

BY-LAWS OF THE YOUNG LAWYERS DIVISION  
OF THE HAWAII STATE BAR ASSOCIATION  
(As amended from December 3, 2010)

ARTICLE I  
NAME AND PURPOSES

Section 1. Name. This division of the Hawaii State Bar Association ("Association") shall be known as the "YOUNG LAWYERS DIVISION OF THE HAWAII STATE BAR ASSOCIATION" ("Division").

Section 2. Purposes. The purposes of the Division are to stimulate the interest of young lawyers of Hawaii in the objectives and activities of the Association, to promote camaraderie among young lawyers, to provide young lawyers with a means to participate in improving the administration of justice and promoting the public welfare, to assist the Board of Directors of the Association in carrying out its programs and goals, and to sponsor programs and projects of interest to lawyers and the public.

ARTICLE II  
MEMBERSHIP

The membership of the Division shall consist of all members of the Association in good standing, under thirty-six (36) years of age and those members who have been admitted to their first Bar less than five years. Membership in the Division shall terminate automatically at the close of the calendar year within which a member attains thirty-six (36) years of age or five years after admission to the members first Bar, whichever last shall occur, or upon such persons ceasing, prior to that time, to be a member of the Association.

ARTICLE III  
MEETINGS

Section 1. Annual Meetings. The annual meeting of the Division shall be held at such time as shall be determined by the Executive Board.

Section 2. Special Meetings. Special meetings may be called at any time by the Executive Board, or by the Secretary upon the written request of not less than ten percent (10%) of the Division members.

Section 3. Notice. Notice of the annual meeting shall be given at least one week in advance by the Secretary. Notice of special meetings shall be given at least forty-eight (48) hours in advance by the Secretary. All notices shall be mailed to members at their last known addresses or shall be published in a daily newspaper of general circulation in the State of Hawaii.

Section 4. Quorum. Seventy-five (75) Division members shall constitute a quorum. Voting by proxies shall be allowed. A majority of the members present and voting shall be sufficient to transact business.

ARTICLE IV  
OFFICERS

Section 1. Officers. The officers of the Division shall be a President, Vice President, Secretary, and Treasurer. They shall be elected prior to or at the annual meeting of the Division and shall hold office for the next succeeding calendar year. The Vice President shall be deemed president-elect and shall become President of the Divisions upon the commencement of the next succeeding calendar year following the calendar year for which that person was elected Vice President. The President shall not be eligible again for the office of Vice President or President.

Section 2. Duties of the President. The President shall preside at all meetings, appoint committees, report on activities of the Division, and perform such other duties as usually pertain to that office.

Section 3. Duties of the Vice President. The Vice President shall perform the duties of the President if the President is unable or refuses to act, and shall perform such other duties as may be delegated by the President.

Section 4. Duties of the Secretary. The Secretary shall keep all minutes of the meetings and other records of the Division and shall issue notices of annual and special meetings.

Section 5. Duties of the Treasurer. The Treasurer shall keep an accurate record of any funds and property of the Division. The Treasurer shall monitor and administer those funds and property.

ARTICLE V  
EXECUTIVE BOARD

Section 1. Composition. There shall be an Executive Board composed of the Officers, the immediate past President, and the directors of the Division.

Section 2. Board of Directors.

**(a) Composition.** The Executive Board shall set the number of Board of Directors to be elected for the next succeeding two-year terms. There shall be at least one Director from Maui County (Second Circuit), one Director from Kauai County (Fifth Circuit), one Director from East Hawaii (Third Circuit), one Director from West Hawaii (Third Circuit), and eight Directors from the City and County of Honolulu (First Circuit). Directors must maintain their principal office in the geographic area they represent at all times during their term.

**(b) Terms of Office.** The Directors shall be elected prior to or at the annual meeting of the Division and shall serve staggered terms of two years. At the first election held after the adoption of this provision, half of the Directors (or, in the event of an odd number, half plus one) shall be elected for one-year terms and the remaining shall be elected for two-year terms. Upon the expiration of their terms, their successor shall be elected for terms of two years. Any Director who attains thirty-six (36) years of age or five (5) years after admission to the Director's first Bar, whichever last shall occur, shall continue to serve until the expiration of their term. Notwithstanding the foregoing, a quorum of the Executive Board shall have the discretion to

permit any Neighbor Island Director to continue to serve on the Executive Board after such Director has attained thirty-six (36) years of age or five (5) years after admission to the Director's first Bar, whichever last shall occur, until the Executive Board can fill the vacancy with a qualified member.

(c) **Vacancies.** No Director's term can be shortened by any reduction in the number of Directors. In the event of vacancies in such offices, however arising, may be filled at any regular or special meeting of the Executive Board and Directors called for that purpose. An acting Director serving during the temporary absence or incapacity of any such Director may be appointed by the President with the approval of a majority of the remaining members of the Executive Board and Directors.

Section 3. Ex Officio Members. The Division representative to the American Bar Association Young Lawyers Division, the chairperson of each committee created by the Executive Board, one young lawyer representative from each county or local bar association shall be ex officio members of the Executive Board. Ex officio members may participate in the meetings and deliberations of the Board. However, they shall not be permitted to vote nor shall they be counted as members of the Board for quorum purposes.

Section 4. Duties and Powers. The Executive Board shall have full power and authority in the interim between meetings of the Division to do all acts and perform all functions which the Division itself might perform. During the interim between annual meetings of the Division, the Executive Board may remove members of the Executive Board for cause and may fill all vacancies of officers and directors.

Section 5. Meetings of the Executive Board. Meetings of the Executive Board may be called by the President, the Vice President or any two Executive Board members for such time and place as the person or persons calling the meeting shall determine. A majority of the Executive Board shall constitute a quorum. A majority of the Executive Board members present and voting shall be sufficient to transact business.

## ARTICLE VI ELECTIONS

Section 1. Nominations. A nominating committee appointed by the President shall make nominations for Vice President, Secretary, Treasurer, and directors. The list of nominees shall be mailed to the last know address of each member at least thirty (30) days before the date of the annual meeting. Nominations may also be made by written petition signed by fifteen (15) members and submitted to the Secretary no later than twelve (12) days after the mailing date of the nominating committee's list of nominees. No person may be nominated for more than one office. Each nominee must signify a willingness to serve and must certify that they are eligible to serve if elected.

Section 2. Elections. A ballot containing the names of qualified nominees together with a return envelope shall be mailed or delivered electronically to all members who are eligible to vote at least fifteen (15) days prior to the date of the Division annual meeting. Completed ballots must be delivered to and received by the Secretary and/or electronic voting must be completed not less than 48 hours prior to the time set for the Division annual meeting. All active members

may vote for all officers' and directors' positions regardless of where the members maintain their principal office. The President shall appoint a committee of impartial members to open the envelopes, and to count and tabulate the votes shown on the ballots and/or confirm the results of electronic voting. The ballots shall be opened and the votes counted after the deadline specified for the receipt of the ballots and prior to the commencement of the Division annual meeting. Candidates for the respective officer positions receiving the most votes shall be declared elected to the respective offices. The director candidates from each geographic area receiving the most votes based on the number of director positions available from each geographic area shall be declared elected. If there is a tie, the matter shall be determined at the Division annual meeting.

Section 3. Definition of Members. For purposes of Article VI only, members shall mean all members who hold bar membership with the Association at least thirty (30) days prior to the Division annual meeting.

#### ARTICLE VII AFFILIATIONS

The Division may be affiliated with the Young Lawyers Division of the American Bar Association or with any other organization as approved by the majority of the members present and voting at a duly called meeting of the Division.

#### ARTICLE VIII AMENDMENT

These By-Laws may be amended by a majority of the members present and voting at a duly called meeting of the Division.