



BYLAWS

OF

THE HAWAII STATE TEACHERS

ASSOCIATION

Revised, May 2019

FOREWORD

In order to maintain pride and dignity in our profession, we teachers must continually strive to uphold our responsibilities to enhance and protect our rights in the classroom, in the educational system, and in the community at large. It is through the collective efforts of individual members of the teaching profession that teaching and learning conditions can best be improved in the schools. The Hawaii State Teachers Association resolves to encourage, support, and promote teachers' involvement in such endeavors. The Association further resolves to provide for a climate that advances democratic principles and fosters open communications among teachers so that we continue to be strong and united in purpose.

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BYLAWS
OF
THE HAWAII STATE TEACHERS ASSOCIATION

ARTICLE I. NAME

The name of this "Corporation" shall be THE HAWAII STATE TEACHERS ASSOCIATION.

ARTICLE II. PURPOSE

The purposes of this Corporation shall be as follows:

1. To serve as an employee organization within the meaning of Chapter 89, Hawaii Revised Statutes, and the exclusive representative of teachers and other personnel of the Department of Education for the purpose of collective bargaining.
2. To promote and fulfill the specific objectives and goals of an affiliate association of the National Education Association (NEA) of the United States as set forth in Section 1 of the NEA Bylaws.
3. To serve as a "labor organization" within the meaning of Chapter 377, Hawaii Revised Statutes, and 29 U.S.C. § 151 for the purpose, in whole or in part, of dealing with employers concerning grievances, labor disputes, wages, rates of pay, hours of employment or other conditions of employment.
4. To promote and protect the constitutional rights of public and private employees in Hawaii.

ARTICLE III. OFFICES

The Corporation's principal office shall be 1200 Ala Kapuna Street, Honolulu, Hawaii 96819, or such other place as shall be designated by the Board of Directors from time to time.

ARTICLE IV. MEMBERSHIP

Section 1. Classification of Membership.

a. Active Membership.

1. An "Active Member" is any person who is employed in the public school system as a teacher or other personnel of the State Department of Education under the same salary schedule, or who is employed in any private school in the State of Hawai'i in a similar capacity, provided such person meets the eligibility requirements for active membership in the National Education Association.
2. All full-time Active Members shall pay the full annual dues of the Corporation and be members in good standing of the appropriate chapter and of the National Education Association.

All part-time Active Members shall pay annual dues as determined by the Corporation Board of Directors (Board) and be members in good standing of the appropriate chapter and of the National Education Association.

b. Associate Membership.

An "Associate Member", which includes Retired Members, Aspiring Educator Members, Staff Members, is any individual who has served as an officer of the Corporation or as Executive Director or any individual who is not a bargaining unit member, but who is interested in advancing the cause of education. Such person may be admitted as an Associate Member of the Corporation upon the payment of dues for an Associate Membership, which shall be set by the Board. An Associate Member may not hold elective or appointed positions at any level within the governance of the Corporation.

i. Retired Membership

A "Retired Member" is any person retired from a position in a public school system or a private school or system, who has held active membership in the Corporation or any other state affiliate of the National Education Association for at least one (1) year immediately prior to retirement. In addition, a retired person who has held active membership in the Corporation for at least five (5) years shall be eligible to be a Retired Member.

ii. Aspiring Educator Membership

An Aspiring Educator Member is any aspiring educator enrolled in or preparing for a program of study in an accredited institution of higher learning that qualifies the aspiring educator for a career in education.

iii. Staff Membership

A "Staff Member" is any person employed by the Corporation.

Section 2. Members

The Active Members, Retired Members, Aspiring Educator, Associate Members and Staff Members shall be referred to as "Member(s)."

Section 3. Privileges of Membership.

a. Active Membership.

Any Active Member of the Corporation shall be eligible to vote, hold office, and otherwise participate in the governance of the Corporation, except as set forth in Section 4 below.

Active Members shall also be eligible to participate in such membership programs and activities as established by the Board.

b. Retired and Aspiring Educator Membership.

Retired and Aspiring Educator Members may attend chapter, committee, and board meetings (but excluding executive session), and Conventions, and shall have the right to participate in such other programs and activities as shall be determined by the Board. They will not be eligible to vote for officers of the Corporation, hold corporate office, or vote on matters reserved by statute for bargaining unit employees.

c. Associate and Staff Membership.

Associate and Staff Members shall not be eligible to vote, hold office, or otherwise participate in the governance of the Corporation, but shall have the right to participate in such other programs or activities as shall be determined by the Board.

Section 4. General Conditions of Membership.

Each Member shall agree to abide by these Bylaws and to adhere to the Code of Ethics of the Education Profession as adopted by the NEA.

Section 5. Limitations of Rights of Certain Active Members.

- a. Any Active Member who is a paid employee of the Corporation shall not be eligible to vote, hold office, or otherwise participate in the governance of the Corporation during the period of such employment, but this provision shall not apply to persons who, by virtue of their office, are provided expense of living allowances by specific action of the Board. Any Active Member who is an officer of any other organization which is a competitor for bargaining rights within the same unit as the Corporation, or which opposes such bargaining rights for the Corporation, shall not, at the same time, be eligible to be an elected or appointed official of the Corporation or any of its chapters.
- b. Any Active Member who is temporarily assigned as an Educational Officer or Educational Specialist shall not be eligible to vote, hold office or otherwise participate in the governance of the Corporation during the period of such assignment.

Section 6. Admission and Termination of Members.

- a. To be admitted as an Active Member of the Corporation an applicant shall submit a payroll deduction form voluntarily authorizing deduction of regular dues which shall include NEA and the Corporation's annual dues, assessments, and fees. Where payroll deduction or assignment is unavailable, an applicant shall voluntarily seek enrollment in a membership program and arrange for the direct payment of regular dues.
- b. The Board may review applications for membership and reject any applicant for good cause including failure to meet eligibility requirements or disqualification under the NEA or the Corporation's Bylaws.
- c. Upon voluntary payment of regular dues through payroll deduction, assignment, or direct payment a Member shall be responsible for continuing membership in good standing through payment of regular dues in a timely manner. A Member who ceases to be in good standing may be deleted from the membership rolls of the Corporation following a written notice sent to the last known address of the individual within fifteen (15) days prior to the effective date of termination.
- d. Full-time Active and part-time Active Members who are Members in good standing shall remain Members from year to year, unless the Member is terminated as a bargaining unit employee or is subject to disciplinary action and expelled under Article XV of the Bylaws.
- e. A Member who ceases to be in good standing by failure to make timely payment of regular dues shall pay for all unpaid amounts of regular dues, plus ten percent (10%) interest per annum and attorney's fees and costs incurred by the Corporation to enforce compliance with the obligation of membership.

Section 7. Membership Year.

The membership year shall be from September 1 through August 31.

ARTICLE V. NON-MEMBER EMPLOYEES

Non-member employees in a bargaining unit who are represented for purposes of collective bargaining by the Corporation shall not have the rights, benefits, and powers reserved for Members of NEA and the Corporation.

ARTICLE VI. CORPORATE GOVERNANCE

Section 1. Governance.

The governance of the Corporation shall be vested in the Convention and the Board of Directors as more particularly described in Article VIII, Section 1 and Article VIII, Section 6. The Board shall establish standard operating policies and procedures for the governance of the Corporation in accordance with its Articles and these Bylaws, which shall be set forth in a governance manual (the Governance Manual). Matters of local concern, as delegated in these Bylaws, or by action of the Board, shall be handled by the various chapters and their Representative Assemblies in accordance with the Governance Manual.

Section 2. NEA Affiliation.

The Corporation shall be a State affiliate of the National Education Association and operate in compliance with that organization's Constitution and Bylaws, unless otherwise required in order to comply with state and federal laws.

ARTICLE VII. ANNUAL MEMBERS' MEETING, CONVENTION AND SPECIAL MEETINGS

Section 1. Notice of Annual Meeting and Convention Meeting Date.

The annual meeting of the Active Members shall be referred to as the "Convention," which shall be held at a time, place, and specific date set by the Board of Directors.

Section 2. Members Designation of Delegates and Apportionment.

- a. The Active Members entitled to vote at the Convention shall designate delegates to the Convention to act on their behalf (Delegates) to (1) elect the Board of Directors of the Corporation as provided by Section 414D-115 of HRS, as amended from time to time, (2) vote on amendments to the Bylaws, and (3) transact such other business as may appropriately come before the Convention or any special meeting of the Delegates.
- b. Delegates to the Convention shall be apportioned according to the one-person, one-vote rule. Specific exceptions to the application of this principle may be set forth in these Bylaws. Delegates shall be apportioned to each chapter on the basis of one (1) delegate for each 25 Active Members, or major fraction thereof. Each chapter shall be entitled to at least one (1) Delegate. The allocation of Delegates will be based on the number of Active Members of the Corporation in each chapter as of the close of business on

January 15 of each year, or the next succeeding business day, if such be a Saturday, Sunday, or holiday (the Record Date). Persons shall be considered Active Members if their dues payments are current or they have signed dues deduction authorizations which are on file with the Corporation on the Record Date. The certified list of Active Members for each chapter as of the Record Date and the apportionment of Delegates shall be issued by the Elections Committee within ten (10) days after the Record Date and sent to each chapter president. Such lists and Delegate allocations shall be available for inspection by any Active Member at the office of the Corporation during working hours.

Section 3. Nomination, Election, and Term of Office.

a. Nomination.

Convention Delegates shall be nominated by the Active Members of the respective chapter at a meeting duly called and held for the purpose, or by petition in accordance with the procedures set forth in the Governance Manual. If by petition, it must be duly signed by ten percent (10%) or fifty (50) Active Members of the chapter, whichever is less, and submitted to the chapter president prior to the nomination meeting of the chapter. Delegates must be Active Members in good standing of the Corporation.

The nomination meeting of the chapter shall be held no fewer than five (5), but not more than fifteen (15) teacher-working days after the Record Date set forth in Section 2 above. Notice of the meeting and its purpose shall be given by the chapter president to each Member of the chapter and shall be posted on each school bulletin board. Such notice shall also include the requirements for nomination petitions.

b. Election.

Election of Delegates to the Convention shall be conducted by secret ballot of the Active Members in good standing in each chapter on the Election Day or days as set by the Board of Directors no fewer than five (5), but not more than fifteen (15) teacher-working days after the nomination meeting. The chapter shall be responsible for the conduct of the election in accordance with the Governance Manual, provided that:

- i. notice of the time and place of voting shall be announced by posting on the bulletin board of each school or other place where Active Members are employed at least five (5) teacher-working days prior to the election;
- ii. secrecy of the ballot is maintained;
- iii. the ballots are counted; and
- iv. the results are verified by the tellers authorized by the chapter under the observation of interested Members.

Where the chapter conducts the election for officers of the chapter, Corporation Board members, and Delegates to the Convention at the same time, a person may run for chapter office, Board member, and Delegate, but the respective candidacies shall be listed separately on the ballot.

The results of the election in each voting place shall be reported and certified on forms provided by the Elections Committee of the Corporation.

c. Term of Office.

Delegates to Convention shall be elected for a one (1) year term. A chapter may elect alternate Delegates at the time of the Delegate election. Such alternates shall serve as determined by the chapter in accordance with the Governance Manual and as specified on the ballot. A Delegate to the Convention who is unable or unwilling to attend may only be replaced by a duly elected alternate.

Section 4. Other Delegates.

- a. The persons holding the following offices or positions shall be ex-officio delegates to the Convention without vote: President, Vice President, and Secretary-Treasurer, and the NEA Director or Directors.
- b. The persons holding the following offices or positions shall be ex-officio delegates to the Convention without vote: chapter presidents, members of the Corporation's Board of Directors, and chairs of standing committees of the Corporation. Such an ex-officio delegate may also be a voting Delegate if so elected by his or her chapter.
- c. Ex-officio delegates may attend the Convention in person, but not by proxy or substitute. Any person who is both an ex-officio and elected Delegate shall have but one (1) vote as an elected Delegate.

Section 5. Notice.

The Board shall issue the official notice of the Convention at least 120, but not more than 150, days prior to the date set for the Convention in accordance with the procedures set forth in the Governance Manual. The notice shall include the time and place of the Convention, the method of apportioning the various Delegates, the date when such apportionment will be determined, and the date or dates when the various elections for Delegates will be held.

Section 6. Special Meetings.

A special meeting of the Delegates for any lawful purpose may be called at any time by the Board, the President, or by fifty percent (50%) or more of the Active Members eligible to vote.

Section 7. Notice of Membership Meetings.

Written notice of any regular or special meeting of the Delegates shall be provided to Delegates entitled to vote at such meeting of the membership, not less than ten (10) nor more than sixty (60) days before the date of such meeting. Such notice shall specify the time and place of the meeting and, in the event of a special meeting, the purpose(s) for which the meeting has been called. The notice shall be delivered either by mail or in person at the direction of the President, Secretary-Treasurer or other persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 8. Affidavit of Mailing Notice.

An affidavit of the mailing of any notice of any Convention or Delegate's meeting, or of the giving of such notice by other means, may be executed by the Secretary-Treasurer, and if so executed, shall be filed and maintained in the Corporation's minute book.

Section 9. Quorum.

At any Convention meeting, a majority of all Delegates registered in attendance shall constitute a quorum for all purposes, except as otherwise provided by law. A majority vote at a meeting at which a quorum is present shall be necessary for the adoption of any official action. Regardless of whether a quorum is present, the meeting may be adjourned from time to time by a majority vote without further notice to any Delegates other than by announcement at such meeting.

Section 10. Procedure for Meetings.

All meetings of the Delegates shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Convention may adopt.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Executive Authority.

Except as set forth in Article VI, Section 1, the executive powers of the Corporation shall be vested in its officers and the Board of Directors.

Section 2. Officers as Members of Board.

The officers of this Corporation as set forth in Article XI of these Bylaws shall serve as voting members of the Board of Directors. Each officer shall be entitled to one (1) vote.

Section 3. Numbers of Directors.

The Board of Directors shall be comprised of at least one (1) director from each chapter. The authorized number of directors shall be established by the Board of Directors from time to time and set forth in the Governance Manual (each as a Director), but in no event shall be less than three (3) as required by law. Despite the expiration of a Director's term, the Director shall continue to serve until the Director's successor is elected and qualified.

Section 4. Nomination, Election, Term of Office, and Districts.

- a. The Directors shall be nominated by the Active Members of their respective chapter eligible to vote, or by petition duly signed by ten percent (10%) or fifty (50) Active Members of the chapter, whichever is less; and such nominations shall be submitted to the chapter president prior to the nomination meeting of the chapter. Directors shall be Active Members of the Corporation for two (2) years preceding their election and may be elected members of their respective Representative Assemblies. The nomination meeting of the chapter shall be conducted at the same time and under the same procedures as set forth in Article VII, Section 3a and b, relating to Convention Delegates.
- b. The Directors shall be certified by the Delegates at the Convention in accordance with Article VII, Section 2. Where the chapter has but one (1) Director, or more than one (1) elected at large, the election shall be by vote of the Active Members of the chapter. Where the chapter has more than one (1) Director, and elects such from districts or other subdivisions of the chapter, the election shall be by vote of the Active Members in such district or subdivision.

- c. Directors shall be elected for three (3) year terms, which shall overlap where the local chapter is entitled to more than one (1) Director. A Director's term shall be from July 1 to June 30. No Director shall serve for more than two (2) full consecutive terms, but may be elected again after a lapse of one three (3) year term.
- d. Directors shall not serve as chairs or members of the State standing committees.
- e. Where a chapter has more than one (1) Director, it may require all to run at large; or it may establish districts or other subdivisions within the chapter, provided that such districts or subdivisions shall contain approximately equal numbers of Active Members within a permissible variance of ten percent (10%). Such districts or subdivisions of the chapter shall be established in accordance with the Governance Manual.

Section 5. Vacancies.

In the event of a vacancy on the Board of Directors, the remaining Directors will appoint, from the applicable chapter or geographic area, an interim Director to serve until the next regularly scheduled election.

Section 6. Powers and Duties of the Board.

- a. In addition to the executive authority of the Board described in Section 1, the Board of Directors shall engage in strategic planning that guides the Corporation in meeting its purpose. It shall evaluate current and projected activities to determine if the policies of the Corporation are being carried out and shall have the authority to:
 - 1. receive, collect, hold, invest, and disburse all money payable to or by the Corporation;
 - 2. deposit any money of the Corporation in such financial institutions selected by the Board of Directors;
 - 3. pay or lend out of the Corporation sums of money necessary to effectuate the purposes of the Corporation, administer the Corporation, and for costs incurred in establishing the Corporation;
 - 4. employ the Executive Director and enter into a contract for providing services to the Corporation, and to pay or cause to be paid compensation, and expenses in connection therewith;
 - 5. establish an administrative office and secure real or personal property for the administration of the Corporation;
 - 6. determine and establish types of educational and charitable programs to be conducted;
 - 7. promulgate rules and regulations and exercise all other powers necessary to effectuate the purpose of the Corporation; and
 - 8. enact emergency amendments to the Bylaws of the Corporation in accordance with Article XVII, Sections 1b and 2b-c in order to ensure compliance with applicable federal and state law.

- b. The Board shall administer, enforce, and, where necessary, interpret the Bylaws, oversee the collection and expenditure of dues and other income, and carry out the principles of the Corporation set forth in a policy manual (the Policy Digest).

The Board shall submit a copy of the audited financial statements of the Corporation to the Convention each year.

The Board shall establish and administer the budget for the Corporation in accordance with the procedures set forth in the Governance Manual.

- c. The Board shall determine the salaries and benefits of employees of the Corporation or agree to such through collective bargaining where appropriate.
- d. The Board shall determine the allowances and benefits of the Corporation President.
- e. The Board shall have the authority to appoint, discharge, or contract with the Executive Director and to assign various duties to, and determine the salary, and other benefits of such person.
- f. The Board shall have the power to confirm or reject appointments made by the President of the Corporation to special committees, to the chairs of standing committees, and all other appointments where such appointees shall represent the Corporation.
- g. The Board shall approve the establishment of special committees. The Board shall also approve the assignment of additional functions to standing or special committees.
- h. The Board shall, between Conventions, formulate the principles of the Corporation where such are not in conflict with principles adopted by the Convention. Any such principles adopted by the Board shall be in writing, be reflected in the minutes, included in the Policy Digest and be available for inspection by any Active Member. All principles shall remain in effect until rescinded by the Board or the Convention, as applicable. Copies of all principles shall be sent to each chapter.

Section 7. Meetings of the Board: Quorum.

- a. The Board shall meet at a time and place it shall determine at least the minimum number of times annually set forth in the Governance Manual. Special meetings of the Board may be called by the President of the Corporation, at his or her discretion, and shall be called on receipt of a written or confirmed oral request for such meeting from the majority of the Board members. A special meeting of the Board shall be held within twenty-four (24) hours after the adjournment of the Convention. All meetings of the Board shall be open to Active, Retired and Aspiring Educator Members of the Corporation, and its non-chapter affiliates unless the Board, by a vote of two-thirds of all the Board members on the question at that particular meeting, shall decide to go into executive session.
- b. A quorum of the Board shall be declared when a majority of the Directors are present, provided such a majority shall include representation of one (1) Director from each O'ahu chapter and a majority of the Directors from the neighbor-island chapters.

Section 8. Executive Director and Staff.

- a. The Executive Director shall devote his or her entire time and energy to the interests of the Corporation and shall serve under contract with the Board, provided that no contract shall extend for more than four (4) years.

- b. The Executive Director shall perform such duties as are assigned by the Board. In addition, the Executive Director shall have the following specific duties and responsibilities:
1. Be a member, ex-officio but without vote, of all committees of the Corporation.
 2. Attend all meetings of the Board, except when matters of direct concern to the Executive Director's office are under consideration.
 3. Appoint and discharge staff according to guidelines and budgetary authorizations set by the Board, and in accord with any applicable collective bargaining agreement.
 4. Appoint and discharge other staff who are not members of any bargaining unit, in accord with guidelines and budgetary authorizations set by the Board.
 5. Keep the minutes of the Board and circulate the minutes to Directors, committee chairs, and chapter presidents.
 6. Keep the minutes of the annual Conventions and circulate a report of the Convention to Directors, head faculty representatives of each school, committee chairs, and chapter presidents.
 7. Be directly responsible for the day-to-day operation of the Corporation and the work and performance of its staff and other employees.

ARTICLE IX. NON-CHAPTER AFFILIATES

Section 1. HSTA-Retired (HSTA-R).

a. Definition.

The HSTA-Retired (HSTA-R) is an autonomous organization comprised primarily of the Retired Members of the Corporation. HSTA-R has entered into a Memorandum of Understanding governing the rights and obligations of the members of HSTA-R with the Corporation.

Section 2. Aspiring Educator (HSTA-AE).

a. Definition.

The HSTA- Aspiring Educator (HSTA-AE) is an autonomous organization comprised solely of Aspiring Educator Members of the Corporation who are enrolled in a post-secondary program that is preparatory for employment in a position that would make him or her eligible for active membership. HSTA-AE has entered into a Memorandum of Understanding with the Corporation governing the rights and obligations of its members.

ARTICLE X. CHAPTERS

Section 1. Definition.

A unit of the Corporation comprised of Active Members in good standing of the Corporation within an appropriate unit of the public school system as described in Section 3a below may be established as a "chapter" of the Corporation.

Section 2. General Standards for Chapters.

All chapters shall meet the following standards:

- a. Governance.
 1. A representative assembly of the chapter (Representative Assembly) shall be comprised of Active Members elected in accordance with the one-person, one-vote principle.
 2. Elections shall be conducted with open nominations and a secret ballot.
 3. Chapter members shall be Active Members in good standing of the Corporation and members of the NEA.
 4. The chapter shall be governed in accordance with the Governance Manual.
 5. The chapters shall have such elected officers as they determine in accordance with the Governance Manual, provided that at a minimum that each chapter shall elect a president.
- b. Financing Chapter Activities.
 1. Funds to cover chapter expenses will be by annual chapter budget allocations as provided in the Corporation's budget.
 2. The chapter's financial records shall be maintained in accordance with the Governance Manual.
- c. Chapter Activities.

The chapter's planned activities shall carry out the goals and objectives of the Corporation and shall be conducted in accordance with the Governance Manual.

Section 3. Establishment of Chapters in the Public School System.

- a. A chapter must be organized within a geographic area of the public school system. Such area is defined as:
 1. An island;
 2. A Department of Education administrative district;
 3. A Department of Education complex;
 4. Two or more contiguous Department of Education complexes; or
 5. The existing Corporation complexes as of September 1, 1975.

All Active Members of the Corporation within such area shall be members of the chapter. Active Members serving in administrative offices, or other units not part of a school, shall

be assigned by the Board to the chapter serving the area in which their office or unit is located, or where they perform the bulk of their services.

- b. Additional chapters may be created in accordance with the following procedures:
1. At least thirty percent (30%) but no less than 201 Active Members within the proposed geographic area shall state that they desire to organize as a separate chapter.
 2. Within sixty (60) days after receipt of the petition, the Board shall give notice to the officers of the chapter within whose geographic area the petitioning Members are then located and conduct a hearing.
 3. If the Board, after a hearing, shall determine that the proposed chapter is within an appropriate geographic area and the petition is in order, it shall instruct the Elections Committee to conduct an election within the chapter within whose geographic area the petitioning Members are then located by secret ballot on the question of whether the Active Members favor, or do not favor, the proposed chapter. If a majority of those voting favor the proposed chapter, the Board shall establish such chapter, subject to its meeting the standards set forth herein. If a majority of those voting do not favor the proposed chapter, it shall be declared by the Board to be rejected. Elections shall be held within 120 days after the submittal of the petition to the Board. No more than one (1) election shall be held in a chapter within whose geographic area the petitioning Members are then located in any fiscal year. The Board shall establish rules for the receipt of petitions and the conduct of hearings and elections, and any appeals related thereto, which shall be set forth in the Governance Manual. The Board may delegate such procedures, or some of them, to a hearing officer or a committee.
 4. If a new chapter is established within or including a geographic area formerly serviced by an existing chapter, the Board shall require amendments to the Governance Manual as may be necessary to conform to the existence of the new chapter. The Director sits on the Board. The votes cast by the Directors affected shall also be adjusted to recognize the new chapter and the modification of the existing chapter.

Section 4. Employees of Private Schools.

An employee of a private school who, if as an employee of the public school system would be eligible to be a Member of the Corporation, may be accepted as a chapter Member. Such persons may become Associate Members or Active Members, on the payment of the required dues. If such a person becomes an Active Member, he or she shall be eligible to join the public school chapter serving the geographic area in which he or she is employed with full and equal rights to participate in the governance of the chapter and the Corporation.

Section 5. The Representative Assembly.

- a. The voting members of the Representative Assembly of each chapter shall be composed of the various faculty representatives and the elected officers of the chapter. Appointed officers shall serve without vote. Each school or unit shall have at least one (1) representative. Additional representatives shall be allotted by the chapter on a ratio of one (1) representative per ten (10) Active Members, or major fraction thereof in excess of the first ten (10) Active Members. Notwithstanding the foregoing, a member of the Corporation's Board of Directors representing the particular chapter shall be a voting member of the chapter's Representative Assembly.

- b. The president of the chapter shall preside over meetings of the Representative Assembly. The Representative Assembly shall meet during the school year in accordance with the Governance Manual.
- c. The chapter may allow other members to participate in the meetings of the Representative Assembly, but without vote.
- d. The Representative Assembly shall be responsible for recommending to the Board of Directors of the Corporation various measures, policy decisions, or other actions to be taken in regard to any school or other unit, or any personnel of such school or unit, within the geographic area served by the chapter. It shall be the duty of the Director or Directors representing the chapter to transmit such concerns or recommendations to the Board.
- e. The Representative Assembly shall have such other functions as set forth in the Governance Manual.

Section 6. The Faculty Representative.

The faculty representative shall be elected by secret ballot of the Active Members in the various schools and units within a chapter according to the apportionment determined in accordance with the Governance Manual.

ARTICLE XI. OFFICERS OF THE CORPORATION

Section 1. Eligibility.

The officers of the Corporation shall be the President, Vice President, and the Secretary-Treasurer. All shall be Active Members of the Corporation and shall have been such for three (3) years preceding their election. No officer, during his or her term, shall serve as an officer or director of the NEA or any of its other affiliates. Such person may serve as a Delegate to the Convention, if so elected, or to the NEA Representative Assembly.

Section 2. Nomination and Election.

- a. Candidates for officers shall be nominated by petition of the Active Members eligible to vote thereon.

Candidates for such offices shall be nominated by petition signed by two percent (2%) of the Active Members of the Corporation and delivered to the Corporation's office on a date determined annually by the Board of Directors.

- b. The Elections Committee shall draft and submit rules governing campaigning to the Board for approval in accordance with these Bylaws and which upon approval of the Board shall be incorporated into the Governance Manual.
- c. Within 20 business days after the close of nominations, a secret ballot election by the Active Members eligible to vote thereon shall be conducted under the direction and supervision of the Elections Committee. The Elections Committee shall administer the counting of the ballots and verify the results of the election to the Board. After certification by the Board, the candidates receiving the majority of the votes cast for each of the offices named herein shall be declared elected. A ranked choice ballot (like 1st choice, 2nd choice, etc. such as that used in Maine's 2018 federal races) shall be used

for offices with more than two (2) candidates. If no candidate receives a majority of the votes cast for that particular office, the person receiving the highest number of votes through ranked choice tallying shall be declared elected. A ranked choice voting system is an electoral system in which voters rank candidates by preference on their ballots. When no candidate receives a majority of first-round votes, the 2nd choice preferences of the last place candidate are distributed among the remaining candidates. This process continues in successive rounds until a candidate achieve a majority.

Section 3. Term.

The officers shall be elected for three (3) years, said term to begin two (2) days after the close of the NEA Representative Assembly. No officer may serve more than two (2) consecutive terms.

Section 4. Duties of the President; Succession.

- a. The President of the Corporation shall be on full-time association leave and shall serve with allowances and benefits to be determined by the Board. The President shall have the following duties and responsibilities:
 1. Act as official spokesperson for the Corporation.
 2. Act as chair of the Convention and, as such, select the Parliamentarian.
 3. Serve as an ex-officio member, without vote, on all governance, standing special and Board committees.
 4. Appoint (subject to approval of the Board) governance, standing and special committee chairs, special committee members, chairs and members of Board committees, and all other appointments where such appointees shall represent the Corporation.
 5. Oversee and coordinate the work of all committees.
 6. Prepare, (with the assistance of the Secretary-Treasurer, the Executive Director, and other persons concerned), the biennial budget for submittal to the Board.
 7. Review programs and policies of the Corporation and recommend priorities to the Board.
 8. Prepare agendas for Board meetings and provide, with the assistance of staff, necessary information for Board decisions.
 9. Attend meetings of the NEA Representative Assembly and may serve as chair of the delegation.
 10. Otherwise administer the affairs of the Corporation as its chief governance officer, including such additional and specific duties which may be assigned by the Board.
- b. In the event the President shall be unable or unwilling to complete his or her term of office, the position shall be filled by the Vice President for the remainder of the term.
 1. In the event that there is no sitting Vice President, the position shall be filled by the Secretary-Treasurer for the remainder of the term.

2. In the event that there is no sitting Secretary-Treasurer, the longest serving Board Director shall serve as the President until the next Board of Directors meeting.
3. At the next Board of Directors meeting, the remaining Directors shall nominate from among members of the Board and select by majority vote for the successor who will serve as President until the next election.

Section 5. Duties of the Vice President; Succession.

- a. The Vice President shall have the following duties and responsibilities:
 1. Serve as chair of the Convention in the absence of the President.
 2. Serve as an ex-officio member, without vote, on all governance, standing, special and Board committees, provided that the Vice President may be appointed as chair of a special committee.
 3. Attend meetings of the NEA Representative Assembly.
 4. Perform such other duties as may be assigned by the President, the Board, or the Convention.
- b. If the Vice President shall be unable or unwilling to complete his or her term of office, the President, with the advice and approval of the Board, shall appoint a successor from among the members of the Board. The successor shall serve the balance of the term.

Section 6. Duties and Responsibilities of the Secretary-Treasurer; Bond; Succession.

- a. The Secretary-Treasurer shall be the chief fiscal officer of the Corporation and shall have the following duties and responsibilities:
 1. Authorize the receipt of and deposit in appropriate accounts, all income of the Corporation, including, but not restricted to, dues, service fees, income from various programs and services, grants, and gifts.
 2. Pay out such funds as are necessary to operate the Corporation and its programs pursuant to the budget and subject to approval of the Board.
 3. Prepare at the close of each fiscal year, with the assistance of a certified public accountant, an audit of all of the accounts of the Corporation.
 4. Advise and, with the assistance of staff, provide fiscal oversight and accounting services to the various chapters and nongovernance affiliates.
 5. Perform such other fiscal functions as may be assigned by the President, the Board, or the Convention.
 6. Chair the Board Finance Committee.
- b. The Secretary-Treasurer shall furnish a bond in an amount set by the Board. The premium for such bond shall be paid by the Corporation.

- c. If the Secretary-Treasurer shall be unable or unwilling to complete his or her term of office, the President shall appoint a successor from the Board of Directors, subject to the approval of that Board. The successor shall serve the balance of the term.

ARTICLE XII. DELEGATES TO NEA REPRESENTATIVE ASSEMBLY; STATE NEA DIRECTOR AND ALTERNATE DIRECTOR

Section 1. Delegates to the NEA Representative Assembly.

Delegates to the NEA Representative Assembly shall be allocated and elected in accordance with the NEA Constitution and the procedures set forth in the Governance Manual.

Section 2. State NEA Director and Alternate Director.

a. Term of Office.

The State NEA Director and Alternate Director shall be elected every third (3rd) year by the active members of NEA within the State in accordance with the Governance Manual. They shall serve no more than two (2) terms.

b. Eligibility.

To be eligible as candidates, they must have been active members of the NEA for at least two (2) years immediately preceding the election. The term shall start on September 1 of the calendar year in which the NEA Director and Alternate Director are elected.

ARTICLE XIII. DUES, ASSESSMENTS, FEES, AND FISCAL YEAR

Section 1. Dues.

- a. The amount of "regular dues" under Section 89-4, Hawaii Revised Statutes, HRS, and Section 88-95, HRS, shall consist of the annual dues, assessments, and fees of NEA and the Corporation by classification of membership prorated by the number of payroll periods per year. The Corporation's portion shall be established by the Board by July 1 of each year, provided that the preceding year's amounts may remain in effect for the succeeding year if unchanged by July 1. The NEA portion shall be separately established by NEA. A written statement of the applicable amount of regular dues shall be submitted to the employer for payroll deduction and withholding purposes as provided by statute or collective bargaining agreement.
- b. The annual Corporation dues for full-time Active Members shall not exceed one percent (1%) of the highest teacher annual rate effective July 1 negotiated by the Corporation in its collective bargaining agreement with the public employer. The annual Corporation assessment may include chapter or affiliate dues, the amount of delinquent and past unpaid dues with ten percent (10%) interest per annum, and charges for association benefits, programs and activities, and the uninsured portions of court judgments against the Corporation for each classification of Members. Annual Corporation fees may include fines against Members who are subject to disciplinary action, or attorney's fees and costs against a losing party who initiates a legal action against the Corporation.

Section 2. Payment and Enforcement.

- a. Payment of regular dues shall be made promptly through payroll deduction or assignment pursuant to statute or applicable collective bargaining agreement. Where payroll deduction or assignment is unavailable or not authorized by the Member, the Member shall make payment of regular dues directly to the Corporation by the end of each payroll period.
- b. The Corporation may initiate appropriate legal action on all unpaid regular dues or any portion thereof, unless payment is waived or suspended due to extenuating circumstances determined by the Board. In addition to the amount due and owing the delinquent Member or person shall be responsible for interest payable at ten percent (10%) per annum, and attorney's fees and costs incurred by the Corporation for such legal action.

Section 3. Fiscal Year.

The fiscal year of the Corporation shall be from September 1 to August 31.

ARTICLE XIV. COMMITTEES

Section 1. Committees.

- a. The Board may establish various governance, standing, special and Board committees to assist in the various functions and duties of the Board of Directors, as well as various activities of the Corporation and its Members.
- b. Committees shall consist of Active Members but other members may participate as shall be determined by the Board, except on matters reserved by statute for bargaining unit employees who are Active Members and persons who pay agency fees.
- c. The Corporation shall have the following governance committees which shall function as committees of the Board:
 - 1. Charter Bylaws and Resolutions;
 - 2. Elections;
 - 3. Finance;
 - 4. Audit and Evaluation;
 - 5. Personnel;

and such other governance committees as the Board shall determine from time to time in accordance with the Governance Manual.

- d. Governance committee chair for the Charter Bylaws and Resolutions committee shall be appointed by the President subject to approval by the Board. Committee chairs for the remaining governance committees shall be selected from among the approved committee members in accordance with the Bylaws and the Governance Manual.
- e. Each governance committee shall have a minimum of two (2) Directors appointed to the committee. The remaining members of governance committees shall be appointed in accordance with the Governance Manual.

- f. Each governance committee shall operate pursuant to the standard operating procedures set forth in the Governance Manual.
- g. The Charter Bylaws and Resolutions Committee shall have the following specific functions:
 - 1. May propose and it shall receive, review, place in proper form, and recommend action to the Convention on Articles of Incorporation and Bylaw amendments submitted pursuant to Article XVI, Section 1 and Article XVII, Section 1;
 - 2. May propose and it shall receive, review, place in proper form, and recommend disposition of resolutions and new business items introduced at the Convention;
 - 3. Shall oversee the implementation of resolutions, new business items, and amendments adopted by the Convention and, where necessary, recommend specific action to the Board; and
 - 4. Shall conduct a continuing review of the Articles of Incorporation and of the Bylaws, as amended from time to time, and recommend appropriate changes.
- h. The Elections Committee shall have the following specific functions:
 - 1. Shall select its own chair from among its members at the last committee meeting of the year. The chair shall serve for one (1) year from July 1 to June 30;
 - 2. Shall propose rules for adoption by the Board governing the conduct of all elections for Delegates to the Convention, delegates to the NEA Representative Assembly, officers of the Corporation, NEA Directors, Directors of the Corporation, officers of the chapter and members of the chapter Representative Assemblies. Any and all complaints, protests, and challenges regarding eligibility of candidates, the conduct of the elections, or compliance with election safeguards shall be submitted in writing to the President within thirty (30) days after the occurrence, and referred to the judicial panel for hearing, decision, and order;
 - 3. Shall establish election rules and procedures which include (a) campaign safeguards, (b) inspection of (but not copying of) membership lists, and (c) distribution of campaign literature at candidate's cost provided the confidentiality and privacy of membership information is reasonably protected;
 - 4. Shall propose, for adoption by the Board, convenient dates and places for such elections, striving insofar as practicable to hold elections for Delegates to the Convention, delegates to the NEA Representative Assembly, Directors of the Corporation and officers of the chapter at the same times and places in the period between the January 15 eligibility date set forth in Article VII, Section 2, and the date of elections as set by the Board;
 - 5. Shall prepare and issue all necessary ballots, forms for tabulating returns, and forms for reporting results of elections;
 - 6. Shall establish procedures affording candidates the right to inspect but not copy or distribute membership lists (to determine whether to challenge the eligibility of voters), and afford candidates the opportunity to distribute campaign literature by

the Corporation at the candidate's request provided the entire cost is paid by the candidate, and the confidentiality and privacy of Member information is protected;

7. Shall conduct all referendums required for amendments to the Articles of Incorporation in accordance with Article XVI, Section 1 or Bylaws in accordance with Article XVII, Section 2d and, where feasible, conduct such referendums at the same time as the election of officers of the Corporation;
 8. Shall determine the number of officers, Delegate, representative, or Director seats to be voted on, in accordance with the apportionment established in the Bylaws and in accordance with the Governance Manual, and certify such;
 9. May delegate the responsibility of conducting specific elections to the chapter or conduct them itself through designated representatives as it deems necessary;
 10. Shall verify the results of the various elections to the appropriate Representative Assembly, Board, or Convention. On a finding that the election was improperly conducted or that errors were sufficient to affect the results, the body to which the verification is presented may, by a two thirds vote of the total membership of the appropriate body, reject the election in whole or in part. The two thirds vote shall not include the vote of any candidate for positions involved. If the results of any election are rejected by the body concerned, the committee shall, as soon as feasible, conduct a new election for the position or positions involved; however, in the case of Delegates to the Convention, where there is insufficient time to conduct a new election during the period that the Convention is in session, the seats shall remain vacant until such an election can be held. Only after the certification of the election will the results be announced;
 11. Shall function as the Rules, Credentials, and Elections Committee for the Convention and shall have the following responsibilities:
 - (a) Prepare and present to the Convention, on its convening, the rules of procedure for consideration by that body;
 - (b) Act as the Credentials Committee of the Convention and (in addition to certifying the results of Delegate elections) determine questions of eligibility of Delegates to be seated and recommend such findings to the Convention;
 - (c) Conduct elections within the Convention; and
 12. Shall assist with the planning and organizing of the Convention.
- i. The Finance Committee shall have the following functions:
1. Develop and review fiscal procedures, a fundraising plan, and annual budget with staff and other Board members;
 2. Submit the budget to the Board of Directors for approval;
 3. Monitor expenditures to ensure that they are within the budget;
 4. Submit any major change in the budget to the Board or the Executive Director for approval; and

5. Submit reports to the Board of Directors showing income, expenditures and pending income.

Note: The Secretary-Treasurer is chair of the Finance Committee.

- j. The Audit and Evaluation Committee shall have the following specific functions:
 1. Shall select from among its members the chair of the committee;
 2. Shall assist the Board of Directors in its oversight and monitoring of the Corporation's financial reporting process, internal controls and risk management, review compliance with laws, accounting standards and ethical standards, recommend the appointment of public accountants and oversee the selection of internal auditors, and provide a direct channel of communication to the Board for public accountants, internal auditors and finance officers. The Audit and Evaluation Committee shall be responsible for reviewing all related-party transactions involving the Corporation; and
 3. Shall assist the Board of Directors in its oversight of the Corporation's projects, services and activities to ensure that the Corporation's priorities and principles are achieved and that organizational systems are implemented and monitored for projects, services and activities to assure that reputational, legal, and financial risks are well managed and that such projects, services and activities are conducted consistent with all laws applicable to the Corporation.
- k. The Personnel Committee shall have the following functions:
 1. Conduct the annual performance evaluation of the Executive Director;
 2. Conduct hearings on employee grievances that have not been resolved at the level of the Executive Director and render a decision;
 3. Perform all related work as assigned by the President; and
 4. Perform all duties outlined in the Bylaws and Governance Manual.

Section 2. Standing Committees.

- a. The President may establish, subject to approval by the Board, or the Board may establish, such standing committees as may be needed to carry out the functions, policies and activities of the Corporation; provided however, that at a minimum there shall be the following standing committees:
 1. Government Relations;
 2. Negotiations;
 3. Human and Civil Rights; and
 4. Membership Services.

The committee chair for the Negotiations committee shall be selected from among the approved committee members in accordance with the Governance Manual. All other committee chairs for standing committees shall be appointed by the President subject to approval by the Board.

- b. Each standing committee shall operate pursuant to the standard operating procedures set forth in the Governance Manual.

Section 3. Special Committees.

- a. The President may establish, subject to approval by the Board, or the Board may establish such special committees as may be needed to carry out the functions and policies of the Corporation. Such committees shall be dissolved when their assigned task is completed or twelve (12) months after the date of their establishment (whichever shall first occur) unless the Board shall specifically extend their term.
- b. The chair and members of special committees shall be appointed by the President, subject to approval by the Board.
- c. When special committees are created or replacement members are appointed by the President between meetings of the Board, such committees or members may function, subject to approval and confirmation at the next regular Board meeting.

ARTICLE XV. REMOVAL OF OFFICERS, DIRECTORS, DELEGATES, REPRESENTATIVES; DISCIPLINARY ACTIONS; EXHAUSTION OF INTERNAL PROCEDURES AND REMEDIES; DUE PROCESS REQUIREMENTS AND JUDICIAL PANEL

Section 1. Director and Officer Discipline or Removal.

- a. Any elected officer, Director, Delegate, representative or appointed committee member and other representative or agent of the Corporation may be removed from office for good cause including but not limited to:
 - 1. Conviction of a criminal offense involving moral turpitude,
 - 2. Misappropriation or embezzlement of funds or property of NEA or the Corporation,
 - 3. Refusal to adhere or comply with the provisions of the Articles of Incorporation, Constitution, Bylaws, and policies of the Corporation and of NEA,
 - 4. Breach of confidentiality or unauthorized disclosure of privileged and sensitive information,
 - 5. Violations of the rules of discipline or policies established by a governance standing committee and ratified by the Board of Directors,
 - 6. Breach of fiduciary duty and the standard of conduct applicable to officers by law,
 - 7. Engaging in an unauthorized conflict of interest transaction,
 - 8. Engaging in unauthorized conduct contrary to the beneficial interest of the Corporation and its Members, and
 - 9. Any willful failure to perform the duties, responsibilities, and functions of the position.

- b. Any member may file with the President a complaint against an Officer or Director within thirty (30) days after an “occurrence”. An occurrence shall mean the date the Member filing the complaint knew, or should have known, about the event or events stated in the complaint. The President shall provide notice that a complaint was filed against him or her.
- c. An investigation of complaints shall take place under reasonable procedures as adopted by the Board of Directors.

Section 2. Disciplinary Actions.

- a. Any Member of the Corporation may be subject to fines, suspension, expulsion as a Member, or to other forms of disciplinary sanctions and punishment for good cause including but not limited to:
 - 1. Conviction of a criminal offense involving moral turpitude,
 - 2. Misappropriation or embezzlement of funds or property of NEA or the Corporation,
 - 3. Refusal to adhere to or comply with the provisions of the Articles of Incorporation, Constitution, Bylaws, and policies of the Corporation and of NEA,
 - 4. Breach of confidentiality or unauthorized disclosure of privileged and sensitive information,
 - 5. Violations of the rules of discipline or policies established by a governance or standing committee and ratified by the Board of Directors,
 - 6. Breach of fiduciary duty and/or the standard of conduct of an officer,
 - 7. Engaging in an unauthorized conduct as an officer contrary to the beneficial interest of the Corporation and its Members,
 - 8. Refusing to respect a lawful picket line or refusing to engage in a work stoppage which is authorized, sponsored, or supported by the Corporation,
 - 9. Engaging in actions which undermine the Corporation as the exclusive bargaining representative in collusion with management or with another labor organization, or aiding and abetting the employer or another labor organization in matters relating to collective bargaining,
 - 10. Failure to exhaust internal procedures and remedies prior to filing a complaint, charge, protest, suit, grievance, or other legal challenges against the Corporation, its officers, agents, representatives, or Members in a judicial, administrative, or legislative tribunal,
 - 11. Filing a frivolous legal action against the Corporation, its officers, agents, representatives or Members,
 - 12. Engaging in any action which brings or tends to bring NEA or the Corporation into disrepute with the public or in conflict with the law, and
 - 13. Engaging in conduct unbecoming a member of NEA and or a Member of the Corporation.

- b. Any member may file a complaint with the President against a member within thirty (30) days after an "occurrence". An occurrence shall mean the date the member filing the complaint knew, or should have known, about the event or events stated in the complaint. The President shall provide notice to the member that a complaint was filed against him or her.
- c. An investigation of complaints shall take place under reasonable procedures as adopted by the Board of Directors. Any member expelled from membership may apply for reinstatement one (1) year from the date of expulsion, which shall be reviewed and decided by a majority vote of the Board of Directors.

Section 3. Exhaustion of Internal Procedures and Remedies.

- a. Prior to initiating or filing any action in any judicial, administrative, or legislative tribunal against the Corporation, its officers, agents, representatives, or Members, a Member is required to exhaust internal procedures and remedies.
- b. All Member complaints, charges, protests, suits, grievances, or other legal challenges against the Corporation, its officers, agents, representatives or Members shall be filed with the President within thirty (30) calendar days after its occurrence, and referred to the judicial panel for a hearing and determination within sixty (60) calendar days. An "occurrence" shall mean the date the Member actually knew or should have known of the alleged violation. The findings, conclusions, decision and order of the judicial panel shall be final and binding unless an appeal is filed with the Board of Directors within thirty (30) calendar days. The Board shall refer all appeals to a single independent arbitrator, retained from Dispute Prevention & Resolution, Inc. (DPR), or should DPR cease to exist, such other independent third party arbitrator as the Board shall decide in its discretion. The decision of the DPR or other third party arbitrator shall be final and binding on the parties. Arbitration fees shall be paid as ordered by the arbitrator.

Section 4. Due Process Requirements.

- a. No Member of the Corporation may be fined, suspended, expelled, or otherwise disciplined except for non-payment of regular dues by the Corporation or by any officer thereof unless such Member has been (1) served with written specific charges, (2) given a reasonable time to prepare his or her defense, and (3) the occurrence or occurrences under which the discipline arose was investigated.
- b. A Member who receives charges may be represented by another Member at the hearing, and the proceeding shall be restricted to Members only. Written notice of an Order by the Judicial Panel suspending, expelling, or terminating a Member shall state the reason therefore, and said Order shall not be effective until at least fifteen (15) days from the date that written notice of the Order is sent to the Member's last known address.
- c. Any proceeding challenging any fine, suspension, expulsion or other disciplinary action shall commence no later than one (1) year after the effective date of said action.

Section 5. The Judicial Panel.

- a. The Judicial Panel shall consist of six (6) Active Members in good standing appointed by the President and confirmed by majority vote of the Board of Directors. Each Judicial Panel Member shall serve a three-year term, with two Members' terms expiring every year on a staggered basis. The President shall designate one (1) of the Members as the

Judicial Panel Chair, who shall continue in that capacity through the end of her/his term. Reappointments of any and all Members will go through the normal appointment/confirmation process outlined above. The Judicial Panel will be responsible for following all policies and procedures outlined in Section 350 of the Governance Manual.

- b. The judicial panel shall investigate complaints referred to it by the President that were filed by an HSTA Member or multiple HSTA Members against another HSTA Member, or HSTA's Officers or Directors.
- c. The judicial panel shall be provided staff and professional assistance as may be necessary and appropriate in its proceedings.
- d. Pursuant to reasonable procedures adopted by the Board of Directors, when investigators are referred to the judicial panel, the judicial panel shall hold an investigatory meeting in which both the complainant or complainants, and the respondent or respondents, are able to present their complaints and responses to the judicial panel. Notice of the date, time, and place of the investigatory meeting shall be sent to both the complainant(s) and respondent(s) at least ten (10) days in advance via the last known email and the last known address of the parties. All parties may mutually agree to an earlier meeting date.
- e. A full and complete record shall be kept of all proceedings held before the Judicial Panel and all testimony, statements, and positions of the parties shall be taken down by a reporter engaged for such purposes or by use of a mechanical recording device. It shall not be necessary to transcribe the record unless requested for purposes of an appeal or court review. In the proceedings the panel shall not be bound by the technical rules of evidence, except no hearsay evidence may be admitted or considered unless authorized by law.
- f. After a hearing the judicial panel shall promptly make and file its decision and order, incorporating findings of fact on all issues involved in the controversy and the determination of the rights of the parties. The decision and order may dismiss or sustain the complaint, charge, protest, suit, grievance, or other legal challenge, and afford appropriate relief taking into account all relevant facts and circumstances in the case.
- g. The decision of the judicial panel shall be final and binding, unless an appeal is filed with the Board of Directors within thirty (30) calendar days after the date of the panel's decision and order.

ARTICLE XVI. AMENDMENTS TO THE ARTICLES OF INCORPORATION

1. Any Active Member may submit proposed amendments to the Articles of Incorporation by making such submittal in writing to the Charter Bylaws and Resolutions Committee at least seventy-five (75) days prior to the Convention. Copies of such proposed amendments shall be given to each Board of Director no later than forty-five (45) days prior to the Convention. The Charter Bylaws and Resolutions Committee shall consider all amendments submitted and may edit, consolidate, and place them in proper form. The Articles considered by the Charter Bylaws and Resolutions Committee shall be properly drafted and presented to the Board of Directors at the time it convenes at the applicable scheduled meeting, with a recommended action, and with sufficient copies for all Directors. Amendments approved by the Board of Directors will be presented to the Convention at the time it convenes, with a recommended action and with sufficient copies for all Delegates.

2. Any proposed amendment submitted to the Charter Bylaws and Resolutions Committee less than seventy-five (75) days prior to the convening of the Convention shall require a two thirds affirmative vote of the Board of Directors before it is presented to the Convention.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Section 1. Submittal of Amendments.

- a. Any Active Member may submit proposed amendments to the Bylaws by making such submittal in writing to the Charter Bylaws and Resolutions Committee at least seventy-five (75) days prior to a scheduled meeting of the Board of Directors. Copies of such proposed amendments shall be given to each Director and the chapter presidents no later than forty-five (45) days prior to the applicable Board of Directors meeting. The Charter Bylaws and Resolutions committee shall consider all amendments to the Bylaws submitted and may edit, consolidate, and place them in proper form. The Bylaws considered by the Charter Bylaws and Resolutions Committee shall be properly drafted and presented to the Board of Directors at the time it convenes at the applicable scheduled meeting, with a recommended action and with sufficient copies for all Directors.
- b. In the interim period between annual Conventions, any Active Member, officer or Director may submit proposed emergency amendments to the Bylaws for the purpose of ensuring compliance with applicable federal and state law by making such submittal in writing to the Board of Directors at least seventy-five (75) days prior to a scheduled meeting of the Board of Directors. Copies of such proposed emergency amendments shall be given to each Director and the chapter presidents no later than forty-five (45) days prior to the applicable Board of Directors meeting.

Section 2. Consideration of Amendments by the Board of Directors.

- a. The Board of Directors shall consider all amendments to the Bylaws submitted by the Charter Bylaws and Resolutions Committee in accordance with the Governance Manual.
- b. The Board of Directors may adopt and enact emergency Bylaw amendments pursuant to its executive authority under Article VIII, Sections 1 and 6.
- c. With respect to emergency Bylaw amendments, if the Board of Directors, by vote of two thirds of the voting Directors at the applicable scheduled meeting, shall approve an amendment to the Bylaws, it shall duly certify such approval and send the amendment in final form to the Charter Bylaws and Resolutions Committee of the Corporation for submittal to the next annual Convention for ratification by the Convention Delegates.
- d. All amendments to the Bylaws shall be effective as of the date set forth in the Governance Manual, unless otherwise provided in the amendments or required by law.

Section 3. Consideration of Bylaws Amendments by the Convention.

- a. The Convention shall consider all Bylaws amendments approved by the Board.
- b. The Convention, by vote of two thirds (2/3) of the registered Delegates eligible to vote, shall approve Bylaws amendments.

- c. All amendments to the Bylaws shall be effective as of the beginning of the fiscal year following the Convention, unless otherwise provided in the amendments or required by law.

ARTICLE XVIII. CONFLICTS OF INTEREST; USE OF CORPORATE NAME OR SYMBOL

Section 1. Conflicts of Interest.

No contract or other transaction between the Corporation and one (1) or more of its officers or Directors or any other corporation or any firm, association, or other organization, in which one (1) or more of its officers or Directors are directors or officers, or are financially interested, shall be either void or voidable because of the relationship or interest or because the Director(s) or officer(s) are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies the contract or transaction or because the vote of the interested Director(s) or officer(s) are counted for that purpose, if:

- (1) The material facts of the transaction and the Director(s)' or officer(s)' relationship or interest is disclosed or known to the Board of Directors or committee which authorized, approved or ratified the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested Director(s) or officer(s); or
- (2) The material facts of the transaction and the Director(s)' or officer(s)' relationship or interest is disclosed or known to the Active Members and they authorize, approve or ratify the contract or transaction by vote or written consent; or
- (3) The contract or transaction is fair and reasonable to the Corporation at the time it is entered into.

If the majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present.

Section 2. Use of Corporate Name or Symbol.

No officer, employee, or Member of the Corporation shall use the Corporation's name or symbol in any undertaking or enterprise, other than in accordance with the Governance Manual, in such a way as to imply the Corporation's endorsement or approval without first receiving the written permission of the Board.

ADDENDUM A

DEFINITION PAGE

ACTIVE MEMBER has the meaning given in Article IV, Section 1, a:

An "Active Member" is any person who is employed in the public school system as a teacher or other personnel of the State Department of Education under the same salary schedule, or who is employed in any private school in the State of Hawai'i in a similar capacity, provided such person meets the eligibility requirements for active membership in the National Education Association.

ASSOCIATE MEMBER has the meaning given in Article IV, Section 1, b:

An "Associate Member", which includes Retired Members, Aspiring Educator Members, Staff Members, is any individual who has served as an officer of the Corporation or as Executive Director or any individual who is not a bargaining unit member, but who is interested in advancing the cause of education. Such person may be admitted as an Associate Member of the Corporation upon the payment of dues for an Associate Membership, which shall be set by the Board. An Associate Member may not hold elective or appointed positions at any level within the governance of the Corporation.

CHAPTER(S) has the meaning given in Article X, Section 1:

A unit of the Corporation comprised of Members in good standing of the Corporation within an appropriate unit of the public school system may be established as a "chapter" of the Corporation.

CONVENTION has the meaning given in Article VII, Section 1:

The annual meeting of the Members shall be referred to as the "Convention".

CORPORATION has the meaning given in Article I:

THE HAWAII STATE TEACHERS ASSOCIATION

DELEGATE has the meaning given in Article VII, Section 2:

The Members entitled to vote at the Convention shall designate delegates to the Convention to act on their behalf (Delegates).

DIRECTOR has the meaning given in Article VIII, Section 3:

The authorized number of directors shall be established by the Board of Directors from time to time and set forth in the Governance Manual (each as a Director).

EXECUTIVE DIRECTOR has the meaning given in Article VIII, Section 8.

GOVERNANCE MANUAL has the meaning given in Article VI, Section 1:

The Board shall establish standard operating policies and procedures for the governance of the Corporation in accordance with its Articles and these Bylaws, which shall be set forth in a governance manual (the Governance Manual).

HRS means Hawaii Revised Statutes.

HSTA-RETIRED or HSTA-R has the meaning given in Article IX, Section 1, a:

The HSTA-Retired (HSTA-R) is an autonomous organization comprised primarily of the Retired Members of the Corporation. HSTA-R has entered into a Memorandum of Understanding governing the rights and obligations of the members of HSTA-R with the Corporation.

HSTA-STUDENT or HSTA-S has the meaning given in Article IX, Section 2, a:

The HSTA-Student (HSTA-S) is an autonomous organization comprised solely of Student Members of the Corporation who are enrolled in a post-secondary program that is preparatory for employment in a position that would make him or her eligible for active membership. HSTA-S has entered into a Memorandum of Understanding with the Corporation governing the rights and obligations of its members.

MEMBER(S) has the meaning given in Article IV, Section 2:

The Active Members, Retired Members, Student Members, Associate Members and Staff Members shall be referred to as "Member(s)."

NEA has the meaning given in Article II, 2:

National Education Association (NEA) of the United States

POLICY DIGEST has the meaning given in Article VIII, Section 6, b:

The principles of the Corporation set forth in a policy manual (the Policy Digest).

RECORD DATE has the meaning Article VII, Section 2, b:

The allocation of Delegates will be based on the number of Active Members of the Corporation in each chapter as of the close of business on January 15 of each year, or the next succeeding business day, if such be a Saturday, Sunday, or holiday (the Record Date).

REPRESENTATIVE ASSEMBLY has the meaning Article X, Section 2, a:

A representative assembly of the chapter (Representative Assembly) shall be elected in accordance with the one-person, one-vote principle.

RETIRED MEMBER has the meaning given in Article IV, Section 1, b, i:

A "Retired Member" is any person retired from a position in a public school system or a private school or system, who has held active membership in the Corporation or any other state affiliate of the National Education Association for at least one (1) year immediately prior to retirement. In addition, a retired person who has held active membership in the Corporation for at least five (5) years shall be eligible to be a Retired Member.

STAFF MEMBER has the meaning given in Article IV, Section 1, b, iii:

A "Staff Member" is any person employed by the Corporation.

STUDENT MEMBER has the meaning given in Article IV, Section 1, b, ii:

A "Student Member" is any student enrolled in or preparing for a program of study in an accredited institution of higher learning that qualifies the student for a career in education.