

KIA ORA DC KIWIS BYLAWS

Date established: January 25, 2015

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Definitions

“Majority Vote” means a simple majority (more than fifty percent) of the votes entitled to be cast by Members present in person or by proxy at a duly held meeting of the Members at which a quorum is present. Any vote of a specified percentage of Members means that percentage with respect to the number of votes actually cast by Members present in person or by proxy at a duly held meeting of the Members at which a quorum is present

Any vote of a specified percentage of the Board of Directors means that percentage with respect to the number of votes entitled to be cast by Directors (or committee members) present at a duly held meeting of the Board (or committee) at which a quorum is present.

Article I. Name

The name of this Organization shall be the Kia Ora DC Kiwis, LLC. (KODC Kiwis) is a nonstock corporation organized and existing under the laws of the state of Maryland, charged with the duties and vested with the powers prescribed by law and set forth in the Bylaws.

Article II. Purpose

- 1.** The kaupapa (purpose) of the Kia Ora DC Kiwis roopu (group) is to educate the public about New Zealand culture, customs, traditions and value system.

We do this by:

- a. Connecting with and providing a supportive community for Kiwi-born and American-born Kiwis, and people who love and support Kiwis in DC, Maryland and Virginia.
- b. Promoting a culture exchange with organisations serving similar minority populations, as determined by the board of directors
- c. Developing scholarships and educational support for individuals that support the cultural learning of minority populations.

Article III. Membership:

- 1.** The Board of Directors shall establish terms for membership, which is open to the public, and establish any membership fees.
- 2.** The members of KODC Kiwis shall at all times be, and be limited to those people that agree to have their names included in the membership database, held by the Board of Directors and residing within the states of Virginia, Maryland and the District of Columbia. It may also include those outside these states who have New Zealand connections in the United States and

other jurisdictions as established by the Board of Directors. Each such member is entitled to attend all meetings of KODC Kiwis, Membership in KODC Kiwis is voluntary.

3. The Board of directors shall establish grounds for termination.
4. Voting rights: Each KODK kiwis member over the age of eighteen (18) shall be entitled to one vote.

Article IV. Meetings of Members

1. **Annual Meeting:** The annual meeting of the KODC Kiwis shall be held at a time and place as may be fixed by resolution of the Board of Directors.

2. **Special Meetings:** KODK Kiwis shall hold a special meeting of Members:

- (1) upon the call of the President;
- (2) if so directed by resolution of the Board of Directors;

(3) upon a petition presented to the Secretary and signed by members entitled to cast at least 10 percent of the total number of votes. The signatures on a petition requesting a special meeting shall be valid for a period of one hundred and eighty days after the date of the first such signature. Such resolution, petition or request must (a) specify the time and place at which the meeting is to be held, (b) either specify a date on which the meeting is to be held which will permit the Secretary to comply with the notice of meeting requirements, or else specify that the Secretary shall designate the date of the meeting; (c) specify the purposes for which the meeting is to be held; and (d) be delivered to the Secretary. No business other than that stated in such resolution, request or petition shall be transacted at such special meeting.

3. **Notice of Meetings:** Written notice stating the place, date and time of each annual meeting and, in case of a special meeting, the purposes for which the meeting is called, shall be given by the Secretary (or as directed by the Secretary) to each Member entitled to vote at such meeting not less than ten nor more than forty-five days before the meeting date.

4. **Quorum:** A quorum shall be deemed to be present throughout any meeting of KODC Kiwis, if Members entitled to cast at least ten percent (10%) of the total number of votes are present, in person or by proxy, at the beginning of such meeting. Once a member is present at a meeting, such Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a Record Date is set for the adjourned meeting.

If at any meeting of the KODC Kiwis a quorum is not present, a majority of the Members who are present at such meeting in person or by proxy may recess or adjourn the meeting to such date, time and place as such Members may agree, not more than thirty days after the date and time the original meeting was called. The Secretary shall announce the date, time and place to which the meeting is recessed or adjourned and make other reasonable efforts to notify Members of such date, time and place at which such meetings shall be resumed at the meeting.

5. Order of Business: Unless otherwise specified in the notice of meeting, the order of business at all meetings of the KODC Kiwis shall be as follows: (1) Proof of quorum; (2) Proof of notice of meeting; (3) adoption of minutes of previous meeting; (4) Reports of Officers; (5) Report of Board of Directors; (6) Reports of Committees; (7) appointment of inspectors of elections (when so required); (8) election of directors (when so required); (9) unfinished business; and (10) new business; provided however that balloting for election of directors may commence at any time at the direction of the presiding officer.

6. Conduct of Meetings: The President shall preside over all meetings of KODC Kiwis and the Secretary shall keep the minutes of the meetings and record all resolutions adopted at the meetings and procedures occurring at such meetings. The then current edition of Roberts Rules of Order, shall govern the conduct of all meetings of the KODC Kiwis when not in conflict with the law, or KODC Kiwis Bylaws.

7. Record Date to Determine List of Members: The date determining which persons are Members and therefore entitled to vote (Record Date) is the close of business on the tenth business day before the effective date of the notice of meeting, unless the Board of Directors determines otherwise. The Record Date cannot be more than seventy days before the date of the meeting, nor should the Board of Directors set a date retroactively. At least ten days before the meeting, the Secretary shall make a complete list of Members available for review by the Members before and during the meeting. The list should be current as of the Record Date.

8. Manner of Voting:

a. **At a meeting:** Voting by members at a meeting shall be by voice vote unless the presiding officer determines otherwise, or any Member present at the meeting requests (and a majority of members consents) to a written ballot. A written ballot will include the name of the Member and the number of votes held by the member in person or by proxy.

b. **Proxies:** A vote may be cast in person or by proxy. A proxy may be instructed (directing the proxy holder how to vote) or uninstructed (leaving the decision of how to vote to the proxy holder's discretion). If uninstructed, the proxy form or instructions shall contain a brief explanation of the effect of leaving the proxy uninstructed. Proxies shall be: (i) in writing, (ii) dated, and (iii) signed by the Member authorized by the Member and shall be valid for eleven months unless a longer time period is provided in the proxy and shall be filed with the Secretary. Such proxy shall be deemed revoked only upon actual receipt by the person presiding over the meeting of notice of revocation from the Owner.

c. **EVOTE:** Voting may be conducted by any acceptable technology means which shall include electronic transmission over the internet, or other networks, whether by direct connection, intranet, telecopier or electronic mail. An electronic signature meeting the requirements of applicable laws shall satisfy any requirement for a signature under any declaration or bylaw provision.

Article V. Directors of the Board and Officers

1. Powers and Duties of the Board of Directors. The business and affairs of the KODC Kiwis shall be managed by the Board of Directors elected in accordance with the Bylaws. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the KODC Kiwis and may do all such acts and things as are not required by the Act or the KODC Kiwis Documents to be exercised and done by the Members. In addition to the duties imposed by any other provision of the KODC Kiwis Documents or by any resolution of the KODC Kiwis that may hereafter be adopted, the Board shall perform the following duties and take the following actions on behalf KODC Kiwis:

- a. Open bank accounts on behalf of the KODC Kiwis and designate the signatories thereon Adopt an annual budget to defray the expenses of KODC Kiwis
- b. Obtain and carry Directors and Officers Liability insurance,
- c. Pay the cost of goods and services rendered to the KODC Kiwis.
- d. Prepare an annual budget.
- e. Do anything else not inconsistent with the Act or the KODC Kiwis Bylaws.

2. KODC Kiwis shall have the following officers from the current membership:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

3. Qualifications:

- a. The officers must be current, active members in good standing.

4. Any Officer may hold more than one position; provided, however, that the officers of President, Vice President, treasurer and secretary hold only one position at a time.

5. Duties of Officers:

- a. **The President shall:**
 - i. Serve as a Chairperson;
 - ii. Preside at all meetings and be responsible for appointing all standing; special, and ad-hoc committees and shall perform such other duties as usually required of this office; and

iii. The President of the organization shall be an ex-officio member of all committees

b. The Secretary shall:

- i. Maintain accurate written records (minutes) of the proceedings of the organization;
- ii. Keep committee reports on file;
- iii. Maintain the official membership roll;
- iv. Have the Bylaws and rules, a list of committees with their members, a record of membership, and an agenda available at each meeting; and
- v. Process the general correspondence including the agenda for meetings, and send out notices of meetings.

c. The Treasurer shall:

- i. Control the organization's money, its collection, and disbursement;
- ii. Maintain accurate financial records throughout the year; and
- iii. Inform the organization of its financial strengths and weaknesses.

d. The Cultural Advisor shall:

Advise the organization regarding Maori cultural material to ensure that the organization is accurately and appropriately representing New Zealand Maori culture in the United States

6. Terms of Office:

a. Board members will be selected and approved by a majority vote of the members, present in person or by proxy at a designated annual general meeting (AGM). Each member has one vote and all members are encouraged to attend. The Board of Directors and will serve a term of three years. Board membership will be on a rotating basis, with one third of board members to be elected each year. Board members can be re-elected for additional three year terms.

b. Number of Directors. The Board of Directors shall consist of not fewer than three nor more than twelve.

c. Board members may be re-elected upon completion of their term of office. If an elected Board member is unable to fulfill his/her terms of office, the Board President shall appoint a replacement to serve until the next election.

d. The President, Vice President, Secretary and Treasurer roles will be selected and approved by majority vote of the Board of Directors and will serve a term of two years. Officer membership will be on a rotating basis, with half of the Officers' to be elected each

year. Officers for election will be President and Secretary in one year and the Vice President and Treasurer in the alternate year. Each officer shall take office the first month of each year and serve their two-year term and may be re-appointed consecutively to the same office for an additional term.

e. The Board may create such special ad-hoc committees as they see necessary.

f. Any such ad-hoc committee will include at least two members of the Board of Directors.

g. The terms of the office may be reviewed and amended as the organization's needs expand.

7. Meetings of Directors:

a. **Types of Meetings.** The first (organizational) meeting of the Board of Directors following an annual meeting of the KODC Kiwis shall be held within thirty days thereafter at such time and place as shall be determined by a majority of the directors for the purposes of electing Officers, appointing committee members and establishing the manner of operation of the Board for the ensuing year. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors; provided, however, that, such meetings shall be held at least twice during each fiscal year. Special meetings of the Board of Directors may be called by the President and shall be called by the President or Secretary upon written request of at least two directors. All meetings of the Board of Directors shall be open to Members as observers, except that the President or presiding officer may call the Board into executive session on sensitive matters.

b. **Notice:** Notice of meetings of the Board of Directors shall be given to each director personally or by email, mail or telephone, orally or in writing, at least three business days prior to the date named for such meeting. Such notice shall state the place, date and time and, in the case of special meetings, the purpose thereof. Notice of meetings shall also be posted or otherwise published in a manner reasonably expected to notify all members of the KODC Kiwis of the place, date and time of meetings of the Board of Directors or as otherwise required by law. No notice of the organizational meeting of the Board of Directors shall be necessary if such meeting is held immediately following the annual meeting. If all directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

c. **Quorum of the Board of Directors.** At all meetings of the Board of Directors, a majority of the total number of directors shall constitute a quorum for the transaction of business, and a majority vote while a quorum is present shall constitute the decision of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may recess or adjourn the meeting from time to time. When the recessed or adjourned meeting is reconvened, if a quorum is present,

any business which might have been transacted at the meeting originally called may be transacted without further notice. The audio equipment shall be sufficient for any member in attendance to hear what is said by any member of the Board of Directors participating in the meeting who is not physically present.

d. **Conduct of Meetings.** The President shall preside over meetings of the Board of Directors and the Secretary shall keep the minutes of the meetings and record all resolutions adopted at the meetings and proceedings occurring at the meetings. The then current edition of Robert's Rules of Order, shall govern the conduct of the meetings of the Board of Directors when not in conflict with the KOCD Kiwis Bylaws.

e. **Action by Directors Without Meeting.** Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if a consent in writing setting forth the action taken shall be signed either before or after such action is taken by all of the directors. Any such written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the Board of Directors.

8. **Vacancies and Removal:**

a. Any vacant roles of the President, Vice President, Secretary and Treasurer roles should be filled by the majority vote of the Board of Directors, and should be elected for the remainder of the term that was vacant.

b. Any Board vacancy can be filled at any time with the majority vote of existing Board members, until approval of that Board member at the next AGM.

c. Any Officer may be removed from office or suspended from office by a vote of **two-thirds** of the board. Removal or suspension may be removed with or without cause. The person under consideration shall be given an opportunity to be heard at the meeting with sufficient notice of the proposed removal or suspension, the person under consideration shall not be counted in determining the presence of a quorum.

9. **Voting / Electronic voting:**

a. **E-Vote.** Voting by electronic mail (e-mail) is permitted under these Bylaws. Such calls of vote are to be reserved for issues of importance. This may arise, for example, In the event a quorum is not present at a formal meeting, or in the event that Board action is considered desirable at a time between regularly scheduled meetings. In such cases, all Board Directors have the right to submit a vote within a specified time period (no less than 48 hours, no more than 7 calendar days). Vote by e-mail will be conducted in the following manner:

i. The President or any three (3) Directors may request a vote via e-mail. Directors shall have 3 options regarding their vote: (a.) Vote to pass the motion;

(b.) Vote to reject the motion; or (c.) Express the opinion that the motion is not amenable to an electronic vote.

ii. If any member objects to the electronic vote, the motion would remain subject to the "in person" quorum voting rules. If no objections are received, a simple majority of all Board Directors is required to pass the vote.

iii. All directors must have access to electronic mail, and it is the responsibility of each director to inform the Secretary of the correct e-mail address for purposes of correspondence and e-mail voting.

Article VI. Committees

1. The President, subject to the approval of the organization, shall appoint such standing, special, or ad hoc committees as may be required by the Bylaws, as he or she finds necessary.

2. A vacancy in a Committee Chairperson/s position shall be filled by appointment of the President/s of the organization with input from the outgoing Committee Chairperson/s.

Article VII. Liability and Indemnification

1. **No Personal Liability.** The Directors, Officers shall not be liable to KODC Kiwis or any member for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. Directors and Officers shall have no personal liability with respect to any contract made by them on behalf of the Association. Every agreement made by the Board of Directors, or the Officers on behalf of KODC Kiwis, as the case may be, are acting only as agents for KODC Kiwis and shall have no personal liability there under.

2. **Indemnification.** KODC Kiwis shall indemnify the directors, Officers and any members of any committee to the extent that it is contemplated a nonstock corporation may indemnify its directors, officers and members pursuant to Section of the Maryland Nonstock Corporation Act; provided, however, that before KODC Kiwis uses organization funds for indemnification, all insurance proceeds must be obtained and applied toward such indemnification. The foregoing right of indemnification shall not be exclusive of any other rights to which a person may be entitled by law, agreement, vote of the members or otherwise.

3. **Directors and Officers Liability Insurance.** KODC Kiwis shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, Officer or member of a committee against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not KODC Kiwis would have the power to indemnify such person against such liability under the provisions of this section. Further, the availability of KODC Kiwis indemnity shall not relieve any insurer of any liability under an insurance policy held by KODC Kiwis.

Article VIII. Amendments

1. These bylaws may be amended by a vote of **two-thirds** of the Board of Directors present at any regular meeting or at a special meeting called for that purpose. The membership shall be notified of adopted by law amendments by the most feasible means.

Article IX. Dissolution, Merger Consolidation

1. **Merger or Consolidation:** Upon merger or consolidation of KODC Kiwis with another entity formed for similar purposes, KODK Kiwis rights and obligations may be transferred to the surviving or consolidated entity, or alternatively rights and obligations of the other entity may be assumed by KODC Kiwis as the surviving corporation.

2. **Dissolution.** Dissolution of KODC Kiwis requires a vote of no less than two thirds of the membership who agree to dissolve the organization.

3. Upon termination or dissolution of the KODK Kiwis any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

4. The organization to receive the assets of KODC Kiwis hereunder shall be selected by the discretion of a majority of the managing body of KODC Kiwis and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the KODC Kiwis by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Maryland

5. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Maryland to be added to the general fund.