

CONSTITUTION AND BY-LAWS FOR THE HAWAI'I AUDUBON SOCIETY

(As amended in 2014)

CONSTITUTION

ARTICLE I NAME

The organization shall be known as the Hawaii Audubon Society (hereinafter called SOCIETY). It was founded by George C. Munro and first organized by Charles M. Dunn in 1939. The emblem of the SOCIETY shall be the native Hawaiian bird 'Elepaio, which typifies that friendliness to man which the SOCIETY reciprocates in its attitude toward all wildlife.

ARTICLE II MISSION STATEMENT

To foster community values that result in protection and restoration of native ecosystems and conservation of natural resources through education, science and advocacy in Hawaii and the Pacific.

ARTICLE III PURPOSE

Section 1. This SOCIETY is formed to further the protection and conservation of Hawaii's native wildlife, and the ecosystems which support it. The purpose and objectives of this SOCIETY shall be to engage exclusively in educational, scientific, literary, and charitable pursuits, and said purposes and objectives shall conform to the provisions of Section 501 (c) (3) of the Internal Revenue Code.

Section 2. The aims of the SOCIETY are: (1) to arouse public appreciation of the beauty and economic value of wildlife and to stimulate action to preserve and protect it; (2) to preserve an adequate breeding stock of all native wildlife for the enjoyment and material benefit of mankind; (3) to preserve environmental conditions of ample food, water and cover on the maintenance of which all wildlife is dependent for survival; (4) to foster public education and research on Hawaii's native wildlife; (5) to fix guardianship responsibilities on Federal, State or competent private agencies for safeguarding all species threatened with extinction; (6) to protect the interests of its members as beneficiaries of Hawaii's public trust resources.

Section 3. This SOCIETY is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof, or to any private shareholder or individual, except as grants or scholarships to aid in the study of Hawaiian wildlife which may be awarded from time to time to students or researchers who may also be members of the SOCIETY. The property, assets, profits or net income of this SOCIETY are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net

income of this SOCIETY shall ever inure to the benefit of any Director, Officer, or member thereof, or to the benefit of any private shareholder or individual, except as grants or scholarships as noted above. Upon the dissolution, or upon the abandonment, the copyrights and other assets of this SOCIETY remaining after payment of, or provision for, all debts and liabilities of this SOCIETY, shall be donated to the Bishop Museum or other Hawaiian society, or to the National Audubon Society (hereinafter called NATIONAL SOCIETY) or its successor, or to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes presently set forth in Section 501 (c) (3) of the Internal Revenue Code.

BY-LAWS OF THE HAWAI'I AUDUBON SOCIETY

ARTICLE I CONSTRUCTION

The HAWAI'I AUDUBON SOCIETY (SOCIETY) shall be autonomous and shall possess all the powers permitted to nonprofit organizations under the laws of the State of Hawai'i.

ARTICLE II MEMBERSHIP

Section 1. Any interested person who supports the purposes and objectives of the SOCIETY may become a member of the SOCIETY upon payment of dues.

Section 2. TYPES of membership in the SOCIETY are:

a. JOINT MEMBERSHIP, which covers membership in both the NATIONAL and HAWAII AUDUBON SOCIETIES.

Dues for Joint Membership are established by the NATIONAL SOCIETY.

b. LOCAL MEMBERSHIP, which covers membership in the HAWAII SOCIETY only.

Section 3. CLASSES of membership in the SOCIETY may included:

Regular (local) Member:

Student Member: persons age 18 and under

Family Membership: applies to members of the immediate family only

Senior Member: persons 65 and over

Senior Life Member: persons 70 and over

Joint (Regular & National) Membership

Foreign Membership: dues includes foreign airmail service

Corporate Membership

Institutional Member: e.g. schools, libraries

Supporting Member

Complimentary and Honorary Life memberships are awarded by the Board of Directors, with no dues payments required. All memberships except Honorary Life memberships are for one calendar year, January through December.

Section 4. DUES

Dues for any membership other than Joint memberships are established by the Board. Membership dues shall be payable at the time of application. Dues must be renewed at the beginning of each calendar year. If renewal dues are not paid by February 28, a member so in default shall be dropped from the membership rolls and not allowed to vote.

Section 5. VOTING

All local members in the Regular, Joint, Senior, Foreign, Corporate and Honorary Life memberships have the right to cast only one vote at any duly sanctioned meeting or by mail on any motion or ballot measure properly brought before the meeting or mailed to the member. Family memberships have two votes. Institutional, Student and Complimentary memberships are non-voting.

ARTICLE III GENERAL MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING

The SOCIETY shall hold an Annual meeting of the members at the end of each calendar year on a date to be determined by the Board. The President and the Treasurer shall report on the activities and financial condition of the SOCIETY. The members shall consider and act upon other matters as may be raised consistent with the notice requirements, such as amendments to the bylaws. The election of Directors and Officers shall take place at the Annual meeting in accordance with the procedures set forth in Articles VII.

Section 2. REGULAR MEMBERSHIP MEETINGS

Regular membership meetings other than the Annual meeting shall be held during the year at such dates as may be set by the Board, but such meetings shall be held not fewer than four times a year and shall be publicized in the *'Elepaio*. Any member of the public may attend these meetings, but may not vote if a vote is taken. A membership event with an educational program shall be considered a regular meeting.

Section 3. SPECIAL MEETINGS

Special meetings of members may be called by the Executive Committee or pursuant to a resolution of the Board, or by petition of not less than one tenth (1/10) of all members entitled to vote.

Section 4. MEETING NOTICE

Notice of the Annual meeting, regular meetings, and special meetings at which SOCIETY business is to be conducted, shall be given not less than ten (10) days or more than sixty (60) days before the date of the meeting. Such notice is given when announced by publication in the *'Elepaio*, by U.S. Mail, and/or electronically. Notice of the meeting shall state the purpose or purposes for which the meeting is called.

Section 5. QUORUM AND DECISION-MAKING

Twenty-five (25) voting members shall constitute a quorum at any meeting of the members at which SOCIETY business is to be conducted. Members must be present in person to vote, with the exception of motions and ballot measures mailed or emailed to the members by the SOCIETY, in which case members may respond by mail or email accordingly. Substantive and procedural matters shall be decided by a simple majority of those present and voting. Any action that may be taken at the Annual, regular, or special meetings may be taken without a meeting if the SOCIETY transmits a ballot to every member entitled to vote on the matter, in which case the SOCIETY shall follow the procedures set forth in Hawaii Revised Statutes (HRS) Chapter 414D.

ARTICLE IV DIRECTORS AND OFFICERS

Section 1. The control and conduct of the business of the SOCIETY shall be vested in its Board of Directors. Decisions of the Board may be endorsed or disapproved at any Annual, regular, or special membership meeting in which SOCIETY business is to be conducted, provided a quorum is present and voting.

Section 2. The Board shall be comprised of not less than three (3), nor more than thirteen (13) elected Directors. Eight (8) Directors shall serve as Directors at Large; up to ve (5) Directors shall serve as Officers. The Officers of the SOCIETY shall be a President, a First Vice-President, a Second-Vice President, a Recording Secretary and a Treasurer.

Section 3. The Directors shall be elected as provided in ARTICLE VII and shall serve an initial one year term if they have never served on the Board; thereafter they shall serve for two-year terms, or until their successors are elected. The terms shall be staggered so that to the maximum extent possible, only half of the Directors at Large and half of the Officers shall be elected during the annual election.

Section 4. Individuals may serve for up to five (5) consecutive two-year terms as a member of the Board.

Section 5. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of thirteen (13) Directors, the Board may proceed to elect a replacement(s) to serve for the remainder of the unexpired term(s), with the exception that if the Presidency becomes vacant, the First Vice-President will assume the office of President

Section 6. There shall be at least five regular meetings of the Board in any one calendar year, and not more than one regular meeting in any one month unless the Executive Committee deems it necessary to convene an emergency meeting electronically. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the Annual meeting of the members and shall be published in the *Elepaio*.

Section 7. Directors and Officers are expected to attend at least three of the five regular Board meetings each calendar year. Attendance may be by conference call. Upon missing the third meeting in a calendar year a Director or Officer is considered resigned from the Board, unless reinstated by the Board.

Section 8. Special meetings of the Board shall be called by the President or by the Recording Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person or by telephone not less than three (3) nor more than ten (10) days prior to the date of the meeting or, if by mail, not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

Section 9. A majority of the sitting Board shall constitute a quorum at any meeting of the Board. If there is a need for a board decision prior to the next meeting of the Board, the Executive Committee may solicit a board vote by email according to the following procedures: (1) the email shall be titled "Board Vote Required"; (2) there shall be a motion, a second and an

explanation why a decision is needed before the next board meeting; (3) a date and time shall be set when voting ends, but it shall be no longer than the day prior to the next board meeting; (4) a quorum is required to respond and majority of a quorum of the Board is needed to approve a measure to pass; and (5) board members must indicate "reply all" when voting so as to inform all board members of their vote.

Section 10. The Officers shall constitute the Executive Committee. The Executive Committee shall oversee the day-to-day administrative affairs of the SOCIETY and shall have the authority to meet and make administrative decisions between board meetings and such other decisions as the Board may authorize. The Executive Committee, with the approval of a majority of the Board, shall hire an Executive Director and any other employees as the SOCIETY may require. The Executive Committee shall have the authority, with the Board's approval, to negotiate and sign contracts in behalf of the SOCIETY. All contracts must be signed by three Directors, including the President, or in the President's absence, a designated Officer.

Section 11. The Finance Committee shall consist of the President, Treasurer, Executive Director, the SOCIETY accountant/bookkeeper and one additional Director appointed by the President. The Finance Committee shall oversee the financial affairs of the SOCIETY, prepare the annual budget with the assistance of the Committee Chairs, and shall prepare financial recommendations for adoption by the Board.

ARTICLE V DUTIES AND AUTHORITY OF OFFICERS

Section 1. Each Officer has the authority and shall perform the duties set forth in the Bylaws, or to the extent consistent with the Bylaws, the duties and authority prescribed in a resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers.

Section 2. The President shall direct and administer the affairs of the SOCIETY as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. The President shall also be an ex officio member of all committees. The President, or if absent, the First Vice President, or if absent, the Second Vice President shall normally preside at all Board and member meetings of members and of the Board. In the absence of these Officers, the Board shall designate another Director to chair the meeting.

Section 3. The Vice-Presidents shall assist the President in carrying out the duties of that office. In the absence of the President, the First Vice-President shall direct and administer the affairs of the SOCIETY and supervise all phases of its activities, subject to instructions by the Board, and shall preside at meeting of members and of the Board. The First Vice-President shall assume the office of President if that office becomes vacant by resignation, death, or any other reason. In

the absence of both the President and First Vice-President, the Second Vice-President shall have these responsibilities.

Section 4. The Recording Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors and shall see that notices of all meetings are sent to members.

Section 5. The Treasurer shall have custody of the SOCIETY'S funds and shall supervise all financial activities of the SOCIETY as may be ordered by the Board. The Treasurer shall report to the Board at its regular meetings or as requested. The Treasurer shall prepare or arrange to have prepared the required annual IRS Statement for tax exempt organizations, all other required government tax forms, and shall prepare an annual report on the financial condition of the SOCIETY for presentation to the members within five months after the end of the calendar year. The annual financial report shall be reviewed by the Finance Committee and presented to the Board. The annual financial report together with the President's Report on the State of the SOCIETY shall constitute the Annual Report, which shall be published in the *'Elepaio*.

Section 6. All withdrawals from, or checks drawn on, the SOCIETY'S accounts for amounts less than or equal to \$100 shall be signed by one member of the Board of Directors. Check or credit card expenditures for amounts over \$100 shall be signed by at least two members of the Board of Directors, or one member of the Board of Directors and the Executive Director, having their signatures on file at the appropriate bank. At least three members of the Board, including the President and Treasurer, shall have their signature on file at the bank. Expenditures of \$250 or more which are not in the currently approved budget shall require approval of a quorum of the Board of Directors. Expenditures of temporarily and permanently restricted funds are controlled by the terms of the gift instrument.

Section 7. Any public statement made, written statement prepared, or actions taken in the name of or in behalf of the SOCIETY by any Officer, Director, Committee Chair, or employee shall be consistent with the policies of the SOCIETY as developed by the Board. At least two Officers, including the drafter, must be consulted prior to taking action or a position. All matters involving legal issues must have the approval of the President, or in the President's absence, the First or Second Vice-President.

ARTICLE VI AREA REPRESENTATIVES

Section 1. The President, with approval of the Board of Directors, may appoint official Area Representatives of the SOCIETY for the islands of Hawaii, Kauai, Maui, Molokai, or Lanai, or for other areas of the Pacific region, or elsewhere as determined by the Board. With the exception of the island of Hawaii, no more than one Representative shall be appointed for each area. The island of Hawaii may be represented by two persons, one from the Kona side of the

island and one from the Hilo side of the island. An Area Representative must be a member of the SOCIETY and must reside in the area represented. Area Representatives serve for terms of one calendar year, or portions thereof, unless they resign earlier or their appointments are terminated by the Board.

Section 2. Written statements or letters prepared, or other actions taken, by Area Representatives in behalf of or in the name of the SOCIETY, shall be consistent with policies of the SOCIETY as developed by the Board. Area representatives shall inform the President of all such actions, in advance, and shall send copies of written statements to the editor(s) of the '*Elepaio* and the Recording Secretary.

ARTICLE VII ELECTION OF DIRECTORS AND OFFICERS

Section 1. The Board of Directors shall annually appoint, not later than five months prior to the next Annual meeting of members, a Nominating Committee, to consist of not less than three (3) members. The names of the members of the Nominating Committee shall be made known to the members through the '*Elepaio*, or other publications, including in print or by electronic means, or by mail, or at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nomination of Directors may be submitted to the Nominating Committee by any member of the SOCIETY. To be nominated, a person must be a member of the SOCIETY or have an application for membership pending, and must have given written consent.

Section 2. The Nominating Committee shall nominate candidates for Directors and Officers to succeed those whose terms expire at the next Annual meeting and to fill any vacant seats on the Board. The Committee shall not nominate themselves. The Committee's report shall be published in the November issue of the '*Elepaio* and shall be presented to the membership at a regular meeting of members not later than 45 days prior to the Annual meeting.

Section 3. The Board of Directors shall appoint an Elections Committee prior to the end of November of each year. The Elections Committee shall have ballots prepared and distributed, receive written nominations and ballots, and tally votes.

Section 4. Members of the SOCIETY may nominate additional candidates as Directors. Such nominations shall be submitted in writing, accompanied by the written consent of the nominee, to the Elections Committee on or before November 10.

Section 5. A ballot containing the Nominating Committee's slate and any additional nominations made in accordance with Section 3 of this Article, shall be prepared by the Elections Committee and mailed to all members eligible to vote no later than 15 days prior to the annual

meeting. Voting shall be by secret ballot returned by mail or in person to the Elections Committee prior to the start of the Annual meeting.

Section 6. Ballots will be counted before or during the Annual meeting by the Elections Committee. The Elections Committee shall present its report before the conclusion of the Annual meeting. A plurality of the ballots cast by mail and by those present at the Annual meeting shall constitute election.

ARTICLE VIII STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS

Section 1. A Director or Officer shall discharge his or her duties as a Director or Officer, including his or her duties as a member of a committee:

- a. In good faith;
- b. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- c. In a manner the Director reasonably believes to be in the best interests of the SOCIETY.

Section 2. In discharging his or her duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- a. One or more Officers or employees of the SOCIETY whom the Director or Officer reasonably believes to be reliable and competent in the matters presented;
- b. Legal counsel, public accountants, or other persons as to matters the Director or Officer reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the Director or Officer is not a member, as to matters within its jurisdiction, if the Director or Officer reasonably believes the committee merits confidence.

Section 3. A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 2 unwarranted.

Section 4. A Director or Officer is not liable to the SOCIETY, any member, or any other person for any action taken or not taken as a Director or Officer, if the Director or Officer acted in compliance with the Constitution and Bylaws of the SOCIETY.

Section 5. A Director or Officer shall not be deemed to be a trustee with respect to the SOCIETY or with respect to any property held or administered by the SOCIETY, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 6. Any person who serves as a Director or Officer of the SOCIETY without remuneration or expectation of remuneration shall not be liable for damage, injury, or loss caused by or resulting from the person's performance of, or failure to perform duties of, the position to which the person was elected or appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties. For purposes of this section, remuneration does not include payment of reasonable expenses and indemnification or insurance for actions as a Director or Officer as allowed by law.

ARTICLE IX DIRECTOR AND OFFICER CONFLICT OF INTEREST

Section 1. A conflict of interest transaction is a transaction with the SOCIETY in which a Director or Officer of the SOCIETY has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director or Officer if the transaction was fair at the time it was entered into or is approved as provided in Section 2.

Section 2. A transaction in which a Director or Officer has a conflict of interest may be approved if:

- a. The transaction is approved by the attorney general of the State of Hawaii, before or after the transaction is consummated;
- b. The material facts of the transaction and the Director's or Officer's interest were disclosed or known to the Board and the transaction was authorized, approved, or ratified by the Board; or
- c. The material facts of the transaction and the Director's or Officer's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction in accordance with these Bylaws.

Section 3. For purposes of this section, a Director or Officer of the SOCIETY has an indirect interest in a transaction if:

- a. Another entity in which the Director or Officer has a material interest or in which the Director or Officer is a party to the transaction; or
- b. Another entity of which the Director or Officer is a director, officer or trustee is a party to the transaction.

Section 4. For purposes of Section 2, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board, who have no direct or indirect interest in the transaction; provided that a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of or a vote cast by a Director or Officer with a direct or indirect interest in the transaction does not affect the validity of any action taken under Subsection 2(b) provided the transaction is otherwise approved as provided in Section 2.

Section 5. For purposes of Subsection 2c, a conflict of interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under the Bylaws. Votes cast by or voted under the control of a Director or Officer who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in Subsection 3(a), may not be counted in a vote of members to determine whether to authorize, approve, or ratify a conflict of interest transaction under Subsection 2(c). The vote of these members, however, is counted in determining whether the transaction is approved under other sections. A majority of the voting power, whether or not present, that are entitled to be counted in a vote on the transaction under the Bylaws constitutes a quorum for the purpose of taking action under this section.

Section 6. The Constitution, Bylaws, or a resolution of the Board may impose additional requirements on conflict of interest transactions.

ARTICLE X RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS

Section 1. A Director or Officer may resign at any time by delivering notice to the Board. A resignation is effective when the notice is received by the SOCIETY unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Board accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 2. Except as otherwise provided in the Constitution or Bylaws, any Director or Officer elected by the membership may be removed by the membership, and any interim Director or Officer elected by the Board may be removed by the Board, at any time with or without cause. The removal procedures provided in HRS Chapter 414D shall be followed.

ARTICLE XI STANDING AND OTHER COMMITTEES

Section 1. The Standing Committees shall include the Conservation Policy Committee, the Education Committee, the *'Elepaio* Committee, the Field Activities Committee, the Fundraising Committee, the Membership Committee, the Program Committee, and the Scholarships and Grants Committee. The Board may create other committees as needed. Each committee shall include two or more Directors and shall be open to the general membership.

Section 2. The President, with the approval of the Board of Directors, shall appoint the Editor (s) of the *'Elepaio* and the Chairpersons of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the Board. With the exception of the Nominating and Elections Committees, committee membership is open to any member of the SOCIETY desiring to be on the committee. Editors of the *'Elepaio* and Committee Chairpersons shall serve for one (1) year, or until their successors are appointed. All Committee Chairmen and Editors shall be members of the SOCIETY.

Section 3. The President, with the approval of the Board of Directors, may appoint special committees and advisory groups as needed whose terms of office will be determined by the length of the assignment to be done.

Section 4. Committee Chairpersons, or their representatives, are to make reports at Board meetings.

Section 5. The charges to Standing Committees are as follows:

CONSERVATION POLICY COMMITTEE

The Conservation Policy Committee shall keep informed on local, state and national governmental policies and actions affecting the natural environment and conservation of Hawaii's native wildlife. It shall track issues related to Hawaii's native species and ecosystems and educate policy makers on the importance of protecting them. Legislative testimony may only be submitted in the name of the SOCIETY if the testimony is on SOCIETY letterhead and is consistent with the SOCIETY's Mission Statement. The person submitting the testimony in behalf of the SOCIETY needs the approval of two Board members. The Committee shall draft and recommend the SOCIETY'S conservation policy to the Board. The Committee shall be represented at all Board meetings by its Chairperson or, in the Chairperson's absence, by another Committee member.

***'ELEPAIO* COMMITTEE**

The *'Elepaio* shall function as the SOCIETY's scientific journal, newsletter, and conservation, education and publicity organ. Scientific articles shall be subject to peer review. The *'Elepaio*

Committee shall include the Managing Editor and the Scientific Editor as Co-Chairpersons, and shall publish the *'Elepaio* at least six (6) times a year for the members of the SOCIETY. The *'Elepaio* Committee shall be represented at all Board meetings by a Co-Chairperson, or in the Co-Chairperson's absence, by another Committee Member.

EDUCATION COMMITTEE

The Education Committee shall encourage schools and colleges within the SOCIETY'S territory to conduct courses in, or otherwise stress natural history, ecology and conservation. It shall, through other means, inform and educate the public about the natural environment, and Hawaii's native wildlife.

FIELD ACTIVITIES COMMITTEE

The Field Activities Committee shall schedule regular field trips as a means of exposing members and the general public to, and educating them about, Hawaii's native flora, fauna, and ecosystems, and to provide outdoor recreation and access to otherwise inaccessible areas, and opportunities to meet with conservation experts. The Committee shall also schedule regular service trips to foster an ethic of stewardship for Hawaii's natural resources.

FUNDRAISING COMMITTEE

The Fundraising Committee shall explore fundraising opportunities, compile a list of available grants three times a year and make recommendations to the Board. It shall take the lead in the SOCIETY's fundraising events.

MEMBERSHIP COMMITTEE

The Membership Committee shall keep the SOCIETY'S membership records and shall conduct membership campaigns to foster interest in the SOCIETY and increase membership enrollment and enroll new members who support the purposes and objectives of the SOCIETY. It shall endeavor to retain those members who have become delinquent in the payment of their dues. The SOCIETY's membership list or any part thereof shall not be (1) used to solicit support, money, property, or for any commercial purpose; (2) sold to or purchased by any person; or (3) published in whole or in part to the general public, without the consent of the Board.

PROGRAM COMMITTEE

The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to SOCIETY business that may be transacted at such meetings. The

Committee shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology and natural history.

PUBLICATIONS COMMITTEE

The Publications Committee shall oversee the development, production, revision, printing, and distribution of the SOCIETY'S educational publications. The Committee Chair shall act as liaison between the Committee and the Board of Directors in matters concerning the publications, especially content and budget. The Chair shall be responsible for making recommendations to the Board of Directors and Executive Committee regarding publishers, printers, distributors and such others as the need arises. The Executive Director shall be responsible for tracking sales and recommending reprinting schedules.

SCHOLARSHIPS AND GRANTS COMMITTEE

The Chairman of the Scholarships and Grants Committee shall coordinate and oversee the granting of research grants and scholarships. The Committee shall be responsible for soliciting and reviewing applications, interviewing recipients, making recommendations to the Board, notifying recipients, and checking to make sure the terms of the award were satisfied. The recipients shall be required to account for expenditures and submit a written report of the results of their research for publication in the *'Elepaio*

ARTICLE XII AMENDMENTS TO THE BYLAWS

As approved by a vote of the SOCIETY's membership in December 2013, the Bylaws of the SOCIETY maybe adopted, amended or repealed by the affirmative vote of not less than two thirds of the Directors of the SOCIETY then in office.

ARTICLE XIII RELATIONSHIP TO NATIONAL AUDUBON SOCIETY

The relationship between the HAWAII AUDUBON SOCIETY and the NATIONAL AUDUBON SOCIETY shall be governed by a mutual agreement between the two societies.

ARTICLE XIV PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-Laws, Robert's Rules of Order shall govern.