BYLAWS OF THE ACADEMY GUILD HONOLULU MUSEUM OF ART FRIENDS
Revised May 13, 2010
June 4, 2012

ARTICLE I - NAME

The name of this organization shall be the Academy Guild, sometimes Honolulu Museum of Art Friends, hereinafter referred to as the Guild HMA Friends.

ARTICLE II - AUTHORIZATION

The Academy Guild HMA Friends shall be a working organization of volunteers operating within the authority vested in the administration of the Academy Honolulu Museum of Art by the Board of Trustees. It shall be governed by its own rules which shall be in harmony with the bylaws of the Honolulu Academy of Arts Museum of Art.

ARTICLE III - PURPOSE

The purpose of the Academy Guild HMA Friends shall be to organize and promote events which will raise funds and increase public awareness of the Honolulu Academy of Arts provide general support for the Honolulu Museum of Art.

ARTICLE IV - MEMBERSHIP

Section 1. Eligibility. Membership in the Academy Guild HMA Friends shall be open to all Academy members and any current member of the Honolulu Museum of Art who are interested in advancing the purpose of this organization and the Honolulu Academy of Arts Museum of Art.

Section 2. Dues and Other Financial Obligations. All members of the Academy Guild HMA Friends shall pay annual dues as determined by the Executive Board its Board of Directors and ratified at the Annual Meeting. Members who are more than one year delinquent in paying dues shall be dropped. Delinquent members shall receive a courtesy reminder and will be dropped from membership until such fees are paid.

ARTICLE V – OFFICERS

Section 1. Composition. The elected officers of the Academy Guild HMA Friends shall consist of a President; President-Elect; Vice President, Membership; Vice President, Fundraising Volunteerism; Vice President, Communications; Vice President, Education; Vice President, Nominating and Recording Secretary. Corresponding Secretary and Treasurer.

Section 2. Nomination. The Nominating Committee shall prepare a slate of one candidate for each office to be filled. This list of candidates shall be presented to the membership fourteen (14) days before the annual membership meeting. Additional
nominations of candidates for any office may be made in writing by any member, provided the candidate’s permission has been obtained. Write-in nominations shall be received by the Nominating Committee, not later than thirty-four (34) days prior to the Annual Meeting. No nominations shall be made from the floor.

Section 3. Election and Term. The President-Elect, Vice President, Membership; Vice President, Fundraising; Vice President, Communications; Recording Secretary, Corresponding Secretary, and Treasurer officers of the HMA Friends shall be elected at the Annual Meeting to serve for one year and until their successors are elected. The President-Elect shall automatically succeed to the office of President. Election shall be by the majority of votes cast. The officers shall assume their duties upon election. No officer shall be eligible to serve for more than two consecutive terms in the same office unless the Nominating Committee shall propose such member as candidate for office, in which event, the foregoing provisions shall not apply.

Section 4. Duties. The duties of the officers shall be as implied by their respective titles and such as specified in the following:

A. President. The President shall be the presiding officer of the Executive Board of Directors and of the membership and be a member of the Honolulu Academy of Arts Board of Trustees and report back to the Executive Committee. The President shall be a member ex-officio of all Action Committees, and with the assistance of the President-Elect, appoint all committee chairs except the Nominating Committee Chair. He/she shall prepare an annual report.

B. President-Elect. The President-Elect shall serve as Chair of the Strategic Planning Committee, preside at meetings in the absence of the President and shall undertake any other duties designated by the President. The Nominating Committee Chair shall be appointed by the President-Elect. The President-Elect shall work with the President to appoint all other committee chairs and will provide consultation to the Nominating Committee as requested. He/she shall automatically become President at the end of his/her term.

C. Vice President, Membership. The Vice President, Membership shall serve as an advisor for all membership related committees. Primary duties include recruitment of new members and retention of current members.

D. Vice President, Fundraising Volunteerism. The Vice President, Fundraising Volunteerism shall provide support to Guild Honolulu Museum of Art fundraisers and events and serve as an advisor to the Revenue Research Committee. An Action Committee is established under the Vice President, Fundraising, to implement Special Events Projects.

E. Vice President, Communications. The Vice President, Communications shall be responsible for the Academy Guild HMA Friends website and newsletter communications. Duties include dissemination of information to members regarding HMA Friends activities, tours and volunteer opportunities.

F. Recording Secretary. The Recording Secretary shall keep minutes of all General Meetings, Executive Board of Directors Meetings, and Executive Committee Meetings, shall read or distribute minutes of previous meetings, shall keep attendance records at all meetings, and shall compile an accurate file on all
meetings for the President to refer to, and shall prepare the agenda for Executive and General Meetings.

G. **Corresponding Secretary.** The Corresponding Secretary shall handle any business or personal notes written on behalf of the Academy Guild, shall assist the President in informing the Executive Board of all meetings, shall work with the Vice-President, Membership to keep the files up-to-date, and send out all invitations as directed by the President. **Vice President, Education.** The Vice President, Education shall serve as an advisor for all education related committees.

H. **Treasurer.** The Treasurer shall keep the Academy Guild budget, shall handle all financial matters, and shall be responsible for presenting the Guild’s financial statements at Guild meetings. The Treasurer shall appoint an Assistant Treasurer if necessary. (see Article IX. Section 1). **Vice President, Nominating.** The Vice President, Nominating shall serve as chair of the Nominating Committee.

**Section 5. Vacancies.** In the event of a vacancy in elective office, the Executive Board of Directors shall appoint someone to fill the vacancy.

**ARTICLE VI - EXECUTIVE BOARDBOARD OF DIRECTORS**

**Section 1. Composition.** The Academy Guild HMA Friends shall be governed by an Executive Board of Directors which shall consist of the President; President-Elect; Vice President, Membership; Vice President, Fundraising; Vice President, Communications; Recording Secretary; Corresponding Secretary; Treasurer; the Nominating Committee Chairman; and the Chairpersons of the Action Committees. All elected officers and the chairpersons of all standing and special committees.

**Section 2. Quorum.** A majority of the members of the Executive Board of Directors shall make constitute a quorum. In the absence of a quorum, the President may request Board members’ vote electronically. Votes must be in writing and received via letter, fax or email within 48 hours of the request.

**Section 3. Meetings.** The Executive Board of Directors shall meet at least a minimum of once every quarter but may be called more often. Meetings may be called by either the President or any two members of the Executive Board of Directors. Special meetings may be called by the President.

**ARTICLE VII - EXECUTIVE COMMITTEE**

The elected officers of the Academy Guild President, President-Elect, Recording Secretary and Vice-President, Nominating shall serve as the Executive Committee and shall perform the duties of the Executive Board of Directors between its meetings. All action of the Executive Committee shall be presented to the Executive Board of Directors for ratification. A majority of the Executive Committee shall constitute a quorum.
ARTICLE VIII – COMMITTEES

Section 1. Nominating Committee. There shall be a Nominating Committee composed of four elected members and a chair who shall be appointed by the President-Elect. No member shall serve two consecutive years except the Chairperson. This committee shall prepare slates of candidates for the elected offices and elected committees of the Guild HMA Friends.

Section 2. Action Committees. Action Committees shall be formed, as needed, to carry out the aims and objectives of the Academy Guild HMA Friends. The Chairpersons of the Action Committees shall be appointed by the President and President-Elect and shall be voting members of the Executive Board of Directors. Chairpersons shall select the members of their committees, with the assistance of the President, President-Elect and Vice Presidents, subject to approval by the President. The President shall be an ex-officio member of each Action Committee. Action Committees shall be emergent as needed and their have prescribed functions as follows or as may be determined from time to time: determined accordingly.

A. Membership. The Membership Committee shall be responsible for member recruitment and maintenance, and volunteer recruitment.

B. Revenue Research. The Revenue Research Committee shall be responsible for researching ideas for fund-raising activities and evaluating their effectiveness as a means of raising moneys for the Honolulu Academy of Arts by the Academy Guild.

C. Special Events. The Special Events Committee shall be responsible for organizing and staging the annual fund-raiser selected by the Executive Board and with the approval of the Honolulu Academy of Arts. The Special Events Committee shall report to the Vice President, Fundraising.

ARTICLE IX – FINANCES

Section 1. Accounting. All moneys and funds received or expended by the Academy Guild HMA Friends shall be entered in the Treasurer's books but shall be administered through the Office of the Director of the Academy HMA Friends Staff Liaison Office in the manner customary for the handling of Special Funds on the books of the Honolulu Academy of Arts Museum of Art.

The Friends Staff Liaison will communicate all payments received to the VP of Membership and the VP of Education as necessary and will present regular financial statements to the HMA Friends Board of Directors. It is the duty of the Friend's leadership to track any non-payment from tours or events.

All requests for payments and reimbursements must be approved by the Honolulu Museum of Art Friends President or authorized representative and countersigned by an appropriate official of the Honolulu Museum of Art.
The account shall be recorded as the Academy Guild Fund Honolulu Museum of Art Friends and the proceeds shall be considered undesignated funds to be disbursed at the HMA Friends Board of Director's discretion on a yearly basis. Sufficient reserves, as determined by the Guild's HMA Friends' budget, will be retained in the account to continue operations.

Section 2. Contracts. All contracts made, accepted, or executed by the Academy Guild HMA Friends shall be signed by the President or authorized representative and countersigned by an appropriate official of the Honolulu Academy of Arts Museum of Art.

Section 3. Fiscal Year. The fiscal year shall commence at the same time as the Honolulu Academy of Arts Museum of Art fiscal year.

ARTICLE X - MEETINGS

Section 1. Annual Meeting. The annual meeting shall be held in May (As appended at the annual meeting in June, 1995) each year. Notice of the Annual Meeting shall be given at least fourteen days in advance.

Section 2. Special Meetings. Notice of any special meetings shall be given to all members not less than fourteen seven (7) days in advance.

Section 3. Quorum. Ten percent of the voting members shall constitute a quorum at any meeting of the Academy Guild HMA Friends. Any members unable to attend the meeting may request an absentee ballot. Absentee ballots must be received via letter, fax or email no later than 48 hours prior to the meeting at which the vote will be taken.

ARTICLE XI - AMENDMENTS AND PARLIAMENTARY PROCEDURES

Section 1. Amendments. These bylaws may be altered, amended, repealed or added to by an affirmative vote of two-thirds (2/3) of the Board of Directors of the Honolulu Museum of Art Friends majority of votes cast at those present at any regular meeting or at any special meeting called for the purpose, provided that written notice of same meeting shall have been sent to each member within the time limits stated for the Annual Meeting and special meetings. No amendments to the bylaws shall become effective until approved by the Honolulu Academy of Arts Museum of Art Board of Trustees.

Section 2. Parliamentary Procedure. The most recent edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE XII - APPROVAL AND ADOPTION

These bylaws, upon approval of the Honolulu Academy of Arts Museum of Art Board of Trustees, shall be effective immediately upon affirmative vote of two-thirds of the Academy Guild members present and voting Board of Directors of the Honolulu Museum of Art Friends.