

BYLAWS
OF
OO SYAK GEE LU SOCIETY

ARTICLE I

NAME

The name of this corporation shall be the Oo Syak Gee Lu Society, hereinafter called the "Society."

ARTICLE II

OFFICE AND SEAL

The principal office of the Society shall be in Honolulu, City and County of Honolulu, State of Hawaii. The Society may have a seal the design of which shall be approved by the Board of Directors. The Secretary of the Society may be designated by the Board to be the custodian of the seal or that it shall be kept in a safe-deposit box. In any event, who is to keep the seal or where it shall be kept is a determination that shall be made by the Board.

ARTICLE III

OBJECTIVES AND PURPOSES

The Society is a nonprofit corporation operating in accordance with the following objectives and purposes:

1. To develop, promote and maintain harmony among members of the Oo Syak Village of Guangdong Province, China, who are now living in the State of Hawaii, and their descendants, and to create genuine fellowship among them;
2. To render assistance and comfort to its members, as well as others, in time of need or trouble; and
3. To do all things which are charitable, benevolent, educational and scientific to people.

ARTICLE IV

MEMBERSHIP

Section 1. **Eligibility.** Only the following persons who are of good moral character shall be eligible for membership in the Society:

- a) All male persons who were from the Oo Syak Village, Canton, China and living in the Territory of Hawaii on April 29, 1955, their male lineal descendants, and the natural born children of their male lineal descendants.
- b) Any woman legally married to any male member of the Society

- c) Any widow of a male member may continue to be a member of the Society so long as she does not marry again.

Section 2. Applications for Membership. All applications for membership shall be in writing and submitted to the Board of Directors for its approval.

Section 3. Admission and Fee. All applicants who meet the eligibility requirements set forth in Section 1 shall be admitted into the Society upon payment of a one-time membership initiation fee of \$25, which may be waived by the Board of Directors.

Section 4. Membership Certificate. Every member in good standing shall be entitled to receive a membership card or certificate in such form as the Board of Directors may adopt.

Section 5. Expulsion. The Board of Director may expel any member whose act or conduct is detrimental to the best interest of the Society on a two-thirds (2/3) majority vote of the Board of Directors at a meeting in which a quorum is present. Before any action is taken on the expulsion of any member, notice containing a copy of the charges against such member shall be served on such member at the member's business or residential address at least two (2) weeks before the date when the Board acts upon the charges. The action of the Board shall be in writing and filed with the Secretary and a copy of which shall be mailed to the member at the member's business or residential address. Any member who is expelled from the Society shall not be eligible to reapply for membership in the Society until after the expiration of one (1) year following the expulsion.

ARTICLE V

MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the members of the Society shall be held during the month of November of each year at the date and place to be determined by the Board of Directors. The order of business shall be as follows:

- a) Call to Order
- b) Reading of Minutes
- c) Treasurer's Report
- d) Officers' Reports
- e) Committee Reports
- f) Old Business
- g) New Business
- h) Election
- i) Adjournment

Section 2. Special Meetings. Special meetings of the members of the Society may be called by the President or upon the written request of at least ten (10) members in good standing. The date and place of the meeting shall be set by the President. At every special meeting, only the business that the meeting is called for shall be acted upon.

Section 3. Notice of Meeting. Not less than five (5) days' notice by mail or telephone shall be given to members of all meetings at their business or residential address.

Section 4. Quorum. Ten (10) in good standing present in person shall constitute a quorum at any regular or special meeting of the members of the Society.

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of the Society shall consist of the President, First Vice President, Second Vice President, English Secretary, Chinese Secretary, and Treasurer, all of whom shall be elected to office for a term of one (1) year beginning January 1 and ending December 31 of each year, or until their successors are elected or qualified.

Section 2. President. The President shall be the Chief Executive Officer and shall preside at the meetings of the Society and the Board of Directors. The President shall, with the approval of the Board, appoint all standing committees. The President shall countersign all checks, orders, and warrants. The President shall at the Annual Meeting submit a report of the activities of the Society and make such recommendations for the betterment of the Society. The President shall also perform other duties as may be necessary to carry out functions of this office. The President may not serve more than two (2) consecutive annual terms in office.

Section 3. Vice Presidents. In the absence, death, resignation or disability of the President, the First Vice President shall perform the duties of the President, and in the absence, death, resignation or disability of the President and First Vice President, the Second Vice President shall perform the duties of the President, and in the absence, death, resignation or disability of the President and both Vice Presidents, or if all of these offices are vacant, the Board shall by two-thirds (2/3) majority vote elect a Director to perform the duties of the President. Vice-Presidents shall support the President in maintaining order in the meeting and assure that members remain on topic.

Section 4. Secretaries (English and Chinese). The Secretaries shall attend and keep the minutes of all meetings of the Society and the Board of Directors. They shall give notice of all meetings and maintain a file of all the minutes of the meetings of the Society and Board and the Bylaws of the Society, which file shall be turned over to their successors.

Section 5. Treasurer. The Treasurer, who is involved in the financial matters of the society, shall perform the following duties:

- (a) Keep the accounts of the Society in proper books provided by the Society, collect all moneys due the Society, give proper receipts and deposit the moneys in banks or financial institutions designated by the Board of Directors;
- (b) Draw checks, which shall be countersigned by the President, for the expenditure of moneys;
- (c) Be charged of the custody of all books and securities belonging to the Society;
- (d) Render an annual report to the Society of its financial condition, which shall be subject to audit by a Certified Public Accountant designated by the Board;
- (e) Make and render to the proper State, Federal, municipalities and other government officials or agencies all exhibits, returns and reports required by law;
- (f) Make available for inspection by the Board and members of the Society the funds, books, vouchers, securities, and other financial records and shall perform other duties as the Board may prescribe;
- (g) Make reports and financial statements as the Board may request; and
- (h) If required by the Board, shall post a good and sufficient bond in an amount considered to be sufficient by the Board, which premium shall be paid for by the Society.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of not less than eleven (11) members and not more than twenty (20) members, including President, First Vice President, Second Vice President, English Secretary, Chinese Secretary, Treasurer, all of whom shall be elected to hold office for a term of one (1) year beginning January

1 and ending December 31 of each year, or until their successors are elected or qualified. The Immediate Past President shall be an ex-officio voting Director and shall hold office until the expiration of the current President's term.

Section 2. Management. The business and the property of the Society shall be managed by the Board.

Section 3. Meetings. The Board shall hold regular meetings at least once each quarter. These meetings shall be held on the date and place the Directors shall determine. Special meetings of the Board may be called by the President, at the request of not less than five (5) Directors, forty-eight (48) hours' notice by telephone or mail to each Director at the Director's business or residential address, provided that in cases of emergency, of which the President shall be the sole judge, special meetings of the Board may be called on shorter notice.

Section 4. Vacancy. In the event of the absence, death, resignation or disability of a Director, the President may appoint, subject to a two-thirds (2/3) majority vote of the Board, a Director to fill the vacancy for the unexpired term. In the event of the temporary absence of a Director from a meeting, the President may appoint a substitute Director for that meeting.

Section 5. Expulsion. Any Officer, Director, subordinate officer or employee may be removed from office or employment by a two-thirds (2/3) majority vote of the Board that in its judgment the best interests of the Society would be served. Employee may also include an outside agent assigned responsibility to manage affairs of the Society.

Section 6. Quorum. At all meetings of the Board of Directors, a majority of the Board present in person shall constitute a quorum for the transaction of business.

Section 7. Honorary Director. An Honorary Director is a member who has been recognized as a benefactor to the Society through outstanding services, such as serving as an officer or director. This award is the highest that the Society bestows. An Officer or Director shall make nominations for Honorary Director. An application, verbal or written, must be presented to the Board for consideration who may then elect the Honorary Director by a majority vote. This nonvoting position award is presented for the life of the individual. There shall be no more than one award per year.

Section 8. Attendance. Any Officer or Director who has an unreported absence from two Board of Directors meeting in a calendar year cannot be nominated for any office of the Society for the following year.

ARTICLE VIII

NOMINATION AND ELECTION

Section 1. Nomination Meeting. A meeting of the Nominating Committee shall be held each year at least two (2) weeks before the Annual Meeting of the members of the Society.

Section 2. Nominating Committee. At least two (2) weeks before the Nomination Meeting, the President shall appoint a Nominating Committee consisting of three (3) members who shall draw up a slate of Officers and Directors designated in Section 1 of Articles VI and VII. Additional nominations may be made from the floor at the Election Meeting.

Section 3. Election Meeting. An election of the Officers and Directors shall be held at the Annual Meeting of the members of the Society. The President shall appoint at least three (3) election judges to conduct the election. The candidates for the offices receiving the highest number of votes cast shall be declared elected as Officers and Directors for a term of one (1) year beginning January 1 and ending December 31 of each year, or until their successors are

elected or qualified. Notice of the meeting shall be given to all members in good standing at least one (1) week before the meeting

Section 4. Eligibility to Vote. To be eligible to vote, a member shall have been in good standing for at least three (3) months before the date of election and shall be at least eighteen (18) years of age.

ARTICLE IX

INSTALLATION OF OFFICERS

All Officers and Directors shall take office on the first day of January of each year. Installation ceremonies may be held on that day or on any other day in January chosen by the Board of Directors.

ARTICLE X

FUNDS

Section 1. General Fund. There shall be one (1) General Fund. All moneys from whatever sources paid into or given to the Society shall be placed into the General Fund, unless otherwise specified by the Board or the donors. All expenses, claims and other necessary and appropriate disbursements shall be paid out of the General Fund.

Section 2. Deposits. The funds of the Society shall be promptly deposited in the banks, savings and loan associations or other financial institutions authorized to do business in the State of Hawaii and are insured by the Federal Deposit Insurance Corporation (FDIC) or the Federal Savings & Loan Insurance Corporation (FSLIC). All withdrawals of funds from any bank, savings and loan association or financial institution shall be signed by the Treasurer and countersigned by President of the Society.

Section 3. Investments. The funds of the Society may be invested by the Board in stocks, bonds, mutual funds, certificates of deposits, U.S. Treasury securities or other investments that the Board considers prudent to invest in; but no individual investment shall exceed \$500,000 in any of the preceding categories, except bank and savings & loan deposits shall not exceed \$100,000. The Board may also invest in real estate situated in the City and County of Honolulu or other areas where the Board considers it prudent to invest. In any such transaction, the Board shall be required to obtain a two-thirds (2/3) majority vote of initial approval before submitting it to the general membership for a two-thirds (2/3) majority vote of final approval.

Section 4. Hospitalization and Bereavement. The minimum sum of \$50 shall be allowed as a monetary contribution to any member who is confined in a hospital because of illness. In the event that any member passes away, the minimum sum of \$50 shall be allowed as a monetary or the floral contribution to the family or next of kin.

ARTICLE XI

COMMITTEES

Section 1. Standing Committees. The President shall, within thirty (30) days after election and subject to the approval of the Board, appoint the following committees of not less than three (3) members each, unless otherwise specified in these Bylaws, and the members shall serve for one (1) year or until their successors are appointed.

- a. Executive Committee (President, Vice Presidents, Secretaries, Treasurer, immediate past president).
- b. Financial Committee

- c. Public Relations and Membership.
- d. Banquet and Events

Section 2. Special Committees. The President, with the approval of the Board, may appoint special committees for any purpose in connection with the work of the Society.

Section 3. Quorum. A majority of the members of any standing committee or special committee shall constitute a quorum.

Section 4. Discharge. The President shall have the right to discharge any or all members of standing committees for neglect of duty and shall appoint, subject to the approval of the Board, new members to fill the vacancies on any committee.

ARTICLE XII

EXECUTION OF INSTRUMENTS

All checks, drafts, notes, bonds, deeds, leases, contracts and all other instruments, except as may otherwise be prescribed in these Bylaws, shall be signed by the person or persons as shall be provided by general or special resolution of the Board and in the absence of any general or special resolution then by the President, the First Vice President or Second Vice President and by the Treasurer, the English Secretary or the Chinese Secretary.

ARTICLE XIII

ADMINISTRATION

Section 1. Net Earnings. None of the net earnings, contributions, or other property of the Society shall benefit any of its Officers, Directors, members or private individuals.

Section 2. Compensation of Officers and Directors. Officers and Directors of the Society shall not receive any salary or other compensation for services in their capacity as Officers and Directors.

ARTICLE XIV

AMENDMENT AND REPEAL OF BYLAWS

The Bylaws of the Society may be amended or repealed and new Bylaws adopted by a two-thirds (2/3) majority vote of the members present and voting at a meeting held for that purpose. Notice of the proposed amendments or repeals shall be given by the Secretary to each of the members in good standing at least fifteen (15) days before the meeting when the proposed action is to be taken.

ARTICLE XV

TRANSFER OF PROPERTY

No property, real or personal, of this Society shall be transferred to any other society, organization or individual in this State or anywhere in this world, whether the same be by gift, sale, consolidation, or merger of the Society, without first obtaining a two-thirds (2/3) majority vote of all of the members in good standing of the Society.

ARTICLE XVI

DISSOLUTION

In the event of the dissolution of the Society, or it shall cease to carry out its objectives and purposes, the Board of Directors shall, after paying all the liabilities of the Society, dispose of all of its remaining assets to any existing nonprofit organization designated as the recipient, or any other scheme, plan or objective agreed upon by a two-thirds (2/3) majority vote of the members of the Society.

ARTICLE XVII

PARLIAMENTARY PROCEDURE

Robert's Rules of Order, as revised, shall govern all meetings of the Society and the Board of Directors provided that the Rules are not in conflict with these Bylaws.

CERTIFICATE OF AMENDED BYLAWS

I, Constance Mark, English Secretary of Oo Syak Gee Lu Society, hereby certify that:

The foregoing Bylaws, comprising seven (7) pages, are the original or a true and correct copy of the Bylaws of the Oo Syak Gee Lu Society as amended by a 2/3 vote of the membership at the November General Meeting on November 16, 2008.

Dated: Honolulu, Hawaii, December 23, 2008.

Constance Mark
English Secretary
Oo Syak Gee Lu Society