

BY-LAWS OF THE SENIOR COUNSEL DIVISION  
OF THE HAWAII STATE BAR ASSOCIATION  
As enacted on April 23, 2009  
Amended on October 4, 2013

ARTICLE I  
NAME AND PURPOSES

Section 1. **Name.** This division of the Hawaii State Bar Association ("Association") shall be known as the "SENIOR COUNSEL DIVISION OF THE HAWAII STATE BAR ASSOCIATION" ("Division").

Section 2. **Purposes.** The purposes of the Division are to stimulate the interest of Division members in the objectives and activities of the Association, to promote camaraderie among Division members, to provide members with a means to participate in improving the administration of justice and promoting the public welfare, to facilitate pro bono service and public service by its members, to facilitate the social well being of its members, to better shape the law affecting the elderly and infirm, to assist the Board of Directors of the Association in carrying out its programs and goals, to carry out such functions and programs as the Association from time to time shall delegate to it, and to sponsor programs and projects of interest to lawyers and the public.

ARTICLE II  
MEMBERSHIP

The membership of the Division shall consist of all members of the Association in good standing, who have attained the age of 50 on January 1 of a calendar year. Membership in the Division shall commence as soon as the member meets these qualifications. Membership in the Division shall terminate automatically as soon as the member ceases to be a member of the Association.

ARTICLE III  
MEETINGS

Section 1. **Annual Meetings.** The annual meeting of the Division shall be held at such time as shall be determined by the [Executive] Board of Directors.

Section 2. **Special Meetings.** Special meetings may be called at any time by the [Executive] Board of Directors, or by the Secretary upon the written request of not less than one hundred (100) Division members.

Section 3. **Notice.** Notice of the annual meeting shall be given at least one week in advance by the Secretary. Notice of special meetings shall be given at least forty-eight (48) hours in advance by the Secretary. All notices shall be distributed to members at their last known mailing or email addresses or shall be published in an official publication of the Association.

Section 4. **Quorum.** Twenty-five (25) Division members shall constitute a quorum for purposes of annual and special meetings. Voting by proxies shall be allowed. A majority of the members present and voting shall be sufficient to transact business.

#### ARTICLE IV OFFICERS

Section 1. **Officers.** The Officers of the Division shall be a President, Vice President, Secretary, and Treasurer. They shall be elected prior to or at the annual meeting of the Division and shall hold office for the next succeeding calendar year. The Vice President shall be deemed president-elect and shall become President of the Division[s] upon the commencement of the next succeeding calendar year following the calendar year for which that person was elected Vice President. The officers shall perform their duties in coordination and with the assistance of the Association's staff. The President of the Association shall appoint the inaugural Officers of the Division.

Section 2. **Duties of the President.** The President shall preside at all meetings, appoint committees, report on activities of the Division, and perform such other duties as usually pertain to that office.

Section 3. **Duties of the Vice President.** The Vice President shall perform the duties of the President if the President is unable or declines to act, and shall perform such other duties as may be delegated by the President.

Section 4. **Duties of the Secretary.** The Secretary shall keep all minutes of the meetings and other records of the Division and shall issue notices of annual and special meetings.

Section 5. **Duties of the Treasurer.** The Treasurer shall keep an accurate record of any funds and property of the Division. The Treasurer shall monitor and administer those funds and property.

#### ARTICLE V BOARD OF DIRECTORS

Section 1. **Composition.** The President of the Association shall appoint a minimum of eight to serve on the inaugural Board of Directors. The Directors and the Officers will serve as the Board of Directors of the Division ("Board").

Section 2. **Terms of Office.** Thereafter, the Directors shall be elected prior to or at the annual meeting of the Division and shall hold office for the next succeeding calendar year. The Directors so elected shall serve staggered terms of two years. At the first election held after the adoption of this provision, half of the Directors (or, in the event of an odd number, half plus one) shall be elected for one-year terms and the remaining shall be elected for two-year terms. Upon the expiration of their terms, their successor shall be elected for terms of two years. Any Director who ceases to be a member of the Association shall immediately cease to be a Director, and a vacancy shall occur until the Board can fill the vacancy with a qualified member.

Section 3. **Vacancies.** No Director or Officer's term can be shortened by any reduction in the number of Directors. In the event of vacancies in such offices, however arising, such vacancies may be filled at any regular or special meeting of the Board called for that purpose. An acting Director serving during the temporary absence or incapacity of any such Director may be appointed by the President with the approval of a majority of the remaining members of the Board.

Section 4. **Duties and Powers.** The Board shall have the full power and authority to do all acts and perform all functions which the Division itself might perform. Between annual meetings of the Division, the Board may remove members of the Board for cause and may fill all vacancies of Officers and Directors.

Section 5. **Meetings of the Board.** Meetings of the Board may be called by the President, the Vice President or any two Board members for such time and place as the person or persons calling the meeting shall determine. Board members can participate in meetings of the Board in person, [via] electronically or by telephone conference. A majority of the Board shall constitute a quorum. A majority of the Board members participating in a Board meeting present and voting shall be sufficient to transact business.

## ARTICLE VI ELECTIONS

Section 1. **Nominations.** A nominating committee appointed by the President of the Division shall make nominations for Vice President, Secretary, Treasurer, and Directors. The list of nominees shall be distributed to the last known mailing or email address of each member and published in an official publication of the Association at least thirty (30) days before the date of the annual meeting. Nominations may also be made by written petition signed by fifteen (15) Division members and submitted to the Secretary no later than twelve (12) days after the mailing or emailing date of the nominating committee's list of nominees. No person may be nominated for more than one office. Each nominee must signify a willingness to serve and must certify that they are eligible to serve if elected.

Section 2. **Election.** A ballot containing the names of all qualified nominees shall be distributed to all members at their last known mailing or email addresses at least fifteen (15) days prior to the date of the Division annual meeting. Completed ballots must be delivered to and received by the Secretary and/or electronic voting must be completed not less than 48 hours prior to the time set for the Division annual meeting. All active members may vote for all Officer and Director positions regardless of where the members maintain their principal office. The President shall appoint a committee of impartial members to open the envelopes, and to count and tabulate the votes shown on the ballots and/or confirm the results of electronic voting. The ballots shall be opened and the votes counted after the deadline specified for the receipt of the ballots and prior to the commencement of the Division annual meeting. Candidates for the respective Officer and Director positions receiving the most votes shall be declared elected to the respective offices. The Director candidates from each geographic area receiving the most votes based on the number of Director positions available from each geographic area shall be declared elected. If there is a tie, the matter shall be determined at the Division annual meeting.

Section 3. **Definition of Members.** For purposes of Article VI only, members shall mean all Division members who hold bar membership with the Association at least thirty (30) days prior to the Division annual meeting.

ARTICLE VII  
AFFILIATIONS

The Division may be affiliated with the Senior Lawyers Division of the American Bar Association or with any other organization as approved by the majority of the Board members present and voting at a duly called meeting of the Division.

ARTICLE VIII  
AMENDMENT

These By-Laws may be amended by a majority vote of the members of the Division present or represented by proxy at any meeting at which a quorum is present, but any amendment shall be subject to approval of the Board of the Hawaii State Bar Association.