

## **OAHU WEDDING ASSOCIATION BYLAWS**

**Last Major Revision: June 2005**

**Last Minor Revision: April 2009** (*updated the mailing address*)

The Following bylaws shall govern the conduct of all business of the OAHU WEDDING ASSOCIATION (OWA), a non-profit corporation in the State of Hawaii under Chapter 414D, Hawaii Revised Statutes.

### **ARTICLE I**

#### **Purpose:**

The purposes for which the corporation is organized as stated in the Articles of Incorporation are hereby restated as follows:

1. This Association is non-profit, and is not organized for the private/professional gain of any one person or business.
2. This Association is formed to bring together and unify the many persons, businesses and corporations in the wedding industry in the State of Hawaii for the following purposes:
  - a. To join together in a common effort to enhance and promote the image of the wedding service industry of Oahu.
  - b. To promote "Aloha Spirit", a high standard of work ethics, and a positive, professional attitude among members in their business dealing with the public, with clients and with each other.
  - c. To offer all members with the opportunity to work with private, State and Federal agencies to market Oahu as a wedding destination.
  - d. To pursue opportunities for community service to benefit the Island of Oahu and give back to our community.
3. The Association shall engage in activities to further the advancement of the wedding industry for the economic benefit and welfare of the State of Hawaii. None of the activities of this Association will consist of participating in, or intervening in (including the publishing or distributing statements regarding), any political campaign on behalf of any candidate for public office.
4. All monies of the Association can be used for education of members and promotion of the wedding industry for Oahu. No part of the earning or promotional activities of the Association shall be used to benefit any individual or member. Upon liquidation, dissolution or abandonment of the Association, after providing for the debts and obligations thereof, the remaining assets will not be used to benefit any private person but will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax-exempt status under federal and state regulations. The beneficiary of such distribution shall be determined by the members of OWA.

## **ARTICLE II**

### **Organization**

1. The administrative control, authority and responsibility for the affairs of the Association shall be governed by a Board of Directors. This Board of Directors will consist of elected officers, i.e. President, Vice President, Secretary, Treasurer, the Immediate Past President, and three Membership Representatives.
2. The Board of Directors will meet once monthly. There will be a General Membership Meeting at least once every other month or six times annually.
3. The Board of Directors will retain the services of professional advisors as it deems necessary, to include but not limited to: attorney, accountant, consultant (such as SBA/SCORE).

## **ARTICLE III**

### **Address and Communication**

1. The principle address of the OWA shall be established by the Board of Directors and shall be used exclusively for conduct of business of the Association and for communication with the public. All correspondence shall be directed to:

OAHU WEDDING ASSOCIATION  
P.O. Box 29294  
Honolulu, HI 96820

2. The OWA Website will be maintained by the Website Committee at the direction of the Board of Directors. The website will contain a public information section, as well as a password protected section for members only to be used to disseminate information to the general membership. The web address is:

[www.oahuweddingassociation.com](http://www.oahuweddingassociation.com)

## **ARTICLE IV**

### **Fiscal Year**

The fiscal year for the Association shall be from January 1 to December 31.

## **ARTICLE V**

### **Organization Seal, Logo and Use of Name**

1. The seal for this corporation shall bear the name OAHU WEDDING ASSOCIATION.

2. The initials OWA have been adopted in conjunction with the logo.
3. The use of the corporate seal, the name of the Association, the initials OWA, and the logo are regulated by the Board of Directors. The Association name, initials or logo shall not be used in connection with any promotion or publication without prior approval of the Board of Directors.

## **ARTICLE VI**

### **Membership**

1. Qualifications for membership: Membership shall be extended to individuals, businesses and corporations doing business in the wedding industry in the State of Hawaii who meet the following qualifications and pay dues as set by the Board of Directors:
  - a. Individuals must be residents of the State of Hawaii. Business organizations or corporations must have an Oahu business address.
  - b. All members must have a current and valid General Excise Tax License. In addition, individuals, business or corporations in the following occupations must have current and valid licenses/commissions as indicated:
    - i. Minister/Officiates: a commission number issued by the State of Hawaii.
    - ii. Caterers/Food Providers: a food permit issued by the State of Hawaii (and if applicable, a beverage license issued by the member's County government).
    - iii. Limousine/Transportation: A Public Utility Commission (PUC) license issued by the State of Hawaii.
    - iv. Cosmetologist: appropriate State license.
    - v. Agriculture: appropriate State/Federal license.
  - c. All members maintain an appropriate level of general liability insurance.
2. Categories of Services: All members shall designate one category which reflects the primary services provided by the individual, business or corporation among the following categories:
  - a. Wedding Consultants
  - b. Ministers/Officiants
  - c. Photographers/Videographers
  - d. Musicians/Entertainers
  - e. Caterers/Food and Beverage Providers
  - f. Florists
  - g. Limousine/Transportation
  - h. Bridal Gowns/Formal Wear Suppliers

- i. Cosmetology – Hair, Makeup and Nail Specialists
- j. Site Providers/Resorts
- k. Equipment Rentals
- l. Specialty Services
- m. Other (specify)

3. Categories of Membership:

- a. Regular Membership: A business or individual meeting the qualifications for membership shall become a member upon payment of dues and completion of an Application for Membership.
- b. Associate Member: A business or individual who is not seeking full Regular Membership may elect to join under the Associate Membership for a reduced fee. These businesses or individuals will receive a limited membership benefits package.
- c. Corporate Sponsorship: Corporations wishing to join as corporate sponsors will contribute according to the fee schedule determined by the Board of Directors, and will receive limited membership benefits
- d. Interim Membership: New members joining after Dec. 31, 2005 will join under the Interim Membership and must do the following to gain full membership:
  - i. Must be sponsored by two members in good standing.
  - ii. Must attend all general meetings during the six month period.
  - iii. Must join a committee.

4. Multiple Membership: An individual, business or corporation may obtain more than one membership upon satisfying membership requirements of the Association under either of the following conditions. Membership in additional categories shall incur an additional membership fee.

- a. The individual, business or corporation is engaged in providing primary services in more than one category and doing business under a separate name.
- b. The business or corporation has a physical business location in more than one island or county in addition to Oahu, and a chapter has been formed in that island or county.

**ARTICLE VII**

**Responsibilities of Members:**

1. To be a member in good standing, each member is required to be current in payment of dues and other fees due to OWA.
2. To be a member in good standing, each member is required each fiscal year to attend a minimum of 50% of the meetings held by the Association.
3. Each member is expected to participate in Association activities.
4. Each member must serve either as an officer or member of a committee during any two-year period. Any President who has served two terms will be exempt from serving in an office or on committee for two years.
5. No member shall at any time use the Association membership or office to gain or benefit financially. All positions held by members are to be on a voluntary basis.
6. Members of the Board of Directors shall receive compensation from the Association for performing duties of office as determined by the Budget Committee.
7. Standard of Membership: Members shall agree to adhere to the following:
  - a. To supply background information about the member and the member's business, or other information deemed essential to the Association's responsibility to provide factual reports on the profession.
  - b. To cooperate with the Association activities and efforts to promote and improve the professionalism of the wedding industry.
  - c. To respond rapidly and honestly to all complaints forwarded by the Association.
  - d. To supply, on request, the evidence on which any advertising is based.
  - e. To use the Association name and logo only as authorized.
  - f. To pay bills due the Association in a timely manner.
  - g. To adhere to the Association's Code of Ethics and cooperate with the Association in all matters relating to it.

## **ARTICLE VIII**

### **Liability**

The Association consists of individual members, businesses and corporations with common interest. The Association as a whole does not assume any responsibility for any individual or group. Each member assumes responsibility for his, her or its actions.

## **ARTICLE IX**

### **Rights of Members**

1. Business and corporations shall designate one person as their “key” person and up to three alternate representatives to attend meetings and participate in Association and chapter activities. Only the “key” person will be able to vote and be eligible for office. Each member shall be eligible to hold no more than one office in the Association.
2. At any meeting of the Association, each member in good standing shall be entitled to one vote on each issue before the group. Voting by proxy shall not be permitted.
3. Each member shall receive an Association membership certificate, which shall include the *Code of Ethics* in its text for display purposes. The current bylaws and rules of procedure for the Association shall be made available to all members on the Association’s website. Printed copies may be requested if not accessible on the website. Each member shall have access to the password-protected Association website.
4. Each member in good standing shall have one listing by category in membership rosters issued by the Association in printed publications and one web page listing on the OWA web site. Cost of such listings shall be included in membership dues; advertising in Association publications is not included in membership fees.
5. All members in good standing shall be allowed to show evidence of membership and use the Association name and logo in their advertising, subject to regulations issued by the Association Board of Directors. However, no member shall at any time publicly represent the business office phone or website of the member as constituting the business address of the Association. Officers or committee chairpersons may disclose their title and relationship with the Association in conduct of their association activities or responsibilities.
6. Association newsletters shall be published semiannually, or more frequently as determined by the Board of Directors. Only members in good standing may advertise in Association newsletters at rates determined by the Association Board of Directors.

**ARTICLE X**  
**Professional Code of Ethics**

The OAHU WEDDING ASSOCIATION is an association founded, organized and run by professionals involved in the wedding industry. As such, we the members agree to maintain and uphold the following responsibilities in order to better promote the highest level of professional and personal integrity and service, not only to our clients, but equally to our fellow members.

1. Foster a positive atmosphere within the wedding industry: Conduct ourselves & transact all business on behalf of the association in accordance with the bylaws, the laws of the land and this code of ethics.
2. Treat clients with courtesy and respect. Represent our services fairly and honestly, keeping the concerns of each client foremost in mind in the conduct of our businesses. Establish clear, honest, and factual advertising.
3. Treat fellow wedding professionals with courtesy and respect. Have a sympathetic understanding of the problems of fellow members. Refrain from making false or misleading statements about competitors business and their business practices.
4. Honor our written and verbal agreements, and provide written estimates upon request.
5. Not engage in activities harmful to the purpose of O.W.A., nor use our position in the association to exploit personal views.
6. Deal with subcontractors and vendors in a fair and honest manner.
7. Continuously work to improve our knowledge & skills to the benefit of our clients, ourselves, our businesses, the O.W.A., and the wedding industry.
8. Operate a business that is a credit to the Association and the Community by giving of our time and talent to the communities in which we live, work & play, without regard to rewards there from.

## **ARTICLE XI**

### **Termination of Membership**

Membership in the Association may be terminated in the following ways:

- a. Conduct which adversely reflects upon the Association, or failure to adhere to the Member Responsibilities and Code of Ethics of the Association as determined by two-thirds (2/3) vote of the Officers. A member terminated for cause by any chapter may not rejoin the Association without permission by two-thirds (2/3) vote of the Officers.
- b. Failure to pay membership dues or assessments within sixty (60) days after due date; failure to attend 50% of the general membership meetings without good cause as determined by a majority vote of the Board of Directors.
- c. Written resignation.

## **ARTICLE XII**

### **Membership Meetings**

1. General Membership meetings will be held no less than every other month (6 times/year)
2. Board of Directors Meetings will be held no less than once a month (12 times/year)

3. **Special Meetings:** Special meetings may be called for any purpose by resolution of the Board of Directors. Place and time of special meetings shall be determined by the Board of Directors. If a written request for a special meeting is submitted by 10 percent of the members to the Board of Directors, a special meeting shall be called to take place not less than 14 days from submission of the request. Notice of special meetings shall be given to all members not less than seven days prior to the date of the special meeting, and shall state the purpose of such meeting. Business transacted at all Special Meetings shall be confined to the subjects stated in the notice of meeting.
4. **Quorum:** The presence in person of not less than 20 percent of members entitled to vote is a requisite and shall constitute a quorum at all meetings. Voting by proxy is not permitted.

### **ARTICLE XIII**

#### **Membership Dues**

1. Association membership dues are annual fiscal year dues in a uniform dollar amount which shall be determined by the Officers.
2. Membership Enrollment periods will be held biannually in January and July at the general membership meetings. New members will pay six months of dues. Members joining in January will have their six months of dues applied to the full year's dues, the balance of which will be paid in July upon award of full membership.
3. **Collection of dues:** Dues shall be paid during membership enrollment months to the Treasurer in person or at the P.O. Box.

### **ARTICLE XIV**

#### **Board of Directors**

The Board of Directors will be comprised of the elected officers, three membership representatives and the past President. Board Members must be members in good standing. Meetings will be held monthly and are open to the general membership.

1. **Term of Office:** Board Members shall serve for one year, beginning January 1. A vacancy on the Board of Directors shall be filled by a nominee selected by the Board of Directors to serve until an election is held to fill such a vacancy. Board Members will serve no more than two consecutive terms.
2. **Duties of Board of Directors:** The Board of Directors shall have administrative control, authority and responsibility for the affairs of the OAHU WEDDING ASSOCIATION. Within the framework of these bylaws and Charter of Incorporation it shall have the power to do, or require to be done, anything necessary or expedient for the promotion and protection of the Association's welfare, including, but not limited to the following:



- a. Maintain corporate records, prepare and file corporate reports, tax returns or any documents required of non-profit corporations by the State or Federal Government.
  - b. Control and protect the use of the Association name, identity, corporate seal and logo.
  - c. Prepare annual budgets and financial statements, and establish dues and allocation of dues for the Association.
  - d. Authorize payments from Association funds.
  - e. Authorize officers of the Association to sign checks, drafts, notes, acceptances, conveyances and other instruments on behalf of the Association.
  - f. Inform all members of activities of the Association and notices of rules and procedures or policies adopted by the Board governing the activities of the Association.
  - g. Plan and organize Association annual and special meetings.
3. Meetings of Board of Directors: Regular meetings of the Board shall be held monthly at a location, time and date determined by a majority of the Board. Special meetings may be called by the President and must be called if four members of the Board make a written request for such a meeting.
  4. Quorum: At all meetings of the Board a majority of the total number of Board members shall constitute a quorum for the transaction of business.
  5. Attendance: A member of the Board who is absent for two (2) consecutive meetings without just cause can be terminated by a quorum vote of the Board of Directors.
  6. Election of Officers: The Officers of the Association shall consist of President, Vice President, Secretary and Treasurer, and three membership representatives. Elections for officers will be held in November for a January through December term.
  7. Removal of Board Members: Any board member may be removed for cause by the affirmative vote of the majority of the Board at any meeting. Vacancies shall be filled by the Board at the meeting when a vacancy is created.
  8. Compensation: Members of the Board of Directors shall receive compensation as determined by Article VII, Section 5.
  9. Direct expenses of the organization may be reimbursed to individual members with proper receipts who front costs related to the organization with approval from the Board.

## **ARTICLE XV**

### **Duties of Board Members and Committees**

1. **PRESIDENT:** The President shall preside at all meetings of the Association and Board of Directors; call special meetings as requested by the Board of Directors or membership; appoint all committees to perform state-wide activities; be an ex-officio member of the Board of Directors and committees;

and perform such other duties pertaining to the office as defined by corporation law or parliamentary custom.

2. **VICE PRESIDENT:** In the absence of the President, the Vice President shall preside at meetings of the Association and Board of Directors and shall perform the duties usually devolving upon a presiding officer. The Vice President will oversee the annual elections and chair the Membership Committee. In addition, the Vice President shall have such other powers and duties as may be assigned by the President or Board of Directors.
3. **SECRETARY:** The Secretary shall keep record of official membership of the Association; issue membership certificates; attend all meetings of the Board of Directors and all annual or special meetings of the Association, keep a record of attendance and keep a record of the proceedings of such meetings in the form of minutes which shall be available to any member of the Association; be custodian of the permanent records of the Association; issue notices of all meetings of the Association and Board of Directors as required by these bylaws; perform such duties pertaining to the office as defined by corporate law or parliamentary custom.
4. **TREASURER:** The Treasurer shall be responsible for keeping of full and accurate financial records and books of account showing all receipts and disbursements of the Association, and for the preparation of all required financial data (including taxes); be responsible for the collection of dues, fees and assessments of the Association, and deposit of all monies and other valuable effects of the Association in such depositories as may be designated by the Board of Directors; present financial statements and budget reports as requested at meetings of the Association or Board of Directors; responsible for all disbursements of the association as cosigned by the President; perform such duties pertaining to the office as defined by corporate law or parliamentary custom. Upon retention of the services of an accountant, the Treasurer will work directly with the CPA in all financial matters.
5. **COMMITTEE CHAIRPERSONS:** Committees will consist of: **WEBSITE;** **MEMBERSHIP** (including **Directory** and **Nominating**); **MARKETING/PUBLIC RELATIONS/SPECIAL EVENTS;** **COMMUNITY SERVICE;** and such other committees as deemed necessary by the Board of Directors. Chairpersons of these committees shall report to the Vice President, and will be responsible for implementing plans and activities that will further the goals of the Association in their respective areas.

## **ARTICLE XVI**

### **Parliamentary Authority**

The rules contained in the Aloha Spirit Law of the Hawaii State Statute (5-7.5) shall govern the Association in all cases to which they are applicable, supplemented by the current edition of Robert's Rules of Order Newly Revised.

**ARTICLE XVII**  
**Amendment of Bylaws**

1. The bylaws of the Association may be amended by a two thirds (2/3) vote of the members in good standing present at any annual meeting or special meeting called for that purpose at which there is a quorum; provided that any proposed alteration in the bylaws shall first have been submitted to the Board of Directors for their approval.
2. Any amendments, alterations, changes, additions or deletions from these bylaws shall be consistent with the laws of this state which define limit or regulate the powers of this corporation or its directors.

Adopted at the General Membership Meeting on 6/29/05.