By-Laws
Faculty Retirees Association
University of Hawaii at Manoa

Article I
Name

This organization shall be named the Faculty Retirees Association, University of Hawaii at Manoa (FRAUHM).

Article II
Purpose

The purposes of this association are (1) to organize and offer social, professional, and intellectual programs and activities of special interest to its members, and (2) to offer support and service to the University of Hawaii wherever possible.

Article III
Membership and Dues

Section 1. Membership: All retired faculty and staff of the University of Hawaii at Manoa and their spouses are eligible for membership designated as M. Other UH retired faculty and staff and friends supportive of FRAUHM are eligible as Associate Members designated AM. The term member as used in the By-Laws shall include both M and AM classifications.

Section 2. Dues: All members shall pay annual dues in the amount as approved by the membership at its annual meeting.

Article IV
Officers

Section 1. Personnel: The officers of the Association shall be a president, a vice-president, a secretary, and a treasurer.

Section 2. Term of Office: The officers shall be elected for a term of one year and shall not serve more than two consecutive terms in the same office.

Section 3. Duties of Officers:
   a. President: The president shall be the executive officer for the Association and shall have general supervision over it business affairs. The President shall see to the proper observance and enforcement of all by-laws, rules and regulations of the Association and any actions or orders of the Board of Directors. The President shall
appoint the chairperson of any standing committee, with the exception of the Nominating Committee, and any special committee chairperson deemed necessary to carry on the activities of the Association.
b. **Vice-President:** The Vice-President, in the absence of the President, shall assume the duties of the President. The Vice-President shall be responsible for the program for all association meetings and functions and shall make arrangements for meeting places. The Vice-President may appoint a committee to assist him or her.
c. **Secretary** The secretary shall keep the minutes of the general membership meetings and the meetings of the Board of Director. The Secretary shall be responsible for giving notice of general membership meetings and Board meetings, and shall attend to all correspondence for the Association.
d. **Treasurer:** The Treasurer shall be the custodian of the funds of the Association, shall collect all dues and make payments in accordance with the budget. The Treasurer shall keep full and accurate accounts and shall submit a written report covering the fiscal year.

**Article V**

**Board of Directors**

**Section 1. Personnel:** The Board of Directors shall consist of the four elected officers, five elected members-at-large, and the chairpersons of any standing committees then in existence. The members-at-large shall be elected at the annual meeting to serve for two years. Their term begins at the Annual Meeting of the membership. All vacancies on the Board shall be filled by appointment by the President, with the approval of the Board.

**Section 2. Duties of the Board:** The Board of Directors shall have general charge, direction and control of the affairs and funds of the Association.

**Section 3. Meetings:** The Board of Directors shall hold no fewer than four business meetings during the year. The meetings shall be held at the pleasure of the President or as requested by two Directors. Reasonable notice of all meetings shall be given by the Secretary.

**Section 4. Quorum:** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business and the concurring vote of a majority of the members present shall be sufficient to validate any action of the Board.

**Section 5. Interpretation of By-Laws:** The decision of the Board of Directors shall govern all questions of construction and interpretation of these by-laws subject to the action of a majority of the members present at any general membership meeting.
Article VI
Committees

Section 1. **Standing Committees:** The standing committees of the Association shall be the Nominating Committee and any other committees which the Board deems necessary to carry out the activities of the Ass. The chairpersons of these committees shall serve for one year. With the exception of the Nominating Committee Chairperson, these chairpersons may be reappointed by the President the following year. However, they shall not serve more than two consecutive terms in the same position.

a. **Nominating:** A Nominating Committee composed of five members, one of whom shall be the immediate Past President, shall be appointed by the Past President with the approval by the Board of Directors within a month before the Annual Meeting. The immediate Past President shall be chairperson of this committee. It shall be the function of the Nominating Committee to prepare a slate of officers and members-at-large to present to the membership for a vote at the Annual Meeting. Nominations may be made from the floor. If there be no more nominees for a particular office than necessary to fill such office, the Secretary shall cast a single ballot for such nominee or nominees. If there be more nominees for a particular office than necessary to fill such office, elections shall be by written ballot and plurality vote.

b. **Social:** There shall be a Social Committee whose function shall be to organize, plan, and arrange the social events of the Association.

c. **Administrative Services:** There shall be an Administrative Services Committee whose function shall be to plan and organize the provision of the planning and counseling services for retirees and prospective retirees.

d. **Professional and Intellectual Program:** There shall be a Professional and Intellectual Program Committee to organize, plan and arrange events of professional and intellectual interest to members of the Association and their guests.

Section 2. **Other Committees:** There shall be other committees deemed necessary by the Board.

Article VII
Meetings of the General Membership

Section 1. **Annual Meeting:** The Annual Meeting shall be held in May at such time as the President shall determine. At this meeting the yearly reports on the activities of the Association for the previous year shall be presented,
elections for officers and members-at-large shall be held, and any other business may be transacted.

Section 2. **Meetings:** General membership meetings shall be held at the discretion of the Board of Directors. Members shall be notified of each meeting at least one week prior to each meeting. There shall be at least three Association functions each year.

Section 3. **Quorum:** A quorum shall consist of 25 members.

Section 4. **Voting:** A majority vote of the members present at a general membership meeting shall decide all questions, except as follows:

a. A plurality vote shall determine the winners of elections where there are more candidates for the offices to be filled than necessary (See Article VI, Section 1-a).

b. A two-thirds (2/3) vote of the members present shall be required to amend these by-laws (See Article IX).

Section 5. **Rules of Procedures:** *Robert's Rules of Order, Revised* shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws.

**Article VIII**  
**Fiscal Policies**

The fiscal year shall be from June to May 31.

**Article IX**  
**Amendments**

These by-laws may be amended or added to by a two-thirds (2/3) vote of the members present at any general membership meeting called for the purpose, provided that notice of the meeting and the proposed changes be made available for the membership to study at least two weeks in advance of the meeting.

Revised February, 2009