

Bylaws
of the
Hawai`i Book Publishers Association

Article I: Introduction

The Hawai`i Book Publishers Association (HBPA) is a nonprofit organization composed of Hawai`i book publishers who meet membership requirements. It will be operated exclusively for the purposes enumerated in these bylaws and for such purposes incidental thereto, provided, however, that at no time may HBPA engage in any activities that might or would cause it to lose its tax exempt status under Section 501 (c) (6) of the United States Internal Revenue Code, or under corresponding provisions of the tax laws of the State of Hawaii.

Article II: Objectives

The objectives of HBPA shall be

1. to promote quality book publishing in Hawai`i
2. to promote book publishing as an industry in Hawai`i
3. to exchange ideas relating to the various aspects of book publishing in Hawai`i
4. to promote the preservation of the heritage and multi-ethnic culture of Hawai`i
5. to promote Hawai`i abroad
6. to promote the highest possible standards of ethical conduct in book publishing in Hawai`i.

Article III: Membership

1. Membership in HBPA shall be limited to individuals, partnerships, or organizations actively engaged in the book publishing industry. New members may only be elected to membership by a majority vote of the general membership at a properly noticed meeting consisting of a quorum of the membership. (rev. 3/91)

2. Membership may be revoked for nonpayment of dues by majority vote of the general membership after thirty days past due date.

3. Membership may be revoked by a two-thirds majority vote of the general membership for reasons other than nonpayment of dues.

4. Members shall designate a primary and an alternate representative to attend HBPA meetings. The primary representative shall have voting rights and in his or her absence such rights will devolve upon the alternate.

Article IV: Initiation Fee and Dues (rev. 3/88)

1. An initiation fee of \$100 is due and payable upon acceptance as a member in HBPA.
2. Membership dues shall be set by a majority vote of a quorum of the general membership.

Article V: Meetings

1. The general membership shall make every effort to meet at least nine times a year.
2. Special meetings may be called at the request of the president or of a majority of the general membership.
3. Members shall be notified by mail or telephone of meetings not less than two weeks prior to the meeting.
4. A quorum shall consist of one third of the general membership. (rev. 4/94)
5. Meetings shall be conducted in a casual manner, however, in cases of questions or dispute on procedural actions, procedure shall follow the most current edition of *Robert's Rules of Order*.
6. The fiscal year of HBPA shall run from July 1 until June 30.
7. The annual election meeting shall be the second to the last regular meeting prior to the close of the fiscal year.

Article VI: Officers

1. The officers of HBPA shall be a president, a vice-president, a secretary, and a treasurer.
2. The president shall preside at general meetings.
3. In the absence of the president, the vice-president shall preside at meetings of the general membership and shall perform such duties as the president is authorized to perform.
4. The secretary shall keep and circulate for review and later approval the minutes of the meetings of the general membership and shall assist with the necessary secretarial work of the organization.
5. The treasurer shall receive payments, pay bills, keep records of same, balance accounts monthly and annually, and keep the general membership informed of HBPA's financial situation by a verbal report at the beginning of each meeting and by written reports at the annual election meeting and at the close of the fiscal year.

Article VII: Board of Directors

The Board of Directors of HBPA shall be comprised of the elected officers of HBPA, serving in their respective capacities, for a period concurrent with their tenure as officers.

Article VIII: Committees

1. HBPA shall have the following standing committees
 - a) Sales/Marketing
 - b) Community Relations
 - c) Membership
 - d) Programs.
2. Ad-hoc committees shall be designated as needed by majority vote.
3. The president shall appoint committee chairpersons.
4. Committees shall not take any action without the approval of a majority of a quorum of the general membership.

Article IX: Elections

1. Elections of officers shall be held at an annual election meeting or as necessary to fill vacancies at a meeting specially noticed for that purpose.
2. The vote for officers shall be by secret, written ballot. Each officer shall be elected by a majority vote of the general membership.
3. Each member in good standing of HBPA is entitled to cast one vote. Members in good standing include those whose dues have been paid, even if payment is made at the meeting in which the elections are held.
4. Officers shall be elected for a period of one year coinciding with the fiscal year or, in the case of vacancies, for the remainder of the fiscal year.
5. Officers may be removed at any time by a two-thirds majority vote of the general membership at a meeting specially noticed for that purpose.

Article X: Execution of Instruments

All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, and all other instruments shall be signed by such person or persons as shall be provided by resolution of the general membership, and in the absence of any such resolution then such instrument shall be signed by any two of the persons holding the offices of president, vice-president, or treasurer.

Article XI: Liability and Indemnification

1. It is expressly understood that this is a nonprofit organization and that officers will serve in a volunteer capacity. Therefore, no officer shall be liable to the organization or to any third party on account of the organization for such officer's failure or refusal to carry out his or her duties with respect to the corporation, whatever such duties may be; provided, however, that this provision shall not apply with respect to "active misconduct," herein defined as grossly negligent, malicious, or fraudulent behavior in the active carrying out of an officer's duties.
2. All officers shall be indemnified by HBPA only to the extent of the actual assets of HBPA itself against all reasonable costs, expenses, and liabilities (including attorney's fees) actually and necessarily incurred by them in connection with or resulting from any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which they may be involved as a party or otherwise by reason of their being or having been officers of the organization, whether or not they continue to be such officers of the organization at the time of incurring or imposition of such costs, expenses, or liabilities, except in relation to matters as to which they shall be finally adjudged in such action, suit, proceeding, investigation, or inquiry to be liable for active misconduct toward the organization in the performance of their duties as such officers. Prior to final adjudication that an officer is liable for active misconduct toward the corporation aforesaid, the general membership may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the general membership. The foregoing right to indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law, and shall inure to the benefit of the legal representative of such person.

Article XII: Nepotism and Conflict of Interest

1. HBPA is a nonprofit organization dedicated to the advancement of book publishing in Hawai`i and duly registered with the Department of Commerce and Consumer Affairs. All work is done on a voluntary basis. In the event that HBPA should hire employees, selection will be on the basis of merit and not on the basis of relationship to members.

2. While conducting HBPA business or serving as an official representative of HBPA, a member representative or employee of HBPA shall not (1) use that occasion to advance his or her business or professional affiliation at the expense of other members of HBPA or (2) take any official action directly benefiting a private undertaking in which the person is engaged for remuneration as legal counsel, advisor, consultant, representative, or other agency capacity.

Article XIII: Amendments (rev. 4/94)

These bylaws may be amended by a majority vote of the general membership of HBPA at a regular meeting or at a special meeting called for that purpose, provided that a copy of the proposed amendment shall have been sent to members two weeks prior to the meeting at which it is to be considered.

(approved 8/87)