

**BY-LAWS OF THE YOUNG LAWYERS DIVISION
OF THE HAWAII STATE BAR ASSOCIATION**
(As amended from November 13, 2014)

**ARTICLE I
GENERAL PROVISIONS**

1.1 Name. The name of this organization is the “Young Lawyers Division of the Hawaii State Bar Association” (hereinafter the “Division”), which is a division within the Hawaii State Bar Association (hereinafter the “Association”).

1.2 Purpose. The purpose of the DIVISION is to stimulate the interest of young lawyers of Hawaii in the objectives and activities of the Association, to promote camaraderie among young lawyers, to provide lawyers with a means to participate in the improving the administrative of justice and promoting the public welfare, to assist the Board of the Association in carrying out its programs and goals, and to sponsor programs and projects of interest to lawyers and the public.

1.2 Authority.

- (a) Division’s Business. These Association and the actions taken under their authority are the basis for the conduct of all business in the Division.
- (b) Relationship to the Association. The Division is a constituent of the Association, and as such the Association’s constitution, Association, and actions taken under their authority shall be incorporated into the Association’s By-laws where appropriate, including the meaning of terms therein. The Division shall take action on the Association’s behalf only where granted authority by the Association’s constitution, By-laws, or actions taken under their authority.
- (c) Supplementary Authority and Action. The Division, acting through its Executive Board, as provided these By-laws hereinafter, may make or adopt, rules, policies and procedures, resolutions that supplement these By-laws.

**ARTICLE II
MEMBERSHIP**

2.1. Members. A person shall automatically become a member of the Division by being a member of the Association, provided that at such time, the person has not yet attained the age of thirty-six (36) years or was not first admitted to the practice of law in any other jurisdiction more than five (5) years prior to the admission of the Association.

2.2 Good Standing. In addition, a member must be in good standing with the Association to remain a member in the Division.

2.3 Termination. Membership in the Division shall automatically terminate at the close of the calendar year in which a member reaches thirty-six (36) years of age or five (5) years after admission to the members first bar admission, whichever event occurs later. Additionally, a person shall cease membership in the Division upon the cessation of membership in the Association or a loss of good standing.

ARTICLE III MEETINGS

3.1 Annual Meetings. There shall be an annual meeting of the Division and shall be held at such time and place as determined by the Executive Board of the Division.

3.2 Special Meetings. Special meetings may be called at any time by the Executive Board, or by the Secretary upon the written request of not less than ten percent (10%) of the Division members.

3.3 Notice. Notice of the annual meeting shall be given at least one (1) week in advance by the Secretary through the Association. Notice of special meetings shall be given at least forty-eight (48) hours in advance by the Secretary through the assistance of the Association. All notices shall be mailed to a member's last known address on record with the Association, sent by electronic communication to the member's last known electronic mail address on record with the Association, published in a daily newspaper of general circulation in the State of Hawaii, published in the Association's newsletter or journal, or posted to the Association's official website.

3.4 Quorum. Twenty-five (25) Division members shall constitute a quorum. Voting by proxies shall be allowed. A majority of the members present and voting at which a quorum is present shall be sufficient to transact business at the meeting.

ARTICLE IV EXECUTIVE BOARD

4.1 Composition. The Division shall be governed by an Executive Board (the "Board") comprised of Officers and Directors all of whom shall be members of the Division.

4.2 Officers. The officers of the Division and the Board shall consist of a President, Vice President, Treasurer, and Secretary. All officers shall serve for a one (1) year term. The Vice President, Treasurer, and Secretary shall be elected prior to the annual meeting of the Division and shall have terms that start and end the succeeding calendar year.

- (a) President. The President shall preside at all meetings of the Division, set the calendar for Executive Board meetings with the advice of the Board, create and appoint committees, report on activities of the Division, report to the Board of activities of the Association, and shall perform all other such duties reasonable and necessary to that office. The President shall not be eligible again for the office of Vice President or President.

- (b) Vice President. The Vice President shall perform duties of the President if the President is unable or refuses to act, and shall perform all other such duties reasonable and necessary to that office or as may be delegated by the President. The Vice President shall be deemed the president-elect and shall become President of the Division upon the commencement of the next succeeding calendar year following the calendar year for which that person was elected Vice President.
- (c) Treasurer. The Treasurer shall provide receive reports and records from the Association with regard to the funds and property of the Division. Further, the Treasurer shall be responsible for researching and applying for grants or obtaining similar benefits that aid the Division in its Purposes set forth in Section 1.2 of these By-laws, and shall hold all of the Division's monies and similar instruments that are not held by the Association in trust for the benefit of the Division. The Treasurer shall deliver reports on all these duties described herein.
- (d) 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. The Secretary shall be responsible for maintaining the proper recording of voting, proxies, and related items to the election process. Further, the Secretary shall assist the President or Vice President with those writings or communications to be delivered through the Association newsletter.

4.3 Directors; Terms and Numbers. The Directors of the Executive Board shall serve for a term of two (2) years. There shall be at least one Director from the County of Maui (Second Circuit), one Director from the County of Kauai (Fifth Circuit), one Director from the Eastern part of the County of Hawaii (Third Circuit), one Director from the Western part of the County of Hawaii (Third Circuit), and at least eight Directors from the City and County of Honolulu (First Circuit). Directors must maintain their principal office or residence in the geographic location in which they represent for the duration of their term. Any Director who attains thirty-six (36) years of age or five (5) years after admission to the Director's first bar, whichever last shall occur, shall continue to serve until the expiration of their term. Notwithstanding the foregoing, a quorum of the Executive Board shall have the discretion to permit any Neighbor Island Director to continue to serve on the Executive Board after Director attained thirty-six (36) years of age or five (5) years after admission to the Director's first bar, whichever last shall occur, shall continue to serve until the Executive Board can fill the vacancy with a qualified Member.

4.4 Law School Representative. The Dean or Dean's designee of the William S. Richardson School of Law shall select a representation from the student body to be a representative of the school to be a part of the Executive Board. The representative shall be selected from the second-year class for a one (1) year term. The representative shall not have the right to vote at a meeting of the Executive Board. The representative shall be responsible to promote the purposes of the Division by seeking out volunteers and participants from the student body.

4.5 Immediate Past President. The Immediate Past President, if still a member of the Division as provided by in Section 2.1 of these By-laws, shall be a part of the Executive Board.

4.6 Ex Officio Members. The Immediate Past President shall be an ex officio member of the Executive Board. The Division representative to the American Bar Association Young Lawyers Division (See Article VIII), the chairperson of a committee created under these By-laws, a young lawyer representative from each county or local bar association shall be ex officio members of the Executive Board if they are not currently serving a term as an officer or Director. Ex Officio members may attend and participate at Board Meetings, but shall not have the power to vote or be counted for the purposes of quorum.

4.7 Board Meetings. The Executive Board shall have monthly Board Meetings. Additional Board Meetings, beyond the monthly Board Meetings, may be called by the President, the Vice President, or by any two (2) Executive Board members for such time and place as the person or persons calling the meeting shall determine. A majority of the Executive Board shall constitute a quorum. A majority of the Executive Board members present and voting shall be sufficient to transact business.

4.8 Attendance of Board Meetings. Each member of the Executive Board, except the Law School Representative and Immediate Past President, is expected to attend three-fourths (3/4) of the Board Meetings in a calendar year. A member that is absent from three (3) or more Board Meetings during the course of the calendar year may be subject to the removal process stated in Section 7.1 of these By-laws.

4.9 Electronic Meetings. The Executive Board may provide for electronic meetings of the Executive Board, so long as the means to achieve such an electronic meeting allows for equal access and opportunity for members of the Division to be present and participate. Further, for the purposes of this section for a member to be “present” at an electronic meeting that member must be able to hear and communicate with those at the meeting. If a member is unable to communicate with those at the meeting, that member shall not be considered “present”.

ARTICLE V COMMITTEES

5.1 Creation. The Executive Board shall create such standing committee at its discretion, subject to the provisions of these By-laws, upon the approval of a majority of the Officers.

5.2 Standing Committee Members; Chairperson. Except the President, each Officer and Director shall volunteer for at least one standing committee. Each standing committee shall appoint a chairperson, that is at least an Officer or Director, and be comprised of at least three (3) members. The chairperson shall be responsible for managing the standing committee and its members. The President, through consent of the chairperson of a standing committee, may ask or appoint committee members from the Division. However, a standing committee member that is not a part of the Executive Board may not vote at a meeting of the Executive Board.

5.3 Special Committees. The President shall have the power to create special committees, as he or she may deem necessary. Standing Committees shall have the power to create special committees that shall assist them with the duties and responsibilities of the Standing Committee that created the special committee. A special committee may be comprised of any number of

members from the Division. However, a special committee member that is not part of the Executive Board may not vote at a meeting of the Executive Board.

(a) Nominating Committee. The President shall be responsible to form a Nominating Committee that is comprised of least three (3) Directors at least two (2) months prior to elections. The President may ask and appoint members from the Division to serve on the Nominating Committee to provide advice and assistance. The purpose of the Nominating Committee shall be to seek out candidates for Division elections and improve the elections process.

5.4 Duties and Powers. Each committee shall have the right and duty to perform the functions suggested by its title, and such other functions and duties, as shall be assigned by the President or the Executive Board.

5.5 Reports. All committees shall make reports to the Executive Board when requested to do so by the President or the Executive Board.

5.6 Dissolution. The Executive Board shall have the authority to dissolve any standing or special committee upon majority vote of the Executive Board. The President shall have power to dissolve any special committee created by the President, subject to the provisions of these By-laws. A Standing Committee shall have power to dissolve any special committee created by the Standing Committee, subject to the provisions of these By-laws.

Article VI ELECTIONS

6.1 Managing Elections. The Officers, along with the Nominating Committee, shall be responsible for managing process and procedures for elections process with the assistance of the Association. Nominations shall be provided through the advice of the Nominating Committee, as provided for by Section 5.3(a).

6.2 Elections. A ballot containing the names of qualified nominees shall be delivered electronically to all members who are eligible at least fifteen (15) days prior to the date of the Division annual meeting. A member may petition for a paper ballot to be sent to a mailing address, so long as the petition is received by the Secretary fifteen (15) days prior to an election. Completed ballots must be delivered to and received by the Secretary and/or electronic voting must be completed not less than forty-eight (48) hours prior to the time set for the Division annual meeting. All members of the Division may vote for all Officers, and Directors' positions regardless of where the members maintain their principal office. The Association shall provide the means or method to confirm the results of an election. Candidates for their respective Officer positions who receive the most votes shall be declared elected to their respective Officer positions. 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 by a majority vote of the current Executive Board.

6.3 Definition of Members. For purposes of this Section 6.3 only, members shall mean all members who hold bar membership with the Division at least thirty (30) days prior to the Division's annual meeting.

ARTICLE VII PROCESSES AND PROCEDURES

7.1 Removal. The Executive Board, by a three-fourths vote, may remove or discharge an Officer or Director of the Executive Board for cause, such as the failure to carry out the responsibilities and duties assigned to the Board member on a chronic and consistent basis or three (3) or more absences from Board Meetings during the calendar year. Any removal under this Section shall be effective upon the vote by the Executive Board and the removed member's position shall be deemed as a vacancy.

7.2 Vacancies. No Director's term can be shortened by any reduction in the number of Directors. The Executive Board, through a majority vote, may appoint a member of the Division to fill the remainder of an unexpired term of a Director. The President, with the approval of the majority of the Executive Board, may appoint a Director to fill the vacancy of an unexpired term of an Officer. A vacancy for the position of President shall be filled by the person holding the next highest office as determined by the hierarchical order the Officers are listed in Section 4.2 of these By-laws. In the event that no Officers exist at the time of a vacancy for the position of President, the remaining members of the Executive Board shall elect a President from among the Executive Board's remaining members.

7.3 Penalties. The Executive Board shall have the authority to impose a penalty upon any Board member in the event of his or her absence at a regular Board Meeting ("Absentee Penalty"). The decision as to whether an Absentee Penalties will be imposed, how much the Absentee Penalty shall be, and what the Absentee Penalty proceeds shall be used for shall be determined each year at the first meeting of the calendar year of the Executive Board, provided that Board members who are absent from a regular Board Meeting shall be allowed an exemption from the Absentee Penalty if the absence is excusable, as so determined by the Executive Board in its sole discretion.

ARTICLE VIII AMERICAN BAR ASSOCIATION YOUNG LAWYERS DIVISION DELEGATES

8.1 Affiliation. The Executive Board shall take all steps necessary to maintain the affiliation of the Division with the American Bar Association Young Lawyers Division ("ABA YLD") and to encourage participation in ABA YLD activities by members of the Division.

8.2 President's Obligation. The President shall take all necessary steps to ensure that all available positions for Hawaii delegates to the ABA YLD Assembly are filled for each meeting of the Assembly. To the extent consistent with the By-laws and other rules or procedures of the ABA YLD, the President may designate or appoint Division members to serve as delegates to the ABA YLD Assembly.

ARTICLE IX AMENDMENTS

9.1 Procedures for Amendments. All proposals to amend these By-laws shall be made in writing fifteen (15) days prior to a meeting, which shall be sent to the Secretary to place on the agenda of the meeting. As described in Section 3.4 of these By-laws, a majority present and voting at an annual meeting, or a three-fourths (3/4) vote of the Executive Board at a Board Meeting, may approve the adoption of an amendment to these By-laws.

9.2 Effective Date. Any amendments to the By-laws shall become effective upon adoption, unless otherwise stated in the proposal

9.3 Corrections. The Executive Board may correct the punctuation, grammar, terminology, or numbering of these By-laws or any amendment where appropriate, if the correction does not change the meaning.

CERTIFICATE OF SECRETARY

Dated: November 13, 2014

I certify that:

1. I am the Secretary of the Young Lawyers Division of the Hawaii State Bar Association.

2. The By-Laws to which this Certificate is attached were adopted as the By-Laws of the Young Lawyers Division of the Hawaii State Bar Association at a special meeting of the members of the Young Lawyers Division on November 13, 2014, subject only to approval by the Board of Directors of the Hawaii State Bar Association.



Bart W. Howk, Secretary