

By Laws Hawaii Macintosh & Apple Users' Society, Inc.

ARTICLE I -NAME

The name of the corporation is Hawaii Macintosh & Apple Users' Society, Inc. (hereinafter referred to as "HMAUS" or the "Corporation"). Pronouns and words containing a form of the word 'man' shall refer to either gender.

ARTICLE II -PURPOSES

HMAUS is organized for such educational purposes as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law). More specifically, such purposes include, but are not limited to, actual exchange of ideas, concepts and applications pertaining to the Apple II, Apple Macintosh or other microcomputers and the instruction of new members and the general public in operational procedures, technical design, computer languages and applications and the evolution of microcomputers.

ARTICLE III - PROHIBITED ACTIVITIES

SECTION 1a. STANDARDS OF CONDUCT.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes

set forth in Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954, as amended.

SECTION 1b. FINANCIAL ACCOUNTABILITY. No member, director, or officers of the Corporation shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by the Corporation, nor in a transaction for furnishing services, facilities, or supplies to the Corporation for compensation, unless the fact of such interest be known to and specifically approved by the Board of Directors.

ARTICLE IV -OFFICES & COMMUNICATION

SECTION 1. CORPORATE OFFICES. The Corporation will maintain a mailing address on the island of Oahu at a place the Board of Directors chooses to designate. This will be the designated principal office of the Corporation. Any change of address must be published in the official club publication.

SECTION 2. COMMUNICATION. The Corporation shall publish a periodical whose purpose is to communicate with the membership. The name of this publication is the SIGNAL and is the official publication.

ARTICLE V -MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP.

SECTION 1a. VOTING MEMBERSHIP. Regular membership is open to individuals, or a family unit as defined by Hawaii State Law. Any member of the immediate household of a family unit shall be entitled to all privileges of membership, except that the family unit is entitled to a single vote.

SECTION 1b. NONVOTING MEMBERSHIP. Those who qualify for this designation are organizations or individuals who maintain an association with the Corporation for purposes of newsletter and other mutually beneficial exchanges. Those so qualified are not eligible for the benefits of regular membership. In addition, the Board of Directors may establish from time to time such other types of memberships as deemed appropriate.

SECTION 2. ELIGIBILITY. Membership in the Corporation is open to any persons or organizations interested in computers. New members may be required to pay an initiation fee if prescribed by the Board of Directors. Membership dues and a completed membership application, in a form prescribed by the Board of Directors, is required to be considered for membership.

SECTION 3. DUES. The annual nonrefundable dues for each class of membership shall be determined by the Board of Directors.

SECTION 4. LIMITATION OF AUTHORITY. Except as otherwise specified in these Bylaws, no member shall act in the name of the Corporation or take any action that would bind the Corporation.

SECTION 5. TERMINATION OF MEMBERSHIP. Membership in the Corporation may be terminated for nonpayment of dues or violation of any provision of these Bylaws.

Termination for nonpayment of dues occurs automatically at the end of the last month of the current membership. The first month of membership is defined as the month following the month of enrollment. In addition, the Board may recommend the termination of any member for conduct not in the best interest of the Corporation. The Board's recommendation must be sustained by two-thirds (2/3) of the membership present and voting at a regular or special membership meeting. The member in question shall be given forty-five (45) days prior written notice of the time and location of the vote, and the reason for the vote. In addition all members shall also be notified of the intended action at least two weeks prior to said meeting.

ARTICLE VI - MEMBERSHIP MEETINGS

SECTION 1. REGULAR MEMBERSHIP MEETINGS.

Regular General Membership Meetings shall be held at least twice per year on a date as determined from time to time by the Board of Directors. Notice of these meetings, stating the date and hour of the meeting and the place where it is to be held, shall be by publication in the official publication. The President may, but is not required to, conduct formal business at a regular meeting unless notice of the meeting included specified business agenda. However, the regular meeting in October shall be the ANNUAL MEMBERSHIP MEETING required by federal law.

SECTION 2. SPECIAL MEMBERSHIP MEETINGS. Special Membership meetings may be called by the President, the Board of Directors, or a petition signed by twenty percent (20%) of the membership (based on the number of paid members on the last day of the previous month). Notice of a special membership meeting, stating the date and hour of the meeting and the place where it is to be held, shall be given in the official publication or by

a notification to all members at their last known address and shall state the purpose of the meeting. No business other than that stated in the notice shall be transacted.

SECTION 3. QUORUM. Twenty percent (20%) of the then currently registered membership must be present or represented by proxy at a Regular or a Special membership meeting to conduct business.

SECTION 4. ROBERT'S RULES OF ORDER. All meetings of members and the Board shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1. POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors, composed of nine (9) persons, each of whom shall be a member in good standing, which may exercise all powers of the Corporation and perform all lawful acts and things that are not reserved to the members by law, the Articles of Incorporation or these Bylaws.

SECTION 2. COMPOSITION Election of directors shall be by secret ballot at each annual meeting of the Corporation. Directors shall hold office from the day of their election until their respective successors are elected, subject to removal as provided herein. Three (3) directors shall be elected for a three (3) year term at each annual meeting of the Corporation, and in the event that there are vacancies on the Board of Directors for directorships with a remaining term of one or two years as of any annual meeting of the Corporation, then replacement directors shall be elected to serve for said remaining term.

SECTION 3. VACANCIES. Vacancies in the Board of Directors caused by any reason other than removal of a director by the Corporation shall be first be filled by vote of a majority of the remaining directors, even though they may constitute less than a quorum, and each

person so elected shall be a director until his successor is elected at the next annual meeting of the Corporation. Death, incapacity or resignation of any director shall cause his office to become vacant.

SECTION 4. REMOVAL. A Director may be removed at any time for just cause. "Just cause" is defined as conduct not in the best interest of the Corporation. A director may also be removed for nonperformance of duties or missing, without just cause, two or more consecutive Board meetings, or a total of four meetings per year without good cause or without notification to the President prior to missed meetings. A director may be removed if at least two-thirds (2/3) of the membership present and voting at either a regular meeting or at a special meeting called for this specific purpose vote to do so. The Director in question must be notified in as provided in Article XIV at least thirty (30) days prior to such meeting of the time and location of the said meeting and the reason for the proposed dismissal. In addition all members shall also be notified as provided in Article XIV of the intended action at least two weeks prior to said meeting.

SECTION 5. ORGANIZATIONAL MEETINGS. An organizational meeting of the Board of Directors shall be held following each annual meeting of the Corporation. At such meeting the Board shall elect the officers of the Corporation for the ensuing year.

SECTION 6. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least once per calendar quarter, or on such other basis as may be determined by the Board of Directors. Regular meetings shall be held at such time and place as may be determined by the Board of Directors, without further notice.

SECTION 7. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, the Vice President or two or more directors on seven (7) days notice to each director, if such notice is delivered personally, by mail, telegram, telephone, email or other means. No business other than that stated in such notice shall be conducted.

SECTION 8. CONDUCT OF MEETINGS. The President, or in his absence the Vice President, shall preside at meetings of the Board of Directors. The Secretary of the Corporation, or such other person as the presiding officer may appoint in the Secretary's absence, shall act as Secretary of the meetings. A quorum shall exist if there are more than fifty percent (50%) of those directors eligible to vote present. Meetings of the Board of Directors shall be open to all the Corporation's members, except that, upon majority vote, the Board of Directors may enter executive session to transact business which the Board determines to be confidential .

ARTICLE VIII - ELECTIONS

SECTION 1. NOMINATIONS. Nominations for the Board of Director positions shall be submitted no later in September than the deadline for the official publication's October issue. The nominations may be made at the September regular meeting or by mail to the Nominating Committee. The Nominating Committee will submit the names of the nominees for publication in the officer club publication no later than the publishing deadline for the October issue, which shall be mailed at least one week prior to the Annual Membership Meeting.

SECTION 2. BALLOTING. The election shall be completed during the Annual Membership Meeting to be held in the month of October. Only members in good standing as of October 1 may vote in the election. Members may be present to vote or may select another member who will be present to cast any proxy ballots for them (see Section 3 below). Each member (see Article V, Section 1) is entitled to one vote for each directorship and item on the agenda. All voting shall be by written ballot unless two-thirds (2/3) of those present (including proxy votes) at the meeting choose to do otherwise. All

members will be notified of the Annual Membership meeting as set forth in Article VI, Section 1. In addition, the Board of Directors may authorize voting by absentee ballot by mail or other means for any particular election if, for good and sufficient reason, adequate attendance at any meeting for the purpose of voting is deemed to be impractical. In such an event, ballots must be received by the Board of Directors Secretary not later than the date of the Annual Membership Meeting in October.

SECTION 3. PROXIES. Those eligible members who are unable to attend any meeting where there will be voting may give their permission to any other eligible member who will be attending said meeting to vote for them. They must give said member a written and signed statement that the person who holds their proxy has the right to use their proxy vote in all matters where voting will take place. It is a matter of trust between the attending member and the absentee member as to how the member shall vote the proxy. No single member shall hold any more than the proxies of two (2) other members. The member who has a proxy must present it to the Secretary as soon after he or she arrives; if he or she fails to present the proxy before quorum is determined, the right to vote by proxy may be denied. No proxy vote may be initially submitted after voting has begun.

SECTION 4. RESULTS. All elections will be determined by plurality (largest number) of votes. Any ties shall be determined by the flip of a coin.

ARTICLE IX - OFFICERS.

SECTION 1. DESIGNATION. The principal officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The Board may appoint an assistant treasurer, and assistant secretary and such other officer as in its judgment may be necessary.

SECTION 2. ELECTION & TERM. The officers of the Corporation shall be elected annually by the Board of Directors and shall hold office at the pleasure of the Board.

SECTION 3. REMOVAL. Any officer may be removed either with or without cause by vote of a majority of the members of the Board of Directors, and his successor elected, at any regular meeting of the Board or any special meeting called for such purpose.

SECTION 4. PRESIDENT. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation and of the Board of Directors. Subject to the control of the Board, he shall exercise general supervision and direction over the management and conduct of the business and affairs of the Corporation. He shall also have such other powers and duties as may be provided by these Bylaws or assigned to him from time to time by the Board.

SECTION 5. VICE-PRESIDENT. The Vice-President shall assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. He shall also have such other powers and duties as may be assigned to him from time to time by the Board.

SECTION 6. SECRETARY. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and give all notices thereof as provided by these Bylaws. The Secretary shall also see that the books, reports, statements, and all other documents required by law are properly kept and filed. The Secretary shall maintain a list of policies set forth by the Board of Directors and shall perform such other duties as may be designated by the President or the Board of Directors.

SECTION 7. TREASURER. The Treasurer shall maintain and keep the financial records and books of account of the Corporation, prepare regular reports thereof and be

responsible for the proper deposit and custody in the name of the Corporation of all its funds and securities. The Treasurer shall perform such other duties as may be designated by the President or the Board of Directors.

ARTICLE X - EXECUTIVE COMMITTEE APPOINTED POSITIONS

SECTION 1. COMMUNICATIONS CHAIRMAN. The President shall appoint, with the approval of the Board of Directors, a Communications Chairman who, subject to the general policy direction of the Board of Directors, shall be responsible for all general communications with the membership, including, but not limited to, the official corporate publication, the official corporate web site, and such other communications as shall be distributed or otherwise provided to, and for the benefit of the membership. The Communications Chairman shall be responsible for editorial, informational and advertising content, and shall work jointly with the Treasurer to establish appropriate procedures for the billing and collection of revenue from advertising or other sources of revenue arising from the Corporation's communications with its membership. The Communications Chairman may appoint one or more assistants.

SECTION 2. MERCHANDISE MANAGER. The President may appoint a Merchandise Manager, with the approval of the Board of Directors, who shall be responsible for planning, operating and administering the purchase and sale of products and services bearing the logo, trademarks or service marks of the Corporation. The Merchandise Manager shall collect moneys from the sale of these products and services and present these, and an accounting thereof, to the Treasurer. The Merchandise Manager may appoint one or more assistants.

SECTION 3. MEMBERSHIP CHAIRMAN. The President shall, with the approval of the

Board of Directors, appoint a Membership Chairman who, subject to the general policy direction of the Board of Directors, shall act as the primary point of contact for new members. The Membership Chairman shall collect dues (new and renewal), present moneys collected, and an accounting thereof, to the Treasurer. The Membership Chairman shall maintain current lists of memberships and provide updated lists for use at meetings. The Membership Chairman shall maintain membership applications with appropriate descriptions of the HMAUS activities. The Membership Chairman may appoint one or more assistants.

SECTION 4. VACANCIES. If any appointed committee position becomes vacant for any reason, the President shall, with the approval of the Board of Directors, appoint a replacement.

SECTION 5. NEW COMMITTEES. The President may, with the approval of the Board of Directors, create new committees and appoint chairmen to said committees to meet the needs of the membership.

ARTICLE XI -COMMITTEES

SECTION 1. AUDIT COMMITTEE. The Audit Committee shall be appointed by the Board of Directors to review the financial records and reports of the Corporation. Any elected Board Member or Chairman regularly receiving or disbursing funds of the corporation may not serve as a member of the Audit Committee. The committee should be composed of at least two members, one of whom shall be a Director, and it should regularly report its activities to the Board of Directors while actively carrying out its duties. It shall also report its findings at the Annual Membership Meeting.

SECTION 2. NOMINATING COMMITTEE. The Nominating Committee shall consist of a

chairman appointed by the President with the approval of the Board of Directors. This Chairman, in turn, will select no less than two (2) other committee members from the membership-at-large. Nominations for directors shall be presented at the September regular general meeting. When requested by the President, the Nominating Committee shall nominate candidates for appointed office or candidates for chairman of special committees. It shall regularly report its activities to the Board of Directors while actively carrying out its duties. It shall also report its activities at the Annual Membership Meeting.

SECTION 3. OTHER COMMITTEES. The Board of Directors may appoint other standing or special committees. Each committee should regularly report its activities to the Board of Directors while actively carrying out its duties. It shall also report its activities, if so requested by the Board, at the Annual Membership Meeting. The Board of Directors shall establish the guidelines for each committee's activities.

ARTICLE XII - SPECIAL INTEREST GROUPS

SECTION 1. FORMATION. The Board of Directors shall establish Special Interest Groups (SIGs) to provide a forum for exploring topics of special interest and concern to members. All policies and activities of such SIGs shall be set by the Board and may be made part of its Board policies.

SECTION 2. PURPOSE. SIG Meetings are a vehicle for membership activity and participation. These groups will concentrate on specific areas of interest concerning hardware platforms, software applications and specialized areas of computing and computer use.

SECTION 3. ORGANIZATION. The Board shall appoint a Chairman for each Special Interest Group (SIG) until such time as the group chooses its own Chairman, who must be

approved by the Board. The Chairman is responsible for the running of the SIG meetings and the SIG's compliance with the Bylaws and the policies of the Board. The Chairman must make regular reports to the membership on its activities. The Chairman may appoint one or more assistants to help with the assigned tasks.

SECTION 4. LIMITATION OF SIG AUTHORITY. No Special Interest Group shall act in the name of or take action that would bind the Corporation.

ARTICLE XIII - FISCAL CONTROL

SECTION 1. DISBURSEMENTS. Disbursements over \$25.00 shall be made only by check. All disbursements over those authorized in the approved annual budget shall be authorized by specific action of the Board of Directors. All checks, drafts, notes, and evidence of indebtedness of the Corporation must have two signatures when the amount is beyond that set by Board of Director policy for a single signature. These signatures must be those of corporate officer . No individual member of the Corporation shall be authorized to enter into any contract or financial obligation in the name of the Corporation without first having obtained the written authorization of the Board of Directors.

SECTION 2. ANNUAL BUDGET. Prior to the commencement of each fiscal year, the Board of Directors shall prepare an estimated budget for the following fiscal year that must be published in the official publication at the first opportunity after the approval of such budget.

SECTION 3. FISCAL YEAR. The fiscal year of HMAUS shall be from 1 January to 31 December.

SECTION 4. CAPITAL EXPENDITURES. Capital expenditures in excess of \$500.00 must be approved by a majority of those directors present and voting at either a regular or

special meeting of the Board of Directors held for this specific purpose.

ARTICLE XIV - NOTICE

SECTION 1. FORM OF NOTICE. Whenever under the provision of law, the Articles of Incorporation or these Bylaws, notice is required to be given to the member, such notice may be given by such method as the Board of Directors may direct, whether by mail, by publication or by any other method, including publication on the corporation's web site with email or other notice of such publication to all members, with such notice to be addressed to the current mailing, email or other address of record of each member in the records of the Corporation. Whenever notice is required to be given to any individual officer, director or member, such notice shall be given in written form by such method as the Board of Directors may direct, such as by mail, or by email, to such officer, director or member, at their current mailing, email or other address of record in the records of the Corporation, provided, however, that any notice required to be given to any officer or director, in their official capacity, by any individual member or group of members may be given in writing by mail to the current mailing address of the Corporation as published in the official publication or on the web site.

SECTION 2. WAIVER. Whenever notice is required under the provision of law, the Articles of Incorporation, or these Bylaws, a written waiver of the notice, signed by the person entitled to the notice, whether before or after the fact, shall be deemed to be the equivalent of such notice. Any member or Director who attends a meeting without protesting the commencement of the meeting or the lack of notice shall be conclusively deemed to have waived notice of such meeting.

ARTICLE XV -INDEMNIFICATION

SECTION 1. The Corporation shall, to the extent legally permissible, indemnify and hold harmless any person serving or who has served as a director, officer, or duly authorized agent of the Corporation against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of a claim, action, suit or other proceeding whether civil or criminal, in which he may be threatened, while serving or thereafter, by reason of his being or having been such a director, officer or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation.

SECTION 2. Expenses, including counsel fees, reasonably incurred by any such director, officer , or agent in connection with the defense or disposition of any such claim, action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the Corporation the amounts so paid if it ultimately is determined that indemnification cation of such expenses is not authorized herein. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such director, officer, or agent may by entitled. As used in this Article, the terms "director", "officer ", and "agent" include their respective heirs, executors, and administrators.

SECTION 3. The Corporation may, at the election of the Board of Directors, purchase and maintain insurance in behalf of the Corporation or any person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint

venture, trust, or other enterprise against any liability asserted against him and incurred by him in or arising out of his position, whether or not the Corporation would be obligated or empowered to indemnify him against such liability under this Article XV.

ARTICLE XVI -DISSOLUTION

SECTION 1. PROCEDURE. The corporation can be dissolved only by a two-thirds (2/3) vote of the membership (which number shall be determined by the number on the membership roster on the first day of the month in which such an action shall be taken) at a special meeting called for this expressed purpose. (See Article VI, Section 2)

SECTION 2. DETERMINATION OF PROPERTY. Should the corporation be dissolved, all property and funds remaining after payment of debts of the corporation shall be disbursed in accordance with the recommendations of the Board of Directors, as approved by the membership, at the special meeting called for such purpose, to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code). Any such assets not so disposed of shall be disposed by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII -AMENDMENT

SECTION 1. The membership may amend these Bylaws at any regular or special meeting by an affirmative two-thirds majority of those present and voting. Proposed Bylaws amendments shall be given to the members at least two weeks in advance of said regular or special meeting as provided in Article XIV- NOTICE.

History:

Amended October 11, 1997

Amended October 15, 2003