



## Fort Shafter Hui Constitution

### ARTICLE I. NAME AND PURPOSE

**Section 1.01:** Traditionally referred to as the “Hui O’ Wahine” until 2017; the name of this organization is “Fort Shafter Hui”; hereafter, referred to as the “Fort Shafter Hui” or “Hui”.

**Section 1.02:** The purpose of the Hui is to enhance the quality of life in the community through charitable and social pursuits. We support and fund community projects and scholarships with funds raised from the Fort Shafter Thrift Shop (FSTS) as well as annual fundraising activities. We seek to create a sense of unity, develop leadership skills, promote goodwill, and provide cultural, social, and creative pursuits through monthly events and activities.

### ARTICLE II. GENERAL PROVISION

**Section 2.01:** The Hui operates as a self-sustaining, non-profit Private Organization (PO) and exists on Fort Shafter with the written consent of the Commander, United States (U.S.) Army Garrison-Hawaii (USAG). The consent is contingent upon compliance with Army Regulation (AR) 210-22. Permission to operate as a PO on Fort Shafter may be revoked at any time by the Commander, U.S. Army Garrison-Hawaii. The operation of the Hui will comply with all applicable Department of Defense (DoD), Army Regulations and the Joint Ethics Regulation Standards of Conduct (DoD 5500.7R), and Private Organization (PO) Liability on DoD Installations (DoD I 1000.15). In accordance with Army Regulations, the Hui will comply with all quarterly and annual reporting requirements by submitting all required documents such as: (a) monthly financial statements; (b) annual audit reports; (c) proof of insurance; (d) current name, addresses, e-mail addresses, and telephone numbers of Board Members; (e) any major changes in PO events, membership requirements, Board Members, objectives, organization, Constitution, Bylaws, use of funds, and management events to Director of Family, Morale, Welfare and Recreation (FMWR).

**Section 2.02:** The Hui shall in no way be affiliated with the Department of the Army nor shall its events be conducted in the name of an installation or organization of the Army.

**Section 2.03:** The Hui shall neither propagate extremist views nor advocate violence against others or the violent overthrow of the government. The event of the Hui shall not seek to deprive individuals of their civil rights. The Hui shall not engage in any acts of public persuasion on Fort Shafter or use Fort Shafter as a public forum to host free discussions on matters of public policy or public concern.

**Section 2.04:** The Hui shall comply with Federal, State and/or local laws concerning licensing, certification, and registration regarding its events. The FSTS shall be responsible for ensuring applicable fire and safety regulations, environmental laws, local, State, and Federal tax codes, applicable laws on labor standards, and any other applicable statutes and regulations are complied with in the operation of the Hui.

**Section 2.05:** The Hui shall maintain a general liability insurance policy to cover its members.

**Section 2.06:** The events and activities of the Hui shall not discriminate or discredit the military services or any other agencies of the United States Government.

**Section 2.07:** Neither an appropriated fund activity nor a non-appropriated fund instrumentality shall assert any claim to the assets of the Hui, nor incur or assume any obligation of any PO, except as may arise out of contractual relationships.

**Section 2.08:** The Hui shall not engage in events that conflict with AR 215-1, FMWR Activities and Non appropriated Fund Instrumentalities.

**Section 2.09:** The Hui is not established to provide morale, welfare, and recreation services essential to the operation of

the U. S. Army.

**Section 2.10:** Individuals, upon joining the Hui or renewing membership, are encouraged to read the Constitution and Bylaws, available on the Hui website. All Board Members are required to read and maintain a copy of the aforementioned documents.

**Section 2.11:** Robert's Rules of Order, Newly Revised shall govern all parliamentary procedures not covered by this Constitution and/or Bylaws.

**Section 2.12:** All board and committee members shall review and sign annually the Hui Conflict of Interest Policy.

### **ARTICLE III. MEMBERSHIP**

**Section 3.01:** Membership in the Hui is voluntary. Membership year begins 1 June and concludes 31 May of the following year. The Hui does not and shall not discriminate based on race, color, religion (creed), gender, gender expression, national origin (ancestry), age, disability, sexual orientation, marital status, or military status, in any of its activities or operations.

#### **Section 3.02: MEMBERSHIP TYPES:**

- 1) **ACTIVE MEMBERSHIP** Active Membership shall be open to all Service Members, DoD Civilians, Retirees, and their spouses and dependents over the age of 18 years residing on Oahu. They shall become members upon payment of dues. Active Members shall have the right to vote, hold elected and appointed board positions, chair or serve on a committee, and participate in all Hui events.
- 2) **ASSOCIATE MEMBERSHIP** Associate Membership shall be open to all spouses of foreign military personnel on Active Duty and stationed on Oahu upon payment of dues. Associate Members shall have the same rights and privileges as an Active Member except they cannot hold elected or appointed board positions nor chair a committee. Additionally, Fort Shafter Thrift Shop employees are extended Associate Membership during their employment at no cost.
- 3) **HONORARY MEMBERSHIP** Honorary Members of the Hui do not pay dues unless seeking to vote at the General Membership events. The Hui Executive Board Honorary Advisors (Honorary Executive, Honorary President, and Honorary Advisor) and the Hui President, with concurrence of the Executive Board, shall designate Honorary Membership to valued southern Oahu community individuals each board year. Honorary Members may serve on committees and participate in all Hui sponsored events, but may not hold a board position, vote, or chair a committee.
- 4) **LIFETIME HONORARY MEMBERSHIP** All courtesies of Honorary Membership apply. Candidates for Lifetime Honorary Membership are nominated by the Executive Board and approved by the Governing Board. Lifetime Honorary Members are selected for their lasting impact and influence on the Hui and the Fort Shafter community-at-large. Lifetime Honorary Membership may be granted to Gold Star family members.
- 5) **OTHER MEMBERSHIP** Membership and participation in the Hui may be extended to individuals not covered in the above categories. Acceptance is at the discretion of the President with the concurrence of the Executive Board. Other members could be, but are not limited to, DoD contractors and community members at-large, and shall have the privileges of attending Hui events upon payment of dues, but may not hold a board position, vote, or chair a committee.

### **ARTICLE IV. EXECUTIVE BOARD, GOVERNING BOARD, AND EXECUTIVE BOARD HONORARY ADVISORS**

The term of office shall be one year beginning 1 June and ending 31 May of the following year. No elected or appointed Board Member may hold the position for more than two (2) consecutive years or hold **ANY** board position for more than four (4) consecutive years unless a **suitable candidate cannot be found**. They must be a member in Good Standing.

#### **Section 4.01: EXECUTIVE BOARD**

The Executive Board shall consist of the elected President, Vice President of Operations, Vice President of Philanthropy, Administrative Officer, Financial Officer, and appointed FSTS Liaison, Parliamentarian, and Public Relations Officer. The

Executive Board Honorary Advisors are slated by their US Army Pacific (USARPAC) standing.

- 1) Only Active Hui Members are eligible to be elected as President or Financial Officer. An exception may be made to fill vacancies by a majority vote of the standing Executive Board.
- 2) Has voting privileges, except the Executive Board Honorary Advisors and the Parliamentarian who serve in non-voting positions. The President only votes in case of a tie.
- 3) Shall not serve simultaneously on other military spouses clubs.
- 4) Are required to attend all scheduled meetings and events, including, but not limited to, Executive Board Meetings, Governing Board Meetings, General Membership events, and all other events as designated by position, unless preapproved by the President.
- 5) May be asked to step down from their position at the discretion of the Hui President and Executive Board Honorary Advisors if unable to fulfill their duties.
- 6) If an instance arises where there is a conflict of interest, those board members will reclude themselves or will be asked to step away for any discussion and/or vote necessary to complete the task(s) at hand.

#### **Section 4.02: GOVERNING BOARD**

The Governing Board is charged with ensuring the Hui is properly administered, its funds safeguarded, all due income is received, properly recorded, and prescribed, and approve expenditures and creditor relationships.

- 1) The Governing Board shall consist of the Executive Board Members and the following board positions:
  - a. Activities Coordinator
  - b. Community Outreach Coordinator
  - c. Historian
  - d. Member Services Coordinator
  - e. Merchandise Coordinator
  - f. Retired Spouse Coordinator
  - g. Reservations Coordinator
  - h. Scholarship Coordinator
  - i. Special Event Coordinator
  - j. Vendor Coordinator
  - k. Volunteer Coordinator
- 2) The President appoints the governing board positions and can appoint co-chairs as needed with Executive Board approval. If co-chairs are appointed, there shall be only ONE (1) vote allowed for that position within the Governing Board.
- 3) It is the President's prerogative to increase or decrease the number of board positions and committees based on task requirements and/or availability of volunteers. Hence, the President can merge, dissolve, or create committees as needed and in the best interest of the Hui with the approval of the Executive Board.

#### **Section 4.03: EXECUTIVE BOARD HONORARY ADVISORS**

The Executive Board Honorary Advisors shall consist of the Honorary Executive, Honorary President, and Honorary Advisor.

- 1) **HONORARY EXECUTIVE**
  - a. Designated to the spouse of the USARPAC Commander.
  - b. In the event the spouse of the USARPAC Commander is unavailable or declines this designated role, they may appoint another USARPAC Senior Level spouse to represent them.
- 2) **HONORARY PRESIDENT**
  - a. Designated to the spouse of an Active-Duty General Officer assigned to southern Oahu.
  - b. In the event a spouse of an Active-Duty General Officer is not available or declines this designated role to serve as Honorary President, the spouse of an Active Duty Colonel/O-6 assigned to southern Oahu may be invited to serve as the Honorary President.
- 3) **HONORARY ADVISOR**
  - a. Designated to the spouse of the USARPAC Command Sergeant Major (CSM).
  - b. In the event the spouse of the USARPAC CSM is unavailable or declines this designated role, they may appoint another USARPAC CSM spouse to represent them.

## **ARTICLE V. ELECTIONS**

**Section 5.01: ELECTIONS** The Hui Executive Board Members shall be elected annually, by majority of Active Members by the April General Membership event. The elected Board Members are installed by the May General Membership event. The procedures as outlined in the Bylaws shall be used in the selection of the Hui elected Executive Board Members (*Bylaws Article VIII, Section 8.05*).

**Section 5.02: VOTING** All eligible members in Good Standing shall be given the opportunity to cast one (1) vote.

- 1) Members do not have to pay for or participate in the scheduled General Membership event when casting their vote.
- 2) The Parliamentarian may establish an absentee ballot procedure (mail, email, teleconferencing, etc.).
- 3) All absentee ballots shall be received within forty-eight (48) hours of the motion being presented by the Parliamentarian.
- 4) The current President's vote shall be placed in a sealed envelope and counted only in the event of a tie.

**Section 5.03: VACANCIES** If a vacancy of an elected board position occurs, the following shall take place:

- 1) The elected Board Member shall present in writing their resignation to the Executive Board.
- 2) If the position of President is vacated, the Vice President of Operations becomes President. This person shall complete the remainder of the term and assume all duties as described in the Hui Constitution and Bylaws. The new President and the Executive Board Honorary Advisors shall appoint, with the approval of the Executive Board, a new Vice President of Operations.
- 3) If the Vice President of Operations cannot assume the duties of President, the Vice President of Philanthropy shall be asked to assume the duties of President. If the Vice President of Philanthropy cannot assume the duties of President, the Executive Board Honorary Advisors shall appoint a President with the approval of the Executive Board.
- 4) In all other vacancies of elected Board positions, the President appoints qualified successors to fill unexpired terms of office, subject to the Executive Board's approval.

## **ARTICLE VI. REMOVAL OF A BOARD MEMBER**

**Section 6.01:** Members of the Governing Board may be removed from their elected or appointed positions for failure to adhere to Good Standing standards. Any Hui Member may propose such a removal to the Executive Board with justifiable and documented information.

**Section 6.02:** The Executive Board Honorary Advisors, President, Vice President of Operations, and Parliamentarian shall meet with both the member proposing the removal and the Board Member affected by this proposal. After conducting an informal inquiry, they shall determine whether there is justification for proceeding with a more extensive investigation. Upon a decision to proceed, the Executive Board shall:

- 1) Conduct a detailed investigation into the reasons for the proposal for removal and conclude the investigation within fourteen (14) days.
- 2) Suspend the Board Member who has been proposed for removal.
- 3) Request all Hui property in the possession of the Board Member, including, but not limited to, continuity binder, keys, bank access, email and drive access, be returned to a member of the Executive Board within twenty-four (24) hours of the request and held until the investigation is concluded.
- 4) Review all evidence and determine if grounds for removal are justified.
  - a. If allegations are unjustified, the Board Member shall be reinstated, and all Hui property returned.
  - b. If allegations are justified, the Board Member shall be removed from their position.
- 5) The President shall notify all community organizations in which the Board Member is involved, by virtue of their position on the Hui Board, of their removal as a Hui Board Member.

**Section 6.03:** Should the Executive Board find sufficient justification to support the proposal for removal, they shall present a written proposal to the Governing Board to vote on the findings of the investigation. The Governing Board shall then present the Board Member with the written proposal for removal.

**Section 6.04:** The Board Member shall be given a reasonable time, not to exceed seven (7) days, to either prepare a written rebuttal to the proposal for removal or resign voluntarily. The Board Member may then present a written rebuttal to the Governing Board prior to any action taken. The Governing Board shall vote on the proposal for removal. After the Governing Board votes, the Board Member shall receive a written notification of the Governing Board's decision within seven (7) days.

**Section 6.05:** In the event the Board Member fails to submit a written rebuttal to the Governing Board within the allotted time, they will have forfeited all rights to speak on this proposal. Failure to comply with the removal procedures shall result in automatic revocation of Hui membership.

## **ARTICLE VII. MEETINGS AND QUORUMS**

**Section 7.01: GENERAL MEMBERSHIP MEETINGS** General membership meetings and events shall be held according to an announced schedule, posted on the website, and/or sent via email.

- 1) Business may be conducted at these meetings and events. Other business meetings may be called at the discretion of the President. Hui business matters which require action by the general membership may be conducted at any of these meetings and events with advance notice by email, on the website, or in the newsletter.
- 2) A quorum for conducting General Membership business shall be defined as those voting members present.
- 3) All Motions shall be carried by a majority vote.
- 4) Any member may request to see minutes and financial reports available from the Administrative Officer.

**Section 7.02: GOVERNING BOARD MEETINGS** The Governing Board shall meet every month or at the discretion of the President.

- 1) The Governing Board shall ratify all decisions of the Executive Board except:
  - a. Elected Board Vacancies (*Constitution Article V, Section 5.03*).
  - b. Board Members (*Constitution Article IV, Section 4.02*).
- 2) The Parliamentarian, at the request of the President, shall have authority to conduct a Governing Board vote by electronic means in the event an immediate decision is needed or in the event a quorum could not be reached at a scheduled meeting due to lack of attendance. All votes must be cast within forty-eight (48) hours.
- 3) A quorum for conducting business of the Governing Board shall be defined as two-thirds (2/3) of the voting members. All Motions shall be carried by a majority vote.

## **ARTICLE VIII. FORT SHAFTER THRIFT SHOP (FSTS)**

**Section 8.01:** The purpose of the FSTS is to generate community funds to support and fund community projects and educational scholarships to be awarded by the Hui.

**Section 8.02:** The FSTS is governed by the Hui Governing Board and the FSTS Advisory Committee.

**Section 8.03:** The FSTS shall transfer all proceeds to the Hui community account, after expenses and reserve as described in *Bylaws Section 11.02*. Quarterly, in July, October, January and April, funds shall be transferred in excess of the FSTS operational requirements.

**Section 8.04:** The FSTS Advisory Board shall direct policies, procedures, and administration, with approval by the Hui Governing Board and the USAG Commander, in accordance with established procedures and applicable military regulations.

## **ARTICLE IX. PROPERTY**

**Section 9.01:** The property of the Hui shall consist of items that may come into its possession. The Hui President shall account for this property and keep an inventory. The President and Administrative Officer shall keep a copy of the master inventory in their continuity binders.

**Section 9.02:** The President shall annually sign for the Hui property.

**Section 9.03:** All Board Members who maintain Hui property in the conduct of their duties shall assist the President in the compilation of the annual inventory and maintain an electronic copy.

#### **ARTICLE X. RECORDS**

**Section 10.01:** The Administrative Officer shall be responsible for maintaining an electronic file consisting of the following records (*Bylaws Article IV, Section 4.04*):

- 1) To be kept permanently: Hui Constitution and Bylaws with all revisions, records of approval of the Constitution and Bylaws and all revisions, approval letter of revalidation from Commander, USAG Hawaii
- 2) To be kept for seven (7) years: copies of all financial and tax records, audits, and copies of all executive, governing, general membership, and FSTS Advisory Board minutes
- 3) To be kept for three (3) years: current Hui Board roster including names, mailing and email addresses, and phone numbers, current roster of all Hui members, copies of all AARs, copies of all year-end reports

**Section 10.02:** Electronic continuity folders shall be maintained for at least three (3) years, after which time they may be deleted under the supervision of the Parliamentarian.

#### **ARTICLE XI. INSURANCE**

**Section 11.01:** Adequate insurance will be obtained to protect the Hui against public liability, property damage, or other legal actions that may arise because of activities conducted by the organization, one or more of its members acting on its behalf, and the operation of any equipment, apparatus, or device under the control and/or responsibility of this private organization.

**Section 11.02:** The Hui shall carry liability insurance to cover all activities and events of the Hui not covered by the government or the event venue, including the FSTS and any government building in which the club hold storage. Bonding insurance, equal to the normal maximum amount of cash handled, shall be purchased for the President, Vice President of Operations, Vice President of Philanthropy, Financial Officer, FSTS Liaison, Member Services Coordinator and Reservations Coordinator, all FSTS employees, and any other board members handling monthly cash flow exceeding five hundred dollars (\$500.00). No volunteers, except those listed here, shall handle cash at Hui events or in the FSTS. It is the Financial Officer's duty to ensure proper insurance and bonding is purchased and paid for annually.

#### **Article XII. AMENDMENTS AND REVALIDATION**

**Section 12.01** This constitution shall be reviewed each membership year by the executive board. A Constitution and Bylaws Review Committee shall meet no later than January every two (2) years (*Bylaws Article VIII, Section 8.03*).

**Section 12.02** This constitution and any amendments shall be approved by a two-thirds (2/3) vote of the Governing Board and then disseminated to the general membership. The revised constitution shall be signed by the Hui President and become effective on date of approval.

**Section 12.03** An updated copy of this constitution shall be provided to the FMWR, USAG Hawaii for approval and adoption. Amendments to the constitution and/or bylaws are subject to final approval by the Commander, USAG Hawaii.

**Section 12.04** The Executive Board is empowered to create and amend the bylaws. These Bylaws may be amended upon an affirmative vote of the majority of the Executive Board and two-thirds (2/3) vote of the Governing Board and then disseminated to the general membership. The revised bylaws shall be signed by the Hui President and become effective on date of approval.

**Section 12.05** As approved for operation as a private organization by the Commander, USAG Hawaii, the constitution and bylaws and all applicable reports will be submitted for revalidation every two years by the organization.

**Section 12.06** Requests for revalidation as a private organization will be submitted to the FMWR, USAG Hawaii no less than 90 days before the expiration of the approval.

**Section 12.07** A copy of the renewal request with the constitution and bylaws shall be signed by the Hui President and maintained by the Administrative Officer.

**ARTICLE XIII. DISSOLUTION**

**Section 13.01:** The organization may be dissolved upon the recommendation by the Executive Board and the approval of a majority of the quorum present at a meeting or when directed by the Commander, USAG Hawaii.

**Section 13.02:** Any unpaid debts of, or claims against, the Hui will become the personal liabilities of the members. Prior to dissolution, the Hui will take the following actions:

- 1) Furnish a complete financial report and all records of the Hui to the Commander, USAG Hawaii for audit and retention.
- 2) Use whatever funds and assets are contained in the treasury at the time to satisfy any outstanding debts, liabilities, or obligations.
- 3) The balance of those assets as determined by the active membership and subject to the approval of the Commander, USAG Hawaii shall be distributed to a 501(c)(3) organization chosen by the Executive Board with guidance from the Executive Board Honorary Advisors.
- 4) Dissolution shall not be contrary to applicable provisions of the Internal Revenue Service Codes.
- 5) Satisfy any liabilities not payable because of lack of funds or those not covered by the Hui's liability insurance policy, by taking a prorated collection from all the members.
- 6) Under no circumstances will any assets personally benefit any prior or existing Fort Shafter Hui member.

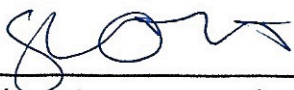
**Article XIV. DECLARATION OF SEVERABILITY**

In the event this constitution or a portion thereof is declared invalid, the remaining and unaffected provisions of such articles or portions thereof shall remain in full force and effect.

**ARTICLE XV. ADOPTION**

This Constitution shall become effective immediately upon approval by the Governing Board. The adoption of this Constitution supersedes, revokes, and nullifies any prior Constitution.

ACCEPTED AND APPROVED BY A MAJORITY VOTE ON THIS 25<sup>th</sup> DAY OF May 2024.



Shana Martin, President

5/25/24

Date



Elizabeth Mahoney, Parliamentarian

Date

5/29/24

Date Submitted to the Commander, USAG Hawaii