

The HSBA State Bar Association dDelegate and YLD Delegate to the House of Delegates of the American Bar Association,

The Chairpersons of the Standing Committees of the Association,

One representative each from the bar associations of Hawaii County, Maui County, Kauai County, and West Hawaii, The President of the Hawaii State Trial Judges Association, and

The immediate past President of the Association.

All elected members of the Board of Directors present in person or participating by teleconferencing or videoconferencing or other electronic means, in accordance with procedures adopted by the Board, at a meeting of the Board shall be entitled to vote, and ex officio members shall have floor privileges, but shall not be entitled to vote.

Any Circuit or, in the case of the Third Circuit, the West Hawaii or East Hawaii Regions, having in any year more than 300 active members in good standing who are domiciled or principally practice their profession in such Circuit or Region shall be entitled to one additional member of the Board for each additional 300 members or major fraction thereof, to be elected at the next regular election of the Association. In the event that the membership in a Circuit or Region as of May 1 is such that it is no longer entitled to one or more additional members, the term of such additional member(s) of the Board shall end at the expiration of the term for which the member(s) was elected.

COMMITTEE COMMENT: The provisions for full membership and voting rights on the Board by appointed members (standing committee chairs, ABA delegate, County bar associations) was deleted as being inconsistent with the apportionment and representation concept of an elected Board of a unified bar. The language now tracks Supreme Court Rule 17(e) governing the composition of the Board.

(c) Terms of Office. The members of the Board shall be elected by the members of the Association to serve staggered terms of two years. At the first election held after adoption of this provision, half (or, in the event of an odd number, half plus one) shall be elected for one-year terms and the remaining number shall be elected for two-year terms. Upon expiration of their terms, their successors shall be elected for terms of two years.

(d) The Association Delegate to the House of Delegates. The Association's delegate to the House of Delegates of the American Bar Association shall be elected by the members of the Association for a term of two years.

1990 AMENDMENTS COMMENTS: The term of the ABA delegate was changed to conform to the ABA appointment process of two years.

(e) The Young Lawyers Division Delegate to the House of Delegates. The outgoing YLD President shall serve as the YLD Delegate to the House of Delegates of the American Bar Association for a term of two years. If the outgoing President declines or is aging out, the YLD Board will appoint another, subject to HSBA Board approval.

(ef) The Standing Committee Chairpersons. The chairperson of each standing committee shall be appointed by the President with the approval of the Board of Directors.

(fg) The County and Local Bar Association Representatives. The representatives from the bar associations of Hawaii County, Maui County, Kauai County, and West Hawaii shall be elected or appointed by the respective county and local bar associations. Certification of such representatives' election or appointment shall be made to the Secretary of the Hawaii State Bar Association by the President of each county and local bar association.

(gh) Meetings of Board of Directors and Board Committees; Removal for Non-Attendance. The Board of Directors shall meet at such times and places within the State of Hawaii as the President or any three (3) members thereof may direct, provided that no such meeting shall be without the District of Honolulu, proper, except with the prior authorization of a majority of the Board of Directors. The Executive Committee and Finance Committee and other committees of the Board of Directors shall meet at such times and places as members of said committees shall determine. Any member of the board who fails to attend or participate in three consecutive meetings and does not have good cause therefore, as determined by the President, shall be automatically removed from the Board. Any vacancy created through the removal of a director for non attendance shall be filled by a person appointed by the President and approved by majority vote of the Board.

(hi) Quorum; Secretary Pro Tem. A majority of the Board of Directors shall constitute a quorum. The Board of Directors may designate as its Secretary Pro Tem (and in its discretion an Assistant Secretary) such person or persons, whether or not members of the Association, as it may determine.

Section 3. Funds and Property. The members of the Board of Directors shall have control of the funds and property of the Association, subject to the Constitution and Bylaws (as the same may be amended from time to time), and the Board of Directors shall carry out and give effect to the Constitution and Bylaws. All funds and property of the Association shall vest in the Association as a nonprofit corporation.