Kauai Outdoor Circle ByLaws

Adopted July-1998 (Current in 2024)

**ARTICLE 1**

**NAME**

The name of this organization shall be The Kauai Outdoor Circle. The Kauai Outdoor Circle is a branch of the Outdoor Circle (Oahu).

**ARTICLE 2**

**OBJECTIVES AND PURPOSES**

Section 1. The Kauai Outdoor Circle is a volunteer organization established as a Hawaii non-profit corporation, whose purpose is to provide and promote environmental education in order to develop a more beautiful state, freeing it from disfigurement; conserving and developing its natural beauty.

Section 2. The aims of the organization shall include:

1. Assisting in landscape planning and the preservation and planting of trees along streets, highways and in parks, playgrounds, school grounds and other areas dedicated to public use.
2. Recommending removal of all unsightly fences and the clean-up of vacant lots. Working toward putting wires underground. Promoting community and youth education programs to enhance public awareness of Hawaii’s natural beauty.
3. Ridding Hawaii completely of Billboards and all other obstructive and unsightly outdoor advertising.
4. Promoting the development, growth and preservation of federal, state, county and private parks.
5. Stimulating a love of nature.
6. Conserving and developing the natural beauties of the landscape by encouraging the growth of flowering and other desirable plants.

**ARTICLE 3**

**GOVERNMENT**

Section 1. The Outdoor Circle and each of its branches shall be governed by the Charter of Incorporation granted by the State of Hawaii and the Bylaws, as amended from time to time.

**ARTICLE 4**

**MEMBERSHIP**

Section 1. General Policy. Membership in the Kauai Outdoor Circle shall not be denied or limited on the basis of race, creed, color, gender, disability or age.

Section 2. Classification. The Board of Directors shall determine classes of voing membership and their dues as needed.

Section 3. Membership Records. Current and historical records of the membership shall be kept by the Kauai Outdoor Circle.

Section 4. Vote by Members. All members in good standing who are present in person or by proxy at general meetings of the Kauai Outdoor Circle shall be entitled to vote on all questions presented for decision.

**ARTICLE 5**

**OFFICERS**

Section 1. Officers. The elected officers of the Kauai Outdoor Circle shall be: President, 1st Vice President, other Vice Presidents as needed, Secretary, Treasurer and 1 or more Advisors

Section 2. Election and Terms

1. The officers shall be elected at the Spring General Membership Meeting from a slate of at least one candidate for each office presented by the Nominating Committee. This slate shall be sent to all members in writing at least two weeks before the Spring General Membership Meeting. The officers shall assume their duties and serve from June 1 through the following May 31.
2. Each officer shall serve for a period of one year and may be reelected to the same office.
3. The President shall appoint officers to fill vacancies, with the approval and ratification of 2/3 of the current Executive Board.
4. All officers who are unable to attend a Board meeting, shall inform the Board in advance of the meeting unless already excused.
5. All officers may vote at board meeting.

Section 3. Duties of Officers.

1. President: The President shall preside at all general membership meetings, meeting of the Board and meetings of the Executive Committee. The President and the Treasurer shall sign all agreements required to be executed on behalf of Te Kauai Outdoor Circle; with the approval of the Executive Committee shall appoint all Standing Committees and special committee chairpersons and the Librarian/Historian; and shall be a non-voting ex-officio member of all committees with the exception of the Nominating committee.
2. Vice Presidents: In the absence or disability of the President, the prescribed duties shall be performed by the first vice-President or, in the absence or disability of the First Vice-President, the other officers in their respective order. In case of the absence or disability of all, a president *pro tem* shall be appointed by the Board. The Vice-President shall attend to such other duties as may be required by the Board and may serve as chairpersons of committees.
3. Treasurer. The Treasurer shall be responsible for the collection of all sums due The Kauai Outdoor Circle and the depositing of the same in the name of The Kauai Outdoor Circle with one or more financial institutions designated by the Board; shall disburse all funds under the direction of the Board; with the President shall sign all agreements which require execution on behalf of the Kauai Outdoor Circle, shall keep the business accounts and records of The Kauai Outdoor Circle current and in good order, which records shall be available, on request, for inspection by the Board and the auditor; and shall make regular monthly reports to the Board of Directors and an annual report to the membership. The Treasurer shall attend to such other duties as may be required by the Board.
4. Secretary: The Secretary shall keep a record of the minutes of all meeting of The Kauai Outdoor Circle, including minutes of all general membership meeting and all meetings of the Board and the Executive Committee; shall be the custodian of all records not expressly committed to the charge of another officer by these Bylaws or by the Board; and certify resolutions adopted and other actions taken by the Board from time to time as need. The Secretary shall attend to such other duties as may be required by the Board and may serve as chairperson of one or more committees.
5. Advisors: The advisor of advisors shall serve in an auxiliary capacity to the Board of Directors and may serve as chairpersons of committees.

**ARTICLE 6**

**BOARD OF DIRECTORS**

Section 1. Composition. The voting membership of the Board shall be comprised of all elected officers, the chairperson of each standing committee and the Librarian/Historian. All Board members must be members in good standing of the Kauai Outdoor Circle. Board members shall not hold political office, be candidates for p9litical office, or serve as officers of political parties while serving as directors of the Kauai Outdoor Circle.

Section 2. Duties. The control and management of The Kauai Outdoor Circle shall be vested in the Board, which shall have the authority to enact and amend the policies of The Kauai Outdoor Circle, except amending the Bylaws.

**ARTICLE 7**

**COMMITTEES**

Section 1. Executive Committee. The Executive Committee shall consist of the elected officers. It shall have the power to act between meetings of the Board of Directors, subject to ratification by the Board at the Board’s next meeting.

Section 2. Nominating Committee. The Nominating Committee shall be appointed by the Board before the Spring General Membership Meeting and shall consist of 3 or more members. The Chairperson of the Nominating Committee shall be elected by the Nominating committee from its members. The Nominating Committee shall annually present to the membership of the Kauai Outdoor Circle a slate of officers. (See Article 5, Section 1)

Section 3. Standing Committees. There shall be the following standing committees of the Board as needed: 10 Fund raising, 20 Signs, 30 Landscape and Planting, 4) Membership, 5) Environmental concerns. Chairpersons of standing committees shall be voting members of the Board. They will be appointed by the President and ratified by a 2/3 vote of the current Executive Board. Committee Chairmen may fill their own committees from the general membership and may establish subcommittees.

Section 4. Special Committees. The President may appoint such special committees as may be necessary or useful to carry out the work of The Kauai Outdoor Circle. Chairpersons of special committees shall be non-voting members of the Board.

**ARTICLE 8**

**MEETINGS**

Section 1. Board of Directors. Meetings of the Board shall be held monthly unless otherwise directed by the Board. The =Board may set the date, place, and hour of its meeting. The President or the Executive Board may call a special meeting of the Board at any time upon reasonable notice.

Section 2. Spring General Membership Meeting. The Kauai Outdoor Circle shall hold a general membership meeting at least once yearly in the spring, the date, place, and hour of the meeting to be at the discretion of the Board of Directors, which shall notify the general membership. The elected officers shall be elected at the Spring General Membership Meeting.

Section 3. Special General Meetings. Special general meetings of the membership may be held at the call of the President or the Board. Special general meetings shall be called within 30 days whenever requested in writing by not less than 15 voting members of The Kauai Outdoor Circle.

Section 4. Quorum.

1. General Membership Meeting. A quorum of the Kauai Outdoor Circle at all general membership meetings shall consist of 20% of voting members who are in residence on the Island of Kauai, present in person or by proxy. All business may be determined by a simple majority vote, except for changes to the bylaws. (See Section 9 below).
2. Board of Directors Meetings. A majority of the voting members of the Board shall constitute a quorum. All business may be determined by a simple majority vote, except for changes tot eh bylaws.
3. Adjournment. In the absence of a quorum, the presiding officer may adjourn the meeting.

Section 5. Notice. Notice of a meeting of the membe3rship, Board, or other committees shall be given to all persons entitled to be present at the meeting so as to arrive at least 24 hours in advance. Notice of any meeting shall state the time, date, and place of the meeting, what body is meeting and who has called the meeting.

Section 6. Conference Meetings. Subject to the notice provisions of Section 5 above, members of the Board or any other committee may participate in a meeting of the Board or other committee by means of a conference telephone or similar communications device by means of which all person participating in the meeting and can communicate. Participation by this means shall constitute presence in person at the meeting.

Section 7. Proxies. A member of the Kauai Outdoor Circle who is entitled to vote at any General Membership Meeting thereof, may vote in person or by proxy executed in writing by the member. A proxy is valid only if given to another voting member and is invalid if revoked by the member giving the proxy or after its use at the next General meeting.

Section 8. Parliamentary Procedure. Robert’s Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically governed by these bylaws or by special policies or procedures adopted by the Board.

Section 9. Changes to the bylaws. The bylaws of the Kauai Outdoor Circle may be amended by a 2/3 vote of the members, in good standing, at a General Membership Meeting where a quorum is present in person or by proxy. Notice of such an impending vote must be given in writing, to the membership at least 30 days in advance of the meeting.

**ARTICLE 9**

**MEMBERSHIP and DUES**

Section 1. The Kauai Outdoor Circle dues shall be collected annually by the close of the fiscal year. The Kauai Outdoor Circle shall pay to the Treasurer for the account of The outdoor Circle (Oahu) 5% of the dues received during that fiscal year.

Section 2. The Kauai Outdoor Circle may receive donations which shall not be considered dues subject to apportionment as set forth in the section above.

Section 3. The Kauai Outdoor Circle shall furnish promptly to the Board of The Outdoor Circle (Oahu) or any officer authorized by the Board such financial statements, membership lists and summaries, and other reports as may be regularly required by the Board.

**ARTICLE 10**

**FINANCE**

Section 1. Fiscal Year. The fiscal year of the Kauai Outdoor Circle shall be from January 1 through December 31.

Section 2. Annual Budget the Board shall approve and adopt a budget if needed, for the current fiscal year. The Kauai Outdoor Circle shall not disburse funds for purposes that are inconsistent with the Charter of Incorporation of The Outdoor Circle or of these bylaws. Gifts or loans to individuals or for-profit enterprises are prohibited.

Section 3. Audit. The books and accounts of The Kauai Outdoor Circle shall be audited annually by a certified public accountant if the Board so decides.