

**BYLAWS FOR THE HONOLULU MEN'S SHED**  
**(Revised February 22, 2022)**

**ARTICLE I ORGANIZATION NAME**

- Section 1 Name. The name of this organization shall be Honolulu Men's Shed (HMS).
- Section 2 Principal Office. The principal office of the organization shall be located in the City and County of Honolulu, State of Hawaii.

**ARTICLE II OBJECTIVES AND PURPOSE**

- Section 1 The purpose is to provide an environment for senior men to socialize and improve their health and wellbeing.

**ARTICLE III MEMBERSHIP**

- Section 1 Membership. Membership growth is a primary goal of the HMS. This involves developing and implementing membership rules and procedures. HMS conducts its activities without regard to race, color, national origin, ancestry, religion, sex, sexual orientation or gender identity, age, physical or mental disabilities or medical condition.
- Section 2 Membership Benefits: Upon payment of dues members are active and eligible to participate in HMS activities: safety and tool proficiency training, insurance coverage, voting in annual elections and serving in the Shed administration and the Board of Directors.
- Section 3 Members are required to pay dues and obey HMS rules.
- Section 4 Members will obey the HMS's Code of Conduct and safety rules operational rules and procedures and participate in training sessions for designated power tools.
- Section 5 Termination: Membership may be revoked by the BOD due to the following circumstances:
- Use of abusive language and threats of violence towards others
  - Willful damaging and theft of HMS tools and assets.
  - Nonpayment of dues
  - Violation of HMS operational, safety rules and Code of Conduct

**ARTICLE IV ANNUAL MEETING and ELECTIONS**

- Section 1 HMS will host an Annual Membership Meeting to report on the financial conditions and on operations of the organization. At that time, HMS will hold an election of Directors who will serve for 2 years, half each year on an alternating basis. The notice of the Annual Meeting will be sent via email or mail to members no less than 30 days prior

to the Meeting.

Section 2 The Board of Directors will present a slate of Directors for approval by the Membership by majority vote. Members may also nominate candidates for the Board. The Board will send via email or postal mail a request for nominations for members of the Board.

The Board will send a ballot to the Membership via email 10 days before the date of the annual meeting. Votes will be tabulated at the annual meeting and will be the total of those votes cast via email and those cast by members physically present at the meeting. (Note: Nominations cannot be made from the floor to be certain those who wish to vote via email will have the opportunity to vote for board members.) Proxies may be requested by, and sent to, those members who wish to give their voting privilege to a member who will be attending in person. Ballots and proxies can be returned via email or postal mail to this address:

Honolulu Men's Shed  
350 Ward Avenue  
Ste #106  
Honolulu, Hi 96814

Board positions will be awarded to the candidates who have the plurality of the votes cast.

Once the vote has been tabulated and the Board is selected, the elected Board members will meet and select the Officers for the next year.

Section 3 Annual Meeting/Elections: The Annual meeting shall be conducted by the President following Roberts Rules of Order with a recording secretary documenting the business and results of the Election.

Section 4 ELECTION DAY ORDER OF BUSINESS:

- A. Paper Ballots distributed to Active Members present and those with Proxies.
- B. Two Election Monitors selected to count votes on Ballots
- C. Secretary reads the Slate of Officers and Directors
- D. Members vote by completing the paper Ballot.
- E. Election Monitors report results to the Membership.

#### **ARTICLE V BOARD MEETINGS**

Section 1 HMS Board Meetings will be scheduled by the President/Vice President on a quarterly basis or as required. The agenda will be prepared by the President or Designee and emailed or mailed to the Board at least 3 days prior to the board meeting.

- Section 2 Special Board Meetings. Special membership meeting may be held whenever called for by either the President, or any three (3) directors. The Notice will be emailed or mailed to Board Members no less than 72 hours prior to the meeting.
- Section 3 Quorum. A quorum (more than 50% of Board) is required for a Board vote on any measure. If a quorum is not met, the Board can still meet to discuss HMS business.
- Section 4 The Secretary shall maintain minutes of all decisions by the Board which will hence become HMS policies. HMS decisions shall be reviewed at subsequent BOD meetings and published to the general membership.

## **ARTICLE VI BOARD OF DIRECTORS AND OFFICERS**

- Section 1 Board of Directors. The Board of Directors shall consist of no less than 7 members, including HMS Officers (President, Vice President, Secretary, Treasurer). The HMS Board shall serve a renewable 2-year term. The HMS Board may consist of non-HMS Members who will serve to further HMS and its sustainability and fulfillment of its mission. The terms of the members of the Board of Directors will be staggered such that half of the board term will end on one year and the other half will end the following year.
- Section 2 Duties of the Board of Directors. The Board of Directors will set policies of the HMS in accordance with the by-laws and assist the President in establishing policies, goals, and planning projects for the year which shall be communicated in writing to the Membership noting the action to be taken.
- Section 3 Termination. Members of the Board of Directors may be terminated from the Shed Board for reasons which are determined to be detrimental to the Shed and the Board. Examples include theft of Shed assets, refusal and violation of Shed Operational rules and procedures. HMS Board will perform an investigation of charges, conduct an inquiry based on facts/data, and decide on the course of action.
- Section 4 Vacancies. In the event of a vacancy the President/Vice President may appoint an individual to fill the remaining term subject to Board ratification. The interim position will be effective for the remaining term.
- Section 5 Resignation. Board member resignation would be effective with the receipt of a written request. The HMS Board will be notified by email of this action.
- Section 6 Eligibility. Any HMS member will be eligible for election to the HMS Board. The President/Vice President or designee should be contacted with the name of the interested member and a vote taken at the next HMS Board meeting.

Section 7 Remuneration. No salary or other remuneration will be paid to any member for service rendered as a Board member.

## **ARTICLE VII BOARD OFFICERS**

Section 1 President, Vice President, Treasurer, Secretary shall serve for a renewable term of one year. The Board of Directors shall determine who of the elected Directors shall be the Officers.

Section 2 The President. The President presides at all meetings of the organization, and of the Board of Directors. The President signs all authorized written contracts and obligations. The President shall perform such other duties as to ensure that they reflect the current directives of HMS. The President may be asked to represent the HMS at community events/ functions and to speak on behalf of HMS when requested.

Section 3 The Vice-President. The Vice-President automatically assumes the duties of the President if the President is absent, disabled, resigns or a vacancy occurs in that office for any other reason. Workload permitting, the Vice- President shall also assist the other officers in their duties when requested. The Vice-President may additionally be assigned other duties by the President,

Section 4 The Treasurer. The Treasurer shall maintain HMS finances, bank accounts, and records for the HMS Association. His or her duties require deposits, drawing checks preparing financial statements/reports as required by the HMS and the IRS, State Tax Office or insurance, lessor, and/or vendors to sustain HMS. Additional duties may include working with HMS Unites on their budgets, fundraising, and payment requests.

Section 5 The Secretary. The Secretary shall keep minutes of the meetings of the HMS, and the Board of Directors, record all decisions, and maintain a record of all decisions of the BOD. The Secretary will maintain all correspondence generated on behalf of the HMS.

Section 6 Terminations, Vacancies, Eligibility, and Resignation HMS Officers and Board members may vacate their positions and responsibilities by termination, leave of absence and resignation. The Board shall fill the vacant position within a reasonable period.

## **ARTICLE VIII COMMITTEES**

Section 1 Standing Committees. The following standing committee chairpersons may be appointed by the President for a term of one year or until its primary function is completed. These standing committees include Financial Health, Operations, Safety, Training, Membership, Media/Communications, Promotion, Facilities, Community, Policy. These committees shall expire

with the President/Vice President and can be renewed by the new HMS Administration.

Section 2 ADHOC Committees may be established by the Board for short duration projects or needs.

### **ARTICLE IX BOARD OF DIRECTORS VOTING**

Section 1 Procedure. HMS Board conducts the business of the HMS through the Bylaws. Board voting is done following Robert Rules of Order requiring a motion, discussion, and vote. A majority (more than 50%) of eligible board members are needed to carry the vote. The Secretary shall keep minutes of the meetings and the votes taken.

### **ARTICLE X MEMBER GRIEVANCE**

Section 1 Members are able to file grievances in writing on any rule, standard, or requirement established by the HMS or its Officers and Directors.

Section 2 The grievance must be in written form and mailed to the HMS mailbox:

Honolulu MEN'S SHED ASSOCIATION  
350 WARD AVE. SUITE 106  
HONOLULU HI 96814

Section 3 A Grievance Committee may be established to review and render a decision within 2 weeks of receipt of the mailed grievance letter.

### **ARTICLE XI INDEMNIFICATION, LIABILITIES OF OFFICERS, DIRECTORS, MEMBERS AND VOLUNTEERS**

The limitations and indemnification of all officers, directors, employees, members and volunteers shall be as specified in the Articles of Incorporation, section VII.

No member shall conduct any activities where the benefits or property, real or intellectual, of HMS shall inure to any member.

### **ARTICLE XII AMENDMENTS**

The By Laws may be amended or repealed by an affirmative vote of a majority of eligible Board members. All members of the Board of Directors must be notified that such a change in the by-laws is to be considered at least 30 days prior to the vote.

### **ARTICLE XIII FISCAL YEAR**

The corporation fiscal year shall end on Dec 31.

**ARTICLE XIV DISTRIBUTION ON DISSOLUTION**

The HMS can be dissolved with a vote taken of its eligible Board and membership. The vote taken must have more than 50% of the existing Board approving the action. Upon dissolution the Board of Directors shall inform the State DCCA, IRS and State Tax Offices of the date of dissolution. The posting of a legal notice in the Star Advertiser will also show the effective date of dissolution and the HMS Board will then be responsible to prepare a final accounting of the financial and material assets to be sold or distributed to the remaining membership.

**Approval.** The below individuals certify that these bylaws and the amendments therein were approved by the majority of the Board of Directors as per Article XII of this document on the \_\_\_\_\_ day of \_\_\_\_\_, 2022

\_\_\_\_\_  
(Signature of the President)

Timothy O'Donnell  
Type/Printed Name of the President

\_\_\_\_\_  
(Signature of the Vice President)

Frank Smith  
Type/Printed Name of the Vice President

\_\_\_\_\_  
(Signature of the Treasurer)

Robert Speer  
Type/Printed Name of the Treasurer

\_\_\_\_\_  
(Signature of the Secretary)

Mark Campbell  
Type/Printed Name of the Secretary