

**BYLAWS
OF
HAWAII VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER**

**ARTICLE I
Name**

The name of the Organization shall be Hawaii Voluntary Organizations Active in Disaster, hereinafter referred to Hawaii VOAD.

**ARTICLE II
Mission Statement**

The mission of the Hawaii VOAD is to facilitate the provision of comprehensive services to the people of Hawaii in disaster preparedness, response, and recovery, by fostering cooperation, communication, coordination, and collaboration.

**ARTICLE III
Members**

Hawaii VOAD is not intended to be a competing agency, but an umbrella organization of existing agencies. Each member organization maintains its own identity and independence yet works closely with other member organizations to improve service and to eliminate duplication of those services.

All Regular, Associate, and Partner Members shall provide their services without regard to race, gender, religion, age, disability, national origin, political affiliation, marital status, or sexual orientation.

Each member organization shall annually complete a Hawaii VOAD membership form to reflect this cooperative arrangement.

Section 1. Categories and Qualifications

- A. **REGULAR MEMBERS:** Regular Members are nonprofit organizations (Internal Revenue Service determination letter of tax-exempt status) whose primary mission is to provide disaster preparedness, response, or recovery services in alignment with the Hawaii VOAD mission.
- B. **ASSOCIATE MEMBERS:** Associate Members are non-governmental organizations or individuals who have an intent to be involved in disaster preparedness, response, or recovery services in alignment with the Hawaii VOAD mission.
- C. **BUSINESS PARTNER MEMBERS:** Business Partner Members are private sector businesses who bring resources to support the mission of Hawaii VOAD.

- D. GOVERNMENT PARTNER MEMBERS: Government Partner Members are government agencies who bring resources to support the mission of Hawaii VOAD.

Section 2. Selection, Rights, and Tenure

- A. Regular, Associate, and Partner Member applicants shall be approved by a majority vote of the Executive Board.
- B. The term of membership shall be renewed annually.
- C. Regular and Associate Members shall have the following rights in regard to Hawaii VOAD:
 - a. Attend monthly general and annual meetings.
 - b. Eligible to vote on all matters coming before the membership.
 - c. Eligible to run for office
 - d. Email group privileges
 - e. Website privileges
 - f. DART privileges
 - g. Serve on committees
 - h. Eligible to request donated resources
- D. Business and Government Partner Members shall have the following rights in regard to Hawaii VOAD:
 - a. Attend monthly general and annual meetings.
 - b. Have a voice, but with no voting rights on general membership matters.
 - c. Email group privileges
 - d. Website privileges
 - e. DART privileges
 - f. Serve and vote on committees

Section 3. Membership Dues

- A. All Members shall be assessed annual dues to help cover the cost of operations, in an amount as determined by the Executive Board. Such dues may be adjusted at the annual meeting by action of the Members present and voting. In kind contributions shall be considered dues.
- B. Dues shall be due and payable to Hawaii VOAD and submitted to the Treasurer by January 1.
- C. Dues not received by March 1 shall be considered delinquent, and the respective Member organization will lose its voting rights and privileges until dues are paid.
- D. There is no pro-ration of dues for Members joining after the start of the fiscal year (January 1 through December 31).

Section 4. Resignation and Termination from Membership

- A. RESIGNATION: Any Regular, Associate, or Partner Member, after having fulfilled all obligations to the Organization, may resign by written notice, of the official member representative, to the Chair. Resignation shall not release the resigning Member from payment of any outstanding dues, charges or other indebtedness to the Organization.
- B. TERMINATION: Upon a two-thirds (2/3) vote of the Executive Board present and voting, the membership of a member may be terminated if that Member fails the specific criteria for each category of membership listed in these Bylaws or any additional specific criteria for each category of membership that may be defined by the Executive Board.

ARTICLE IV Member Meetings

Section 1. Regular Meetings

The regular meetings of the Members of Hawaii VOAD and county COADs shall be held quarterly on a date to be determined by the Executive Board.

Section 2. Annual Meetings

The regular meeting of Members in November shall be known as the annual meeting, and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special Meetings

Special meetings of the Members, for any purpose(s), unless otherwise prescribed by statute, may be called by the Chair, at his/her discretion. In addition, ten percent (10%) of the Members entitled to vote may, in writing demand the call for a special meeting specifying the date and time thereof, which shall be provided not less than ten (10) nor more than sixty (60) days prior to the date of such written demand. Upon receiving the written demand, the Chair shall give notice of such meeting to all voting Members stating the purpose. The purpose of the meeting shall be the only agenda item(s) for the meeting.

Section 4. Place of Meeting

- A. The Executive Board may designate the place for any regular, annual, or special meeting.

- B. Members unable to attend meetings in person may participate by means of Internet, teleconference, or other electronic transmission technology, that allows members to read or hear the proceedings, vote on matters, pose questions, or make comments.

Section 5. Notice of Meetings

A written, printed, or electronically transmitted notice stating the place, day, and hour of the meeting and, in cases of special meetings, the purpose(s) for which the meeting is called, shall be sent not less than ten (10) days nor more than sixty (60) days before the date of the meeting at the direction of the Chair, or the Secretary, to each Member of record entitled to vote at such meeting.

Section 4. Quorum

At any meeting of the Members, the presence of at least fifty-one percent (51%) of the Members entitled to vote, represented in person, by written proxy, or by electronic means, shall constitute a quorum.

Section 5. Voting

- A. Each Regular and Associate Member in good standing (as defined in Article III Members) shall be entitled to one vote in any and all meetings of the Members of the Organization.
- B. The primary point of contact listed on the most current Regular or Associate Member form shall be the acting Member representative entitled to vote.
- C. The acting Member representative entitled to vote at a meeting may authorize a proxy, directly affiliated with the Member organization, to act on behalf of said Member organization. The proxy shall be listed on the most current Membership form.
- D. Any number of representatives from a Member organization may attend regular and annual meetings, with voice, but with no vote.

Section 7. Voting Lists

The Secretary of the Organization shall maintain an accurate and current list of the names and addresses of the Member organizations eligible to vote. Such a list shall be available for inspections at any and all meetings of the Members.

ARTICLE V Officers

Section 1. Officers

- A. The Officers of the Organization shall be a Chair, Vice Chair, Secretary, and Treasurer.
- B. If possible, each shall be a representative of a different Member organization.
- C. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office, unless no new officer is elected for that position.

Section 2. Nomination Procedures and Time of Elections

- A. The Executive Board shall appoint a Nominating Committee consisting of three (3) Members at the regular meeting held in September.
- B. It shall be the duty of the Nominating Committee to nominate candidates for the offices to be filled at the annual meeting in November.
- C. Before the election at the annual meeting in November, additional nominations from the floor shall be permitted.
- D. To ensure continuity of operations, the Chair and Secretary shall be voted on in years ending with an even number. The Vice Chair and Treasurer shall be voted on in years ending with an odd number.

Section 3. Ballot Election, Term of Office

The Officers shall be elected by secret ballot to serve for two years or until their successors are elected and their term of office shall begin on January 1.

Section 4. Duties

- A. CHAIR: The Chair shall preside at all meetings of the Members and of the Executive Board. The Chair shall be the chief administrative officer of the Organization and subject to the Board, shall have general charge of the Organization's activities. In such a role, the Chair shall be responsible for conducting the day to day operations, policies, administration, and fiscal functions of the Organization as authorized by the Board. He/she may sign any contracts, or other instruments which the Board has authorized to be executed and are in accordance with the policies and procedures set forth by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed or executed.

- B. VICE CHAIR: The Vice Chair shall preside at meetings of the Members and of the Executive Board in the absence of the Chair. The Vice Chair shall assume the position of Chair in the event that the Chair fails to complete his/her term. The Vice Chair shall also perform such other duties as may be assigned by the Chair or by the Board.
- C. SECRETARY: The Secretary shall (a) keep the minutes of the meetings of the Members and the Executive Board; (b) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (c) be custodian of the Organization's records; and (d) in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him/her from time to time by law, the Board, the Chair, or these Bylaws. In addition, the Secretary shall ensure the safekeeping of the minutes of all meetings of the Board and of the Membership of the Organization. He/she will ensure that a register of the complete addresses of each Member, the designated representative of each Member, and of each Board Member is kept by the Organization. He/she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required.
- D. TREASURER: The Treasurer shall be the chief financial officer of the Organization, and shall have custody of, and be responsible for, all the funds and securities of the Organization. In such role, the Treasurer shall perform the following functions: (a) receive all contributions and other funds and securities payable to the Organization and deposit and withdraw such funds in and from such banks, trust companies, or other depositories as shall be selected in accordance with the resolutions adopted from time to time by the Executive Board; (b) pay all debts of the Organization as they come due; (c) prepare monthly financial reports for the Organization and submit them to the Board at its regular meetings; (d) prepare year-end financial statements for the Organization and submit them to the Board at its annual meeting; (e) retain all financial records of the Organization, including, without limitation, vouchers, receipts, bank statements, and cancelled checks; and (f) perform such other duties and have such other responsibilities as shall be assigned to him/her from time to time by law, the Board, the Chair, or these Bylaws. The Board may appoint an Assistant Treasurer to assist the Treasurer in the performance of his or her duties.

ARTICLE VI

Executive Board

Section 1. General Authority

The Executive Board is responsible for establishing the strategic vision and providing oversight of the Organization. The Board may adopt such rules and regulations for the conduct of their meetings and the management of the Organization as they may deem proper and which are not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of this state.

Section 2. Authority to Act in a Disaster

The Executive Board has the authority to activate Hawaii VOAD in the event of a county and/or state emergency declaration, and bypass requirements for notices as listed in these Bylaws. In addition, if a Member Organization activates and requests assistance, the Board may activate to provide resources.

Section 3. Board Composition

- A. The Executive Board shall be composed of the Officers of the Organization and include the following at-large members with voting rights at Executive meetings:
 - a. County VOAD (COAD) representatives
 - b. Past Chair
- B. FEMA and HI-EMA voluntary agency liaisons shall participate in Executive Board discussions, but do not have voting rights.
- C. If possible, each Board Member shall be representative of a different Member organization.
- D. The Board shall have the power to fill vacancies which may occur between annual meetings.

Section 4. Executive Board Duties and Powers

- A. The Executive Board shall have general supervision of the affairs of the Organization between its regular meetings, fix the hour and place of meetings, make recommendations to the Organization, and perform such other duties as are specified in these Bylaws. The Board shall be subject to the orders of the Organization, and none of its acts shall conflict with action taken by the Organization.
- B. The Board shall have the authority to convene special committees as deemed necessary.

Section 3. Executive Board Meetings

Unless otherwise ordered by the Executive Board, regular meetings of the Board shall be held minimum once per month, at a time convenient for all members. Special meetings of the Board may be called by the Chair or called upon by the written request of three members of the Board.

Section 4. Electronic Meetings

Executive Board Members unable to attend meetings in person may participate by means of Internet, teleconference, or other electronic transmission technology, that

allows members to read or hear the proceedings, vote on matters, pose questions, or make comments.

Section 5. Notice

Electronic notice of no less than two (2) days in advance to all members shall constitute proper notice for the conduct of business at any Executive Board meeting.

Section 6. Quorum

A majority (more than half, meaning at least fifty percent plus one) of the Executive Board Members in office immediately before a meeting begins shall constitute a quorum.

Section 7. Voting

The act of a majority of the Executive Board Members present at a meeting at which a quorum is present shall be the act of the Executive Board

Section 8. Vacancies

The Executive Board shall have the power to fill vacancies, which may occur between annual meetings.

Section 9. Removal of Officers

Any Executive Board Member may be removed, with or without cause, by a two-thirds (2/3) vote of the Members present and voting. Such removal shall be effective upon the occurrence of such vote at any regular or annual meeting, or at any special meeting called for that purpose.

Section 10. Resignation

Any Executive Board Member may resign at any time by giving written notice to the Chair of the Organization. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer. The acceptance of the resignation shall not be necessary to make it effective.

Section 11. Compensation

No compensation shall be paid to Executive Board Members for their services as such, except that Officers may receive reimbursement for expenses incurred on behalf of the Organization, if the Board so provides. Nothing herein contained shall be construed to preclude any Officer from serving the Organization in any other capacity and receiving compensation thereof.

ARTICLE VII Committees

The Executive Board shall have the power to establish and designate, by resolution passed by a majority of the Board, such committees as it shall deem appropriate or expedient for the furtherance of the objectives and purposes of the Organization and to delegate to such committees those powers which, in its discretion, it feels are necessary or desirable, except to the extent limited by these Bylaws, the Articles of Incorporation of the Organization, or the laws of the State of Hawaii. A majority of the members of any such committee shall constitute a quorum thereof, and no acts of any such committees shall be valid unless approved by the affirmative vote of the majority of the committee members present at a meeting at which a quorum is present. Any committee shall keep regular minutes of its proceedings and shall report the same to the Executive Board from time to time. Any such committee shall meet following appropriate notice to all of its members as further defined by policies and procedures set forth by the Executive Board.

The Chair, or their designee, shall be an ex-officio member of all committees except the Nominating Committee.

Section 1. Standing Committees

- A. **COMMUNICATIONS COMMITTEE:** The Communications Committee supports the capacity building of voluntary agencies to communicate during disasters and the development of disaster communication plans.
- B. **DONATIONS MANAGEMENT COMMITTEE:** The Donations Management Committee is focused on creating a comprehensive process that organizes the giving, receiving, and distribution of both solicited and unsolicited (or undesignated) donated cash and goods (in-kind) so that the maximum benefit is derived for the disaster survivors or people in crisis.
- C. **EDUCATION & OUTREACH COMMITTEE:** The Education & Outreach Committee has a three-fold purpose: (1) to help facilitate better communication (both online and in printed materials) between the Members and Member organizations; (2) to help facilitate public awareness regarding disaster preparedness and post-disaster resources; (3) and to assist with outreach efforts to potential new members of Hawaii VOAD.
- D. **LONG-TERM RECOVERY COMMITTEE:** The Long-Term Recovery Committee is charged with reviewing issues related to the formation and support of long-term recovery groups that help survivors rebound from their losses and sustain their physical, social, economic, and spiritual well-being. Issue topics include disaster case management, resource development and fundraising, construction, and volunteer management.

- E. MASS CARE COMMITTEE: The Mass Care Committee engages Member agencies interested in the provision of shelter, feeding, bulk distribution of relief supplies, and related services during disasters. Through joint planning the committee seeks to speed the provision of critical services to those affected by disaster, reduce the duplication of efforts so that the greatest use can be made of limited resources during crisis, and establish a unified voice for advocacy in working with public institutions.
- F. EMOTIONAL / SPIRITUAL CARE COMMITTEE: The Spiritual Care Committee has the mission of providing emotional and spiritual care to people affected by disaster. The ways in which this is accomplished include: (1) Embracing the unique contribution of various mental health disciplines and faith-based groups. (2) Identifying specific issues of emotional and spiritual needs as a significant component of disaster response. (3) Educate Hawaii VOAD Members and non-affiliated partners about the emotional and spiritual needs in disasters. (4) Promoting best practices, standards, and models to provide effective emotional and spiritual care.

Section 2. Special Committees

- A. NOMINATING COMMITTEE: This committee will be chaired by consensus of the members of the committee and have a minimum of two (2) members who are not currently on the Executive Board.
- B. AUDIT COMMITTEE: An Audit Committee consisting of three members of the Organization shall be appointed by the Executive Board. The Audit Committee will audit the Treasurer's records annually after the Annual Meeting, but before the beginning of the new fiscal year. In addition, an audit must take place during the transition period of any election and in the event the office of the Treasurer is vacated, the report of the audit shall be maintained as a permanent part of the Organization's records.

ARTICLE VIII Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Organization may adopt.

ARTICLE IX
Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Organization by a two-thirds (2/3) vote of Regular and Associate Members in attendance, provided that the amendment has been submitted in writing at the previous regular meeting or has been sent to each Member at least fourteen days prior to the meeting at which it will be considered.

Adopted November 18, 2020
Diane Reece
Secretary