

**BYLAWS OF THE ENVIRONMENTAL CAUCUS of the
Democratic Party of Hawaii** adopted September 21,
2010 amended February 23, 2011

ARTICLE ONE: NAME AND OFFICES

Section 1 - Name of Organization: The name of the Organization shall be the Environmental Caucus of the Democratic Party of Hawai`i.

Section 2 - Principal Office: The principal office of the Caucus shall be at the headquarters of the Democratic Party of Hawai`i.

ARTICLE TWO: STATEMENT OF PURPOSE

Section 1 - The Mission: Specific Purposes and Objectives The Environmental Caucus is dedicated to identifying and publicizing issues that are critical to the preservation and restoration of the environment at world, national, state, and local levels. The organization will investigate, create position papers, advocate for, and propose legislation in support of environmental causes. In carrying out these tasks, the Environmental Caucus will be guided by environment related party platform planks and resolutions adopted at the state party convention. If there is no resolution on record that supports legislation that the Caucus wishes to propose, the Caucus may bring a resolution to the State Central Committee (SCC) for its approval before acting.

ARTICLE THREE: MEMBERSHIP

Section 1 - Eligibility: Membership in the Environmental Caucus of the Democratic Party of Hawai`i shall be open to all duly recorded members of The Democratic Party of Hawai`i who desire to support the Caucus and its specific purposes and objectives.

Section 2 - Enrollment: The Secretary of the Caucus shall prepare and distribute a Caucus Enrollment Form as may be prescribed, and modified from time to time, by the Steering Committee to be signed

by all persons enrolling in the Caucus. The Secretary shall ensure that the Caucus Enrollment Form is made widely available for use by members of the Democratic Party of Hawai`i who may wish to enroll.

Section 3 - Member Voting Rights: Members of the Environmental Caucus of the Democratic Party of Hawai`i shall have the same voting rights and privileges as bestowed upon them by the Constitution of the Democratic Party of Hawai`i. These voting rights and privileges may be exercised in person, or by telephonic/electronic appearances. No voting by proxy shall be permitted at any time for any purpose.

Section 4 – Regular and Special Meetings of the General Membership.

1. Regular meetings of the General Membership shall be held at least four times per year. The Steering Committee shall set the dates of the regular General Membership Meetings of a given calendar year not later than December of the previous year. During years in which the Democratic Party of Hawai`i holds a statewide convention, one regular General Membership Meeting shall be held at a time and place convenient for attendance by persons attending the Convention. The Steering Committee may reschedule any regular General Membership meeting on at least 21 days' notice.

2. Special meetings of the General Membership may be called by the Steering Committee on at least 21 days' notice; and special meetings of the General Membership shall be called upon a petition signed by not less than 30 members or 30% of the Caucus, whichever figure is greater. The matters considered by a special meeting of the General Membership shall be limited to those contained in the call by the Steering Committee or the petition.

3. General Membership meetings shall be held in a publicly accessible place in Honolulu to be designated in all notices of such meetings. The Steering Committee shall make all reasonably practical arrangements to permit and enhance participation in General Membership meetings by members located on the Neighbor Islands by telephone, webcast, or such other methods as are practical.

4. Quorum requirements. Fifteen members of the Environmental Caucus shall constitute a quorum for all meetings of the general membership.

5. Electronic Participation. To the extent that the means and equipment are available, members of the Environmental Caucus and any of its committees may participate in Environmental Caucus meetings by means of teleconference, videoconference, or by any means of a communication technology by which all persons participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute attendance at the meeting so long as and for as long as such simultaneous communication is active and enabled.

Section 5 – Neighbor Island Participation: The Steering Committee shall take all reasonable steps to promote a high degree of participation in Caucus activities by Neighbor Island members, including but not limited to promoting meetings of Caucus members on their respective Neighbor Islands and ensuring their effective participation by telecommunications in General Membership meetings and in voting on Caucus issues and Caucus officers. This shall include, but not be limited to, facilitating Neighbor Island sub-caucus meetings.

ARTICLE FOUR: OFFICERS

Section 1 - Officers: The officers of the Caucus shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. The Caucus may also have additional Vice Chairs, Assistant Secretaries, Assistant Treasurers and other such officers with such titles and duties as may be determined from time to time by the Steering Committee.

Section 2- Qualifications: Any duly qualified and elected member of the Caucus may serve as an officer or member of the Steering Committee.

Section 3 - Election and Term of Office: Officers shall be elected by the membership at regularly scheduled meetings in the month of May

during the weekend of the State Democratic Convention of the Democratic Party of Hawai'i, held in even numbered years. The term of office shall begin at the end of the regular biennial meeting designated for the election of officers and Steering Committee members and shall be two years. Each member shall cast no more than one vote per candidate, and may vote for as many candidates as the number of officers and three Steering Committee at Large members to be elected. Election for each office shall be conducted separately to give members an opportunity to be elected to another office if not elected to their first choice. This also gives the membership the opportunity to ensure gender and diversity balance on the Steering Committee.

Section 4- Resignation and Removal

1. Any officer may resign effective upon giving written notice to the Secretary of the Caucus, unless the notice specifies a later time for the effectiveness of such resignation. The acceptance of such resignation shall not be necessary to make it effective.
2. Any member of the Steering Committee may be removed, either with or without cause, by a two-thirds (2/3) vote of the membership present at a regular or special general membership meeting, with a quorum of at least 15 members, for which at least two weeks' notice has been given to the membership of the pending removal of a member of the Steering Committee.
3. Any member of the Steering Committee shall be deemed to have resigned if the member has failed to attend two consecutive duly noticed Steering Committee meetings without adequate excuse, as determined by a majority of the voting membership of the Steering Committee.

Section 5 - Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Steering Committee. In the event of a vacancy in any office other than the Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Steering Committee shall fill the

vacancy. Vacancies occurring in officers appointed at the discretion to the Steering Committee may be filled as the Steering Committee shall determine. In the event of a vacancy in the Chair position, the Vice Chair will become the acting Chair until the end of the Chair's term. The new Chair, in consultation with the steering committee, shall appoint a new Vice Chair.

Section 6 - Duties of the Chair: The Chair shall be the Chief Executive Officer of the Caucus and shall supervise and control the affairs of the Caucus and activities of the officers in accordance with these Bylaws and policies subsequently passed by the Steering Committee and/or the general membership. The Chair shall perform all duties incident to the office and such other duties as may be required by the laws of the State of Hawaii, by these Bylaws or which may be prescribed, from time to time, by the Steering Committee. The Chair shall preside at all meetings of the Steering Committee and the Caucus and except as otherwise expressly provided by law, shall, in the name of the Caucus, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Steering Committee or the membership.

Section 7 - Duties of the Vice Chair: In the absence of the Chair, the Vice Chair of the Caucus shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subjected to all the restrictions on the Chair. The Vice Chair shall have other powers and perform other such duties as may be prescribed by the laws of the State of Hawai`i, by these Bylaws or which may be prescribed, from time to time by the Steering Committee or membership.

Section 8 - Duties of the Secretary: The Secretary shall take and maintain minutes of all meetings of the membership and all Steering Committee meetings of the Caucus, including but not limited to date, time and place, and whether regular or special; ensure that all notices are duly given in accordance with these Bylaws; Be the custodian of the records of the Caucus; exhibit at all reasonable times to any member of the Caucus, as prescribed by the by-laws or policies of the Steering Committee, all records and documents of the Caucus maintained by the Secretary; and in general, perform all duties incident to the office of the Secretary and other such duties as may be

required by the laws of the State of Hawai`i, by these Bylaws or which may be prescribed, from time to time, by the Steering Committee.

Section 9 - Duties of the Treasurer: The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Caucus in such banks, trust companies, or other depositories as shall be selected and approved by the Steering Committee; receive and give receipt for moneys due and payable to the Caucus from any source; disburse, or cause to be disbursed, the funds of the Caucus as may be directed by the Steering Committee, taking proper vouchers for such disbursements; keep and maintain adequate and correct accounts of all the Caucus properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; exhibit at all reasonable times the books of account and financial records to any member of the Caucus, as may be prescribed by the Steering Committee; render to the Chair or any member of the Caucus, whenever requested, an account of any or all of his or her transactions as Treasurer and the financial condition of the Caucus as prescribed by the Steering Committee; prepare or cause to be prepared, and certify, or cause to be certified, any financial statements to be included in any required reports; Prepare or cause to be prepared, financial statements at the request of the Steering Committee and for distribution and report at all regular membership meetings of the Caucus; In general, perform all duties incident to the office of the Treasurer and other such duties as may be required by the laws of the State of Hawai`i, the laws of the Government of the United States of America, by these Bylaws or which may be prescribed, from time to time, by the Steering Committee.

Section 10 - Compensation: No officer or Steering Committee member shall accept any compensation for the performance of their duties other than for the actual expenses required to fulfill the duties and expectations of the Caucus in accordance with policies established by the Steering Committee or membership.

ARTICLE FIVE: COMMITTEES

Section 1 - Committees: The Caucus may have any and all such

committees as may from time to time be designated by resolution of the membership and/or the Steering Committee. These committees shall act in an advisory capacity to the officers, Steering Committee and membership.

Each committee shall keep regular minutes and/or reports of their proceedings, cause them to be filed with the Caucus records maintained by the Secretary of the Caucus and distribute these minutes to every office of the Caucus on a periodic basis determined by the Steering Committee of membership.

Section 2 - Steering Committee: The Steering Committee of the Caucus shall consist of the Chair, Vice Chair, the Secretary, and the Treasurer, and three (3) Steering Committee Members at Large, and the Environmental Caucus representatives to the State Central Committee, plus such non-voting advisory members as the Steering Committee may appoint from time to time. No voting by proxy shall be permitted in the Steering Committee.

The Steering Committee shall keep regular minutes of its proceedings, cause them to be filed with the Caucus records maintained by the Secretary of the Caucus, and it shall distribute these minutes to the Steering Committee within thirty (30) days after the meeting for which the minutes were taken.

Section 3 - Meetings and Actions of Committees: The Steering Committee, with the approval of the membership may adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the Constitution of the Democratic Party of Hawai'i, the laws of the State of Hawai'i, or these Bylaws.

ARTICLE SIX: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1 - Execution of Instruments: The Steering Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Caucus to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the Caucus, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have the power or authority to bind the Caucus by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 - Checks and Notes: Except as otherwise specifically determined by resolution of the Steering Committee, or as otherwise required by law; checks, drafts, promissory notes, order for the payment of money, and other evidence of indebtedness of the Caucus shall be signed by the Treasurer and countersigned by the Chair of the Caucus. In the absence or unavailability of the Chair, the Vice Chair may countersign any and all such instruments.

Section 3 - Deposits: All funds of the Caucus shall be deposited in a timely manner to the credit of the Caucus in such banks, trust companies, or other depositories as the Steering Committee shall select.

Section 4 - Gifts: The Steering Committee may accept, on behalf of the Caucus, any contribution, gift, bequest or devise for the purposes and benefit of this Caucus.

ARTICLE SEVEN: ASSETS OF THE CAUCUS

Section 1 - Prohibition Against Private Inurement: No part of the net earnings of this Caucus shall inure to the benefit of, or be distributed to, its officers, members, agents or other private persons, except that the Caucus shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Caucus and in accordance with these Bylaws and the policies of the Caucus.

Section 2 - Distribution of Assets: Upon the dissolution of this Caucus, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Caucus shall be distributed to the Democratic Party of Hawai`i.

ARTICLE EIGHT: AMENDMENTS TO THESE BYLAWS

Section 1. Except as may be otherwise specified by the Constitution of the Democratic Party of Hawai`i and the laws of the State of Hawai`i, the membership of the Caucus shall have the power to amend, alter or repeal any or all sections of these Bylaws and to adopt new Bylaws upon approval of two-thirds (2/3) of the members present at a meeting called for that express purpose. A quorum of 15 will be required for all Bylaw changes.

Section 2. Such proposed amendments, alterations or motion to repeal shall be submitted, in writing signed by no less than 15 members of the Caucus or majority of the Steering Committee members, to the Secretary of the Caucus. The Steering Committee shall review and prepare their recommendation on the proposal within 60 days of receipt of the proposed amendment or repeal.

Section 3. Once an amendment or repeal has received a review and recommendation of the Steering Committee, a general membership meeting shall be called within 60 days to take organizational action. Any and all proposed amendments, alterations or motions to repeal approved by two-thirds (2/3) of members present at the general membership meeting shall be forwarded to the State Central Committee for final approval. Following State Central Committee approval, any and all accepted amendments, alterations or motions to repeal shall become effective.

ARTICLE NINE: CERTIFICATION PROCESS FOR ENVIRONMENTAL CAUCUS NOMINEES TO THE STATE CENTRAL COMMITTEE

Section 1. A person seeking election as a representative of the Environmental Caucus to the State Central Committee of the Democratic Party of Hawai`i must be a registered voter and member of the Democratic Party of Hawai`i, and of the Environmental Caucus on or before the scheduled date of the biennial State Party precinct meetings in the even-numbered year in which the person seeks election.

Section 2. A person seeking election as a representative of the Environmental Caucus to the State Central Committee of the Democratic Party of Hawai`i shall file, with the Secretary of the Environmental Caucus nomination papers, which shall include:

1. Ten dollar (\$10) filing fee payable to the “Democratic Party of Hawai`i”;

2. Signatures from five members of the Environmental Caucus;

3. Written statement showing:

A. A demonstrated involvement and active participation with the Environmental Caucus meetings and/or Environmental Caucus activities; and

B. Commitment to attend the State Central Committee and Environmental Caucus meetings.

Section 3. The nomination papers shall be submitted to the Secretary of the Environmental Caucus prior to or at the meeting of the Steering Committee of the Environmental Caucus to be held ten (10) days prior to the deadline for submission of nomination papers to the Democratic Party of Hawai`i. The Steering Committee of the Environmental Caucus will meet, review and make certification(s) based upon the adopted criteria above on this date and time at said Steering Committee meeting. If application is rejected for certification, the applicant will be informed with 48 hours.

Section 4. The Environmental Caucus regular meeting held prior to the State Party filing deadline, or one week after the certification meeting set out in Section 3 above, will review the applications and certification(s) by the Steering Committee of the Environmental Caucus. This Environmental Caucus meeting will reaffirm the certification(s) of the Steering Committee or de-certify as they shall so determine.

Section 5. Certified nomination packets papers will be submitted by the Environmental Caucus Secretary to the State Party by the State Party's formally-announced deadline.

Section 6. If the office of Environmental Caucus Representative to the State Central Committee becomes vacant:

A. The Steering Committee of the Environmental Caucus shall notify Caucus members by e- mail.

B. The notice shall indicate that there is a vacancy, set forth a list of potential replacements, state the date by which the vacancy must be filled, and the date by which feedback must be received from the Caucus Members; the Caucus Members shall have no less than 10 days in which to provide feedback to the Steering Committee.

C. The Steering Committee shall review the feedback from the Caucus Members and designate a Caucus member to fill the remainder of the term.

D. The designee's name shall be presented to the State Central Committee.

E. If the Environmental Caucus does not designate a replacement within 45 days, the Chair of the Democratic Party of Hawai'i may fill the vacancy.

ARTICLE TEN: NOTICE

E-mail shall be the primary means of notice required by these Bylaws. Each member shall be responsible for ensuring that the Caucus receives from the member the member's current e-mail address, their e-mail addresses to the Secretary, and shall update any changes in their respective e-mail addresses in a timely manner.

ARTICLE ELEVEN: CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Constitution of the Democratic Party of Hawai`i, the provisions of the Constitution of the Democratic Party of Hawai`i shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

Charter Meeting Attendees Christian Adams, Anthony Austin, John Bickel, Irene Bowie, John Bruce, Alan Burdick, Fred Cash, Randy Ching, Thomas Cummings, Pam DaGrossa, Rafael del Castillo, Michael DeWeert, Peter Ehrhorn, Joseph Figarora, Stephanie Fitzpatrick, Gary Gill, Mary Guinger, Sutada Hesse, Lance Holter, Gary Hooser, Kevin Killeen, Regina Mass, William Mass, Raymond Paler, Bill Sager, Lynn Sager, Bill South, Shannon Wood