized Partnership Ministries and Chairpersons of Standing Committees shall represent themselves.
- 3.9 KE KOHO ANA (Quorum)** A quorum for the transaction of business shall be declared when at least one-third (1/3) of the churches in the Association are represented.

ARTICLE IV-BOARD OF DIRECTORS

- 4.1 COMPOSITION OF THE BOARD OF DIRECTORS** There shall be a Board of Directors consisting of the following: The Officers of the Association;
- 4.1.2 One director from O'ahu, Kaua'i, East Maui, West Maui, East Hawai'i, West Hawai'i, and Moloka'i, who shall be elected at the Annual Meeting;
- 4.1.3 One representative from each of the following: State Sunday School Association; Hawai'i Pacific Islander and Asian American Ministries; Pacific Justice and Reconciliation Center; Kamehameha Schools; and Christian Endeavor of Hawai'i.
- 4.1.4 The chairpersons of standing committees.
- 4.2 TENURE** Each Director shall serve for a term of two (2) years and may not serve for more than (3) consecutive terms.

4.3 DUTIES AND RESPONSIBILITIES

- 4.3.1 The purpose of the Board of Directors is to set the direction for the Association in the pursuit of its purpose and mission and to submit to the Association for its approval at the 'Aha Na Kai 'Ewalu the program plans and budget for the attainment of the Association's goals.
- 4.3.2 The Board of Directors shall have the power to fill any vacancies in the Board or its offices, committees, and positions for the interim period until the next scheduled election or appointment by the affirmative vote of the majority of the Board of Directors then serving.
- 4.3.3 The Board of Directors shall issue calls for meetings of the Association.
- 4.3.4 The Board of Directors shall act for the Association between Association meetings and shall carry out those as instructed by the Association.
- 4.3.5 The Board of Directors shall have the power to designate any officer or agent to enter into any contract and deliver any instrument in the name of or on behalf of the Association provided such authority should be confined to specific instances.
- 4.3.6 The Board may endorse to the Conference Nominating Committee a candidate for the Hawai'i General Synod delegation.

4.4 MEETINGS OF THE BOARD

- 4.4.1 **Regular Meetings** The Board shall meet as needed and not less than four (4) times a year. A regular meeting of the Board of Directors shall be held without other notice than these Bylaws. The Board of Directors may provide by resolution the time and a place for holding additional meetings of the Board without other notice than such resolution. The Board may call for meetings and voting by video conferencing or by telephone conferencing, and may permit electronic voting.
- 4.4.2 **Special Meetings** Special meetings of the Board of Directors may be called by or at the request of the president or any three directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the **Pae'āina** Hawai'i, as the place for holding any special meeting of the Board called by them. The discussion and resolution will be limited to the item(s) which the Special Meeting was called for.
- 4.4.3 **Quorum** At all meetings of the Board of Directors a majority of the directors shall be necessary and sufficient to constitute a quorum for the

transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of

Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

- 4.4.4 **Notice** Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by electronic correspondence to each director at his or her address as shown by the records of the Association. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.
- 4.5 **Compensation and Reimbursement** Directors shall not receive any stated salary for their services as such, but by resolution of the Board reasonable expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and pay to directors rendering unusual or exceptional services to the Association special compensation appropriate to the value of such services.
- 4.6 **REMOVAL** Any Director may be removed from office at any time with or without cause by the affirmative vote of the majority of votes entitled to vote at any special meeting of the Board of Directors called for such a purpose.
- 4.7 **RESIGNATION** Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

ARTICLE V-OFFICERS

- 5.1 **OFFICERS** The Officers of this Association shall be members in good standing of a church that is a member of this Association. There shall be a PAPA MAKUA (Association Minister), a LUNA HO'OMALU (President), a LUNA HO'OMALU HOPE (Vice President), a KAKAU 'OLELO (Secretary), and a PU'UKU (Treasure). Only one (1) Executive Officer per church. The duties of the Officers shall be as follows:
- 5.1.1 **The PAPA MAKUA**
- 5.1.1.1 Shall be the spiritual leader of the Association and its chief executive and administrative officer, having general supervision over the work of the Association under the direction of the Board of Directors;
- 5.1.1.2 Shall be an ex-officio member of the Board of Directors and all other committees of the Association unless there are specific

provisions to the contrary stated in these Bylaws;

- 5.1.1.3 Shall serve as an ex-officio member of the Nominating Committee, without vote;
- 5.1.1.4 Shall be a minister in good standing of the United Church of Christ, nominated by the Board of Directors and elected by the Association at the 'Aha Na Kai 'Ewalu;
- 5.1.1.5 Shall serve a term of office of two (2) years, and there shall be no limit to the number of terms that may be served;
- 5.1.1.6 Shall be representative of the Association on the Conference Council of the Hawai'i Conference United Church of Christ; and,
- 5.1.1.7 Shall be accountable to the Association.

5.1.2 **The LUNA HO'OMALU**

- 5.1.2.1 Shall preside at meetings of the Association , the Executive Committee, the Board of Directors, and the 'Aha Na Kai 'Ewalu;
- 5.1.2.2 In consultation with the Association officers, shall propose the direction for the Association to the Board of Directors for its approval, and shall make an annual report to the Board of Directors and to the 'Aha Na Kai 'Ewalu;
- 5.1.2.3 Shall be an ex-officio member of all committees except the Nominating Committee and except where provisions to the contrary may be stated in these Bylaws;
- 5.1.2.4 May be elected for two (2) consecutive terms totaling four (4) years, and may be elected to another term if one (1) year has elapsed from the time that the person ended the prior term;
- 5.1.2.5 Shall represent the Association on the Conference Council of the Hawai'i Conference UCC;
- 5.1.2.6 Shall execute all contracts and other documents as ordered by the Association or Board of Directors; and,
- 5.1.2.7 Shall in alternating terms be a Kahu and a layperson.
- 5.1.2.8 After extensive searching, in the event an eligible nominee is not available, then a nominee from the other category may be presented.

5.1.3 **The LUNA HO'OMALU HOPE**

- 5.1.3.1 Shall perform the duties of Luna Ho'omalua in the event of his or her absence or inability to act, and such other duties as may be assigned by the Board of Directors; and,
- 5.1.3.2 May be elected for two (2) consecutive terms totaling four (4) years, and may be elected to another term if one (1) year has elapsed from the time that the person ended the prior term.

5.1.4 **The KĀKAU 'ŌLELO**

- 5.1.4.1 Shall maintain a permanent record of all meetings of the Association, Board of Directors, Executive Committee, and the 'Aha Na Kai 'Ewalu; Minutes are to be completed and sent to the Executive Committee within thirty (30) days.
- 5.1.4.2 Shall make an annual report to the Association including a roll call of all churches and Kahu participating in the Association and shall report all changes to the Association;
- 5.1.4.3 Shall issue notice of meetings as provided for in the Constitution and Bylaws; annually publish a roster of officers, directors, standing committee chairpersons and its members, and perform such other duties as may be required; and,
- 5.1.4.4 Shall serve a term of two (2) years and may be elected for two (2) consecutive terms totaling four (4) years, or until his / or her successor is elected and installed.

5.1.5 **The PU'UKŪ**

- 5.1.5.1 Shall receive all assets, contributions and assessments made for the work of the Association;
- 5.1.5.2 Shall make payments of funds as may be directed by the Board of the Directors or Association or donor gifts;
- 5.1.5.3 Shall at all time keep an accurate record of all transactions involving the various accounts entrusted to his or her care;
- 5.1.5.4 Shall submit a monthly report of the financial operations of the Association to the Board of Directors, and a full report to the 'Aha Na Kai 'Ewalu;
- 5.1.5.5 Shall perform other duties that usually pertain to the office or as directed by the Board of Directors;
- 5.1.5.6 Shall be an ex-officio member of the Finance Committee; and,

5.1.5.7 Shall serve a term of two (2) years and May be elected for two (2) consecutive terms totaling four (4) or until his / or her successor is elected and installed.

5.2 ELECTION OF OFFICERS Officers shall be elected for the terms designated in Article 5.1 and installed at the Annual Meeting of the Association.

5.2.1 An election shall be held at the 'Aha Na Kai 'Ewalu every year.

5.2.2 Election shall be either by secret ballot or, where there is only one (1) nominee for an office, by voice vote. A majority of the votes shall be sufficient to carry the election.

5.3 Any officer may be removed by a majority vote of the membership whenever in its judgment the best interest of the Association would be served thereby, except for the Papa Makua who may be removed by a majority vote of the Board of Directors.

5.4 RESIGNATION Any officer may resign upon submitting ninety (90) days' notice to the Kākau 'Ōlelo of the Association.

ARTICLE VI-COMMITTEES

The Standing Committees of this Association shall be the Executive Committee, the Committee on Ministry, the Nominating Committee, the Program Committee, the Finance Committee, and the Hua Mua Committee. Each committee will follow their Operating Policy & Procedures following board approval. The Board of Directors or the Association may appoint Special Committees as deemed advisable.

6.1 EXECUTIVE COMMITTEE There shall be an Executive Committee composed of the Luna Ho'omalū, Luna Ho'omalū Hope, Kākau 'Ōlelo, Pu'ukū, and Papa Makua.

6.1.1 The Executive Committee shall meet as needed. The Luna Ho'omalū may call special meetings. A minimum of three or more of the Executive Committee shall constitute a quorum.

6.1.2 The Executive Committee shall be the instrument of the Board of Directors between Board meetings and is empowered to carry out the duties of the Board and/or the Association.

6.1.3 The Executive Committee shall be no more than one (1) Executive Officer per membership church.

6.2 COMMITTEE ON MINISTRY

6.2.1 The Committee on Ministry shall consist of seven (7) members; three (3) of whom should be lay persons, and shall include one (1) person from each of the islands as stated in Article 3.9.2. Members who shall serve staggered

terms, are to be nominated by the Nominating Committee and elected at the 'Aha Na Kai 'Ewalu. Members shall serve for a term of three years beginning July 1 of the year elected, and may be elected for no more than two consecutive terms. In case of a vacancy, the Board of Directors shall appoint a replacement to fill the unexpired term.

6.2.2 The Committee on Ministry shall decide upon the frequency of meetings. It shall be responsible for matters relating to Kahu; Members in Discernment; ordination; granting, maintenance, transfer, and termination of ministerial standing; privilege of call; installation; commissioning; and granting, maintenance, and termination of local church standing; and shall, refer to applicable portions of the Buke Lawelima with reference to the Manual on Ministry as needed and respect Hawaiian Cultural Values make appropriate recommendation (s) to the association.

6.2.3 The Committee on Ministry, through development of programs for professional growth, continuing education, personal support and denominational relationships, shall be responsible for matters relating to the support of the Kahu in the Association and the recruitment and nurturing of students of Hawaiian ancestry interested in entering the ministry, as defined in Section 1.2.2 hereof.

6.3 NOMINATING COMMITTEE The Nominating Committee shall consist of three (3) members and be appointed by the Board of Directors to serve staggered terms of two (2) years each beginning on July 1 of the year appointed.

6.3.1 The Nominating Committee shall nominate one or more candidates for the offices of Luna Ho'omalulu, Luna Ho'omalulu Hope, Kākau 'Ōlelo, and Pu'ukū; one or more candidates for island representatives to the Board of Directors; and one or more candidates for the Committee on Ministry.

6.3.2 The names of the nominees, with information of their qualification, shall be submitted to member churches no less than one (1) month before the Annual Meeting.

6.3.3 Nominations may only be made from the floor at the Annual Meeting, if there is a vacancy in a position at that time, a second is provided, and motion approved by the body.

6.4 FINANCE COMMITTEE

6.4.1 There shall be a Finance Committee consisting of three (3) members, appointed by the Board of Directors to serve staggered terms.

6.4.2 The appointed term shall be three (3) years.

6.4.3 The Pu'ukū shall be an ex-officio member of the Finance Committee with the right to vote.

6.4.4 The Finance Committee shall present an Annual Budget to the Board of Directors for the next fiscal year.

6.5 NA LIMA HO`IKE E PROGRAM COMMITTEE

6.5.1 There shall be a Program Committee of seven (7) members, one (1) from each of the islands of Hawai'i, Maui, Moloka'i, 'Oahu, and Kaua'i, and one (1) youth delegate under 35 years of age, plus a representative from a recognized Partnership Ministry of this Association.

6.5.2 Each member of the Program Committee will serve a staggered three (3) year Term.

6.5.3 The Program Committee members shall help the local churches develop programs.

6.5.4 The program committee will review and evaluate the grant applications.

6.5.5 The grant applications that are denied will be presented to the BOD for final consideration.

6.6 HUA MUA COMMITTEE

The Hua Mua Committee exists to ensure that the Association of Hawaiian Evangelical Churches is truly self-governing and financially self-sustaining as written in the mission statement.

6.6.1 **COMMITTEE MEMBERS** Committee will be composed of five (5) members with terms of three (3) years that are staggered, or until replaced. Committee shall consist of a Chairperson, Secretary, and Three (3) at large members.

6.6.2 The Papa Makua and Pu`ukū are ex-officio members of the committee.

6.6.3 **PURPOSE** To develop capital campaigns to raise funds for financial sustainability and present proposed plans, visions, and recommendations to the Board of Directors.

6.7 SPECIAL COMMITTEES

6.7.1 Special Committees may be created by the Association or the Board of Directors to fulfill the purposes of the Association and/or represent the Association in other affiliated and/or non-affiliated organizations.

6.7.2 Duties and functions of the Committee will be delineated by the Board of Directors.

6.7.3 The term of the Committee will be determined at the time of formation.

- 6.8 CHAIRPERSONS** One member of each committee may be appointed chairperson by the Board of Directors of this Association, and/or to consider a committee recommendation.
- 6.9 QUORUM** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 6.10 RULES** Each committee may adopt rules of its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII-INDEMNIFICATION OF OFFICERS AND DIRECTORS

- 7.1 INDEMNIFICATION** Any person who is made a party to any action, suit or proceeding, civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, committee member, or a member of a member Church serving in a position at the request of the Association , shall be indemnified by the Association against the expenses (including amounts paid by way of judgement, and settlement and including attorney's fees) reasonably and necessarily incurred by him or her in connection with the defense of such action, suit, or proceeding, whether or not such defense shall be successful in whole or in part, or in connection with any appeal therein, or any settlement thereof, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such person is liable for willful misconduct in the performance of his or her duties.
- 7.2 AUTHORIZATION** Unless ordered by a court, any indemnification under Section 7.1 of this Article shall be made by the Association only if authorized in the specific case upon a determination that indemnification of the director, officer or committee member has met the applicable standard of conduct set forth in Section 7.1. The determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the proceeding; or (b) if a quorum is not obtainable, or, even if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Association; or (c) by a majority vote of the members; or (d) by the court in which the proceeding is or was pending upon application made by the Association or the director or officer or the attorney or other person rendering services in connection with the defense, whether or not he application by the director, officer, attorney, or other person is opposed by this Association.
- 7.3 ADVANCE PAYMENTS** Expenses incurred in defending any proceeding may be paid by the Association in advance of the final disposition of the proceeding as authorized by the Board of Directors in a particular case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that the director or officer is entitled to be indemnified by the Association as authorized in this Article VII.

7.4 OTHER RIGHTS The indemnification provided by this Article 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 or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

7.5 INSURANCE The Association shall have the power to purchase and maintain insurance on behalf of any director or officer of the Association, against any liability asserted against or incurred by the directors or officer's status as church, whether or not the Association would have the power to indemnify the director or officer against liability under this Article.

ARTICLE VIII-EXECUTION OF INSTRUMENTS

8.1 PERSONS AUTHORIZED Except as may be otherwise provided in the Constitution and Bylaws, or by resolution of the Board of Directors or by law, the person authorized to make and execute all written instruments of Association, including the checks, drafts, notes, bonds, acceptance, deeds, leases, and contracts shall be the Luna Ho'omalulu (President), the Luna Ho'omalulu Hope (Vice President), the Kākau 'Ōlelo (Secretary), the Papa Makua (Spiritual Leader), and the Pu'ukū (Treasurer).

8.2 CONTRACTS The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

8.3 CHECKS, DRAFTS, ORDERS, AND NOTES All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by any officer if the amount of the instrument is under one thousand dollars (\$1,000), or by the Pu'ukū and countersigned by the Luna Ho'omalulu, the Luna Ho'omalulu Hope, the Kakau 'Ōlelo or the Papa Makua of the Association if the amount of the instrument is one thousand dollars (\$1,000) or over.

ARTICLE IX-FINANCIAL MANAGEMENT

9.1 BUDGET A proposed Annual Budget as presented by the Finance Committee, approved by the Board of Directors, and distributed to the churches together with the notice of the Annual Meeting.

9.2 RECEIPTS

9.2.1 Uku Kumau (Dues) Each church member, as defined in Section 1.1.1.1

hereof, shall pay annual per capita assessment based on the total number members of that church. The Association shall establish the rate of assessment.

- 9.2.2 **Lulu (Offering)** An offering may be received at meetings of membership to support the work of the Association.
- 9.2.3 **Fund Raising** The Association may undertake special fund raising activities approved by the membership or Board of Directors.
- 9.2.4 **Deposits** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.
- 9.3. **DISBURSEMENTS** All disbursements shall be paid by the Pu'uku (Treasure) as may be directed by these Bylaws, the Board of Directors, or this Association.
- 9.4. **AUDITS** Within ninety (90) days after the close of each fiscal year, the Pu'ukū will submit to the Board of Directors an annual financial statement prepared in-house and verified as to accuracy by an authorized officer or member of the Board, who shall be appointed by the Board of Directors. Findings will be reported to the membership at the next meeting of the Association.
- 9.5. **GRANTS AND ENTITLEMENT** The Association may appoint a special committee to search and investigate grant and entitlements that may be available to the Association.
- 9.6. **GIFTS** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes as for any special purpose of the Association. The Board may appoint a Special Committee to receive and manage endowments and special gifts.

ARTICLE X-BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member, or his agent or his attorney may inspect all books and records of the Association for any proper purpose at any reasonable time.

ARTICLE XI-FISCAL YEAR

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

ARTICLE XII-PARLIAMENTARY AUTHORITY

All meetings of the Board of Directors, Committees, and the Association shall be conducted in accordance with the latest edition of Robert's Rules of Order, which shall be the parliamentary authority for all matters of procedure not covered by the Constitution or the Bylaws of this Association, as amended.

ARTICLE XIII-AMENDMENT AND REVIEW

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, if at least thirty (30) days written notice is given of the intention to alter, amend, or repeal or to adopt new Bylaws at such meeting. These Bylaws shall be reviewed every three (3) years.