

BY LAWS FOR THE
HONOLULU MEN'S SHED
Adopted by Membership on July 14, 2018 (rev 7/22/2018)

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 Purpose. The purpose of the Honolulu Men's Shed is to ensure the delivery of health and social opportunities for senior and retired men in Hawaii. The Shed also provides a "safe" space for senior men to work on various hobbies, community projects, leisure pursuits and a social environment.

ARTICLE III MEMBERSHIP

- Section 1 Membership. Membership growth is the primary goal of the Men's Shed. This involves developing and implanting membership rules and procedures: including application, orientation and development.
- The Honolulu Men's Shed 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 conditions.
- Section 2 Membership Benefits: Upon payment of dues members are eligible to participate in Shed activities: training (safety/tool) use of tools, materials, insurance coverage, voting in annual elections and serving in the Shed administration.
- Section 3 Member status ranges from active, inactive (suspended) . **Active members** are required to pay dues, obey Shed rules regarding operations, safety and code of conduct. **Inactive members** have approved suspended Shed privileges (on request).
- Section 4 Shed members will be responsible to obey adopted Code of Conduct and safety rules, operational rules and procedures and participate in training sessions for designated power tools.

Section 5 Termination: Membership privileges can be revoked by the Shed2 and its Board due to the following circumstances:

* Non payment of dues.

* Violation of HMS operational, safety rules and code of conduct.

ARTICLE IV ANNUAL MEETING and ELECTIONS

Section 1 The HMS is required to host an annual membership meeting to report on the financials, report of operations and elect officers and directors. A notice of 30 days is required to prepare the required reports as well as prepare a slate of officers and directors for approval by the membership.

Section 2 Slate of Directors/Officers: Nominations of the new/renewable officers and board members shall be commenced 60 days prior to the annual meeting. During this time the existing Board shall assemble a slate of officers/ directors for the Annual Meeting.

Section 3 Notice to Membership and Solicit Nominations: A notice from the existing President/Board to the membership is required noting the tasks/responsibilities of each position and deadline for comments and concerns.

Section 4 Annual Meeting/Elections: The Annual meeting shall be conducted by the President following Roberts Rules with a recording secretary documenting the business and results of the Election. Nominations from members attending the meeting will also be noted before voting.

ARTICLE V BOARD MEETINGS

Section 1 HMS Board Meetings. Scheduled by the President/Vice President on a quarterly basis or as required. (72 hour notice) The agenda will be emailed to board quarterly basis or as required. (72 hour notice) The agenda will be emailed to board members at least 3 days prior to meeting/ vote.

Section 2 Special Meetings. Special membership meeting may be held whenever called for by either the President, or any three (2) directors.

Section 3 Quorum. Quorum for the sake of conducting a HMS vote represented by more than 50% of eligible board members (i.e. 5 of 8 board members

62.5%). These must be present at the scheduled meeting. Discussion with “no vote” can occur at any time if the board fails to meet the quorum standard.

Vote by email for can be done with prior notice only by the president or vice president when deemed necessary.

Section 4 The Secretary shall maintain minutes that need to be approved by the HMS Board at the next board meeting. HMS decisions shall also be communicated to each Men’s Shed president/board on a timely basis.

Section 5 Remuneration. No salary or other remuneration will be paid to any member for service rendered in connection with the exercise of their duties.

ARTICLE VI BOARD OF DIRECTORS

Section 1 Board of Directors. The Board of Directors shall consist of no less than 7 members (4 Officers/3 Members), including HMA officers: President, Vice President, Secretary and Treasurer.

Section 2 Duties of the Board of Directors. The Board of Directors will set policies of the Shed in accordance with the by-laws and assist the President in establishing policies, goals, and planning projects for the year. The Officers elected by their peers for 1 year (renewable).

Section 3 Termination. Any member of the Board of Directors may be terminated from the Shed for reasons which are determined to be detrimental to the Shed. Examples include: theft of Shed assets; refusal and violation of Shed Operational rules and procedures . The HMS Board will perform the investigation of charges; conduct 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. That decision needs to be ratified by the Board. The interim position will be effective for the remaining 1 year term. That position will then be filled with the annual election/ meeting by vote by HMSA Board.

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 Shed member shall 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.

ARTICLE VII BOARD OFFICERS

- Section 1 The HMS Board will consist of no less than 4 Officers and 5 Members each serving a renewable 1 year term. The HMS Board may consist of non HMS members who will serve to further HMS and its goal of sustainability and fulfillment of its mission.
- Section 2 The officers:President, Vice President, Treasurer, Secretary and Safety Officer shall serve for a term of one (1) year and their term may renewed by the Membership at the Annual Meeting. Board vacancies may be filled by the existing board and confirmed by the Membership at a scheduled Shed Meeting. The Interim Board Member will serve out the existing term until the Annual Membership Meeting.
- Section 3 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 4 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 5 The Treasurer. The Treasurer shall maintain HMS finances, bank accounts and records of the Hawaii Men's Shed Association. His or her duties require: deposits, drawing checks, preparing financial statements/reports as required by HMS and IRS, State Tax Office or insurance, lessor, vendors to sustain HMS. Additional duties may include working by request with the Shed Units on their budgets, fundraising and payment requests.
- Section 6 The Secretary. The Secretary shall keep minutes of the meetings of the Shed and the Board of Directors as well as maintain the records of HMSA, he or she also serves as the historian for HSM . The Secretary will originate and maintain all correspondence generated in behalf of the Shed.
- Section 7 The Safety Officer (SO) will plan, maintain safety education and tool and work related safety programs for the membership. All plans and member's records in addition to reports of Shed related activities including injuries and accidents. Documentation shall include: information on the

member(s) involved, description of incident and personal statements of witnesses. The SO will also serve on the Management Committee to coordinate safety measures to ensure a tool competent Members and a safe working environment.

Section 8 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 has the mandate to fill the vacant position within a reasonable period of time.

ARTICLE VIII COMMITTEES

Section 1 Standing Committees. The following standing committee chairpersons shall be appointed by the President for a term of one (1) year or until its primary function is completed. These standing committees have singular purposes that may range from Membership, Fundraising/Budget, Community Outreach and Nominating Committee to Site Procurement. These committees shall expire with the President/Vice President and can be renewed by the new HMS administration.

ARTICLE IX VOTING

Section 1 Procedure. HMSA Board conducts its business by the By Laws of the Men's Shed Association. 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 meeting and the vote taken.

ARTICLE X MEMBER GRIEVANCE

Section 1 Members are welcome to file grievances on any rule, standard or requirement established by the Men's Shed or its Officers and Directors.

Section 2 The grievance must be in written form and mailed to the Men's Shed mailbox: HAWAII MEN'S SHED ASSOCIATION
350 WARD AVE. SUITE 106
HONOLULU HI 96814

Section 3 A Grievance Committee will review and render a decision within 2 weeks of receipt of the mailed Grievance letter.

ARTICLE XI RULES OF ORDER

Section 1 Parliamentary Procedure. Robert's Rules of Order, Revised shall govern the proceedings of all meetings.

ARTICLE XII INDEMNIFICATION, LIABILITIES OF OFFICERS DIRECTORS, MEMBERS AND VOLUNTEERS

Section 1 The limitations and indemnification of all officers, directors, employees, members and volunteers shall be as specified in the Articles of Incorporation, section VII.

ARTICLE XIII AMENDMENTS

Section 1 These by-Laws may be reviewed and approved annually by the HMS Board. The By Laws can be amended or repealed by an affirmative vote of a majority (over 50%) 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 XIV FISCAL YEAR

Section 1 The corporation shall have a fiscal year which shall end on July 31.

ARTICLE XV DISTRIBUTION ON DISSOLUTION

Section 1 The Honolulu Men's Shed can be dissolved with over 50% of its eligible Board and membership. 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 Hawaii Men's Shed Association 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.

The below individuals certify that these bylaws were approved by the general membership this _____ day of _____, _____ at a regularly scheduled meeting all members.

(Signature of President)

Type/Print Name of President

(Signature of Vice President)

Type/Print Name of Vice President

(Signature of Treasurer)

Type/Print Name of Treasurer

(Signature of Secretary)

Type/Print Name of Secretary