# THE CONSTITUTION

**of the**

# STATE COUNCIL OF HAWAIIAN CONGREGATIONAL CHURCHES

(Affiliate Organization of the Hawai‘i Conference of the United Church of Christ)

## PREAMBLE

The State Council of Hawaiian Congregational Churches celebrates and nourishes its biblical roots in the Christian faith, while sustaining the richness of Hawaiian traditions and cultural values. The State Council of Hawaiian Congregational Churches draws together Churches which strive to create opportunities for spiritual growth, leadership and commitment in order to attain a common vision. This vision embraces the nurturing of all people to become instruments for building a better world and community.

## ARTICLE I: NAME

This Council shall be known as the State Council of Hawaiian Congregational Churches (hereinafter referred to as the SCHCC), an affiliate organization of the Hawai‘i Conference of the United Church of Christ (hereinafter referred to as the HCUCC).

## ARTICLE II: PURPOSE

To advocate at all levels of the Hawai‘i Conference of the United Church of Christ in the best interest of the Hawaiian churches.

## ARTICLE III: POLITY

The SCHCC is a voting member of the HCUCC, as described in the Charter and Bylaws of that organization.
The governance of the SCHCC is vested in its member churches, who shall exercise the right of control in all its affairs subject to the laws of the State of Hawai‘i.

## ARTICLE IV: MEMBERSHIP

### Section 1. Members

1. Member churches of the SCHCC; Island Councils, within the HCUCC.
2. Member churches embracing Hawaiian cultural practices, including its language, its values and its traditions.
3. Member churches shall have a voice in the affairs of the SCHCC and the right to vote as provided in its Bylaws.

### Section 2. Delegates

1. An active member church shall be entitled to one lay delegate. Churches having more than 200 members shall be entitled to elect one additional lay delegate for each additional 100 members, up to a total of five delegates.
2. Each active member church shall also be entitled to elect one youth / young adult delegate, thirty years of age or younger.
3. One authorized minister (ordained, licensed or commissioned) from each active member church.

### Section 3. Annual Dues

An active member church is one which is current in payment of their assessed dues. Each member church shall be assessed annual dues. Dues shall be paid and recorded by the Treasurer by December 31.

## ARTICLE V: BOARD OF DIRECTORS

The management of the business and affairs of the SCHCC shall be the responsibility of the Board of Directors, which shall consist of the Officers of the SCHCC, one (1) representative from each of the Island Councils and one (1) representative from each Partnership Ministry; such number of directors as outlined in the Bylaws of the SCHCC but under no circumstances less than five (5). Subject to such limit, the member churches may increase or decrease the number of Directors at an Annual Meeting. In the event the Board membership falls below the minimum of five (5), the SCHCC Board of Directors shall make interim appointments for the unexpired term(s).
The Directors shall be qualified, nominated, elected, and appointed as provided in the Bylaws. Each Director of the SCHCC shall serve until his or her successor is duly elected.

**Section 1. Officers**

The Officers of the SCHCC shall be a President, a Vice President, a Secretary, a Treasurer and an Advisor, all of whom shall be members in good standing in an active member church of the SCHCC and with such qualifications, duties and powers as may be provided for in its Bylaws. Except for the Advisor, Officers shall be elected at the Annual Meeting during the ʻAha Iki, or as otherwise provided in Article V above, and preferably with no more than two of the four officers from the same island. The Advisor shall be appointed by the President.

**Section 2. Island Councils**

There shall be one representative from each of the following Island Councils: Kauaʻi, Oʻahu, Molokaʻi, East Hawaiʻi, West Hawaiʻi and Maui.

**Section 3. Partnership**

One representative from the Association of Hawaiian Evangelical Churches shall have the privilege of voice and vote.
Any other partnership shall have the privilege of voice only without vote.

## ARTICLE VI: AMENDMENTS

This Constitution may be amended by two-thirds (2/3) vote of the delegates of member churches present at the Annual Meeting, provided notices of the proposed amendment(s) shall have been given to each member church at least 30 days prior to the Annual Meeting where voting will take place.

Amended at Annual Meeting June 5, 2019

# BYLAWS

# of the

# STATE COUNCIL OF HAWAIIAN CONGREGATIONAL CHURCHES

(Affiliate Organization of the Hawai‘i Conference of the United Church of Christ)

## ARTICLE I: MEMBERSHIP

### Section 1. Members

1. Member churches of the State Council of Hawaiian Congregational Churches (hereinafter referred to as the SCHCC), Island Councils, within the Hawai‘i Conference of the United Church of Christ (hereinafter referred to as the HCUCC).
2. Member churches embracing Hawaiian cultural practices, including its language, its values and its traditions.
3. Member churches shall have a voice in the affairs of the SCHCC and the right to vote as provided in Article I; Section 5. Voting Privileges of these Bylaws.

### Section 2. Partnerships

1. One representative from the Association of Hawaiian Evangelical Churches shall have the privilege of voice and vote.
2. One representative from Pū‘ā Foundation shall have the privilege of voice only without vote.

### Section 3. Delegates

1. An active member church shall be entitled to one lay delegate. Churches having more than 200 members shall be entitled to elect one additional lay delegate for each additional 100 members, up to a total of five delegates.
2. Each active member church shall also be entitled to elect one youth / young adult delegate, thirty years of age or younger.
3. One authorized minister (ordained, licensed or commissioned) from each active member church.

**Section 4. Annual Dues**

An active member church is one which is current in payment of their assessed dues. Each member church shall be assessed annual dues as recommended by the Board of Directors and approved at the Annual Meeting. Dues shall be paid and recorded by the Treasurer by December 31. In addition, each member church is required to be in good standing with their respective Island Councils.

**Section 5. Voting Privileges**

Each member church, lay delegate, youth/young adult delegate and minister as outlined in Article 1, Sections 1 & 2 of these Bylaws shall have voice only in the affairs at the Quarterly Board of Directors (BOD) meeting, and voice with vote at the Annual Meeting. Ex-officio shall have voice only without vote.

1. An active member church shall be entitled to one voting delegate. Churches having more than 200 members shall be entitled to one additional voting delegate for each additional 100 members, up to a total of five voting delegates.
2. Each active member church shall be entitled to a youth/young adult voting delegate.
3. One authorized minister from each active member church shall be entitled to a vote.
4. SCHCC Officers (Vice President, Secretary, Treasurer and Advisor) and BOD members shall have voting privileges at the quarterly Board of Directors meetings, Special meetings and Annual Meeting.
5. SCHCC President shall have voting privileges at the quarterly Board of Directors meetings, Special meetings and Annual Meeting, only in the event of a tie.

## ARTICLE II: BOARD OF DIRECTORS

**Section 1. Composition of the Board of Directors -**
There shall be a Board of Directors consisting of the following:

1. The Officers of SCHCC (President, Vice President, Secretary, Treasurer and Advisor);
2. One (1) representative from each of the Island Councils (Kauaʻi, Oʻahu, Molokaʻi, East Hawaiʻi, West Hawaiʻi and Maui);
3. One (1) representative from the Partnership Ministries (AHEC and Pūʻā Foundation).

**Section 2.** The purpose of the Board of Directors is to advocate, in the best interest of the Hawaiian churches, at all levels of the HCUCC.

**Section 3. Tenure** - Each SCHCC Officer shall serve for a term of two (2) years. Each Island Council representative and Partnership Ministry representative shall serve their terms as allowed by their respective bylaws.

## ARTICLE III : OFFICERS

The Officers shall be members in good standing within an active member church of the SCHCC. There shall be a President, a Vice President, a Secretary, a Treasurer and an Advisor. The duties of the Officers shall be as follows:

**Section 1. President:**

1. Shall preside at all meetings of the SCHCC Board of Directors and the Executive Committee.
2. Shall be responsible for the administration of business affairs.
3. Shall prepare an Annual Report
4. May create and appoint Task Forces and Special Committees as needed, with the Board of Directors approval.
5. Shall be an ex-officio member of all Standing Committees, except the Nominations Committee, with voice only and no vote.
6. Shall represent the SCHCC on the HCUCC Council and AHEC Board of Directors.

**Section 2. Vice President:**

1. Shall be the presiding officer in the absence of the President.
2. Shall assume the presidency in the event the President resigns or is not able to serve.
3. Shall chair the Committee for Repair and Maintenance of Small Membership Hawaiian Churches.
4. Shall prepare an Annual Report of the Committee for Repair and Maintenance of Small Membership Hawaiian Churches.

**Section 3. Secretary:**

1. Shall record accurate minutes of all meetings of the Board of Directors and the Executive Committee, including Special meetings pertaining to the business of SCHCC, as well as the Annual meeting.
2. Shall be responsible for compiling and preparing reports submitted by all Officers, the Advisor, Island Council Presidents, Committee Chairs and Partnership Ministries for the Annual Meeting handbook.
3. Shall provide a sign-in sheet for all meetings of the Board of Directors and the Executive Committee as well as for all delegates attending the Annual Meeting.
4. Shall include a copy of the previous year's Annual Meeting minutes in the current year Annual Meeting handbook.

5. Shall send Board of Directors and Special Meeting minutes to the members of the Board of Directors, 2 weeks prior to each scheduled Board meeting, with the agenda for the scheduled meeting.
6. Shall send Executive Committee meeting minutes to the Executive Committee, 2 weeks after the meeting.
7. Shall record any corrections and additions to all meeting minutes, after approval by the Board.
8. Shall issue notices of meetings one (1) month prior to each meeting by written notice, via email. (If no email access, then by U.S. Mail)

**Section 4. Treasurer:**

1. Shall receive and deposit all funds in an accredited financial institution approved by the Board of Directors of this Council.
2. Shall keep an accurate accounting of all funds received and disbursed and shall give a detailed report of all accounts at each Board of Directors meeting.
3. Shall prepare a financial report for the Annual Meeting.
4. Shall keep an accurate record of all member churches current with payment of their dues and notify the Secretary of those member churches in arrears by March 01 of each year prior to the Annual Meeting.
5. Shall make all payments by check. There shall be two signatures on the checks, those of the Treasurer and the President or Secretary.

**Section 5. Advisor:**

1. Shall have thorough understanding and experience of the SCHCC.
2. Shall advise the Board of Directors in matters of function, policy, church polity, past practices and historical background.
3. Shall prepare a report for the Annual Meeting.
4. Shall be appointed by the President and shall serve a term coincident with the President's.

## ARTICLE IV: TERM OF OFFICE

The officers of the SCHCC shall be elected for a term of two (2) years. They may not serve in the same office for more than two (2) consecutive terms unless no candidates are available.
The President shall have the authority, with approval by the Board of Directors, to fill any vacancy in the officer positions for an interim period until the next scheduled election.

## ARTICLE V: REMOVAL OF OFFICER

Any officer may be removed by a majority vote of the membership whenever the best interest of the Hawaiian Churches and this Council is not served.

## ARTICLE VI: EXECUTIVE COMMITTEE

**Section 1.**
The Executive Committee shall be comprised of the Officers of the SCHCC. The Executive Committee is charged with the following responsibilities:

1. Prepare the agenda for all meetings
2. Establish the date and time of all meetings
3. Be an advocate for all member churches
4. Prepare the Annual Budget

## ARTICLE VII: MEETINGS

All meetings shall be opened and closed with pule ‘ohana.

### Section 1. Annual Meeting

The Annual Meeting will be held during the ‘Aha Iki at the ‘Aha Pae‘aina in June. During the Annual Meeting of the SCHCC, time shall be provided for business, spiritual and cultural awareness concerns.
The majority vote shall be the preferred method for deciding matters that are before the member churches at the Annual Meeting.

### Section 2. Board of Directors Meetings Schedule

The SCHCC Board of Directors shall meet in July, October, January and April. All Board of Directors meetings are open to member churches, with the privilege of voice only, without vote.

**Section 3. Special Meetings**

Special meetings may be called by the Board of Directors, by written notice sent out electronically or by U.S. Mail fourteen (14) days in advance to active member churches, stating time, place and purpose of the special meeting.

## ARTICLE VIII: STANDING COMMITTEES

**Section 1. Standing Committees**

The Standing Committees shall be: (1) Repair and Maintenance of Small Membership Hawaiian Churches. (2) Endowment / Scholarship.
The Committee chairpersons shall be members of the Board of Directors and will be appointed by the Board of Directors. The Chairperson of the Committee for Repair and Maintenance of Small Membership Hawaiian Churches, shall be the Vice President. The Chairperson of the Endowment / Scholarship Standing Committee will maintain the autonomy of the independently funded programs reporting through the SCHCC. (Endowment / Scholarship Standing Committees may include Kahu Richard Wong Endowment Fund, William Keli‘iho‘omalu Scholarship, Katherine and Clay Wery Fund and others).

**Section 2. Task Forces and Special Committees:**

The President may establish Task Forces and Special Committees to address special issues and needs with majority approval votes from the Board of Directors.

## ARTICLE IX: INDEMNIFICATION AND INSURANCE

**Section 1.**
The SCHCC shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the SCHCC) if that person is or was a director, officer or agent (hereinafter to include volunteers) of the SCHCC, against expenses (including attorneys’ fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a matter the person reasonably believed to be in or not opposed to the best interests of the SCHCC, and, with respect to any criminal proceedings, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceedings by judgment, order, settlement, conviction or upon plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner

which the person reasonably believed to be in or not opposed to the best interests of the SCHCC and, with respect to any criminal action or proceeding, had reasonable cause to believe that other person's conduct was unlawful.

**Section 2.**
The SCHCC shall indemnify each person who was or is party or is to be made a party to any threatened, pending or completed action or suit in the right of the SCHCC to procure a judgment in its favor because that person is or was a director, officer, or agent of the SCHCC against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense of settlement of the action if the person acted in good faith and in a matter the person reasonably believed to be in or not opposed to the best interest of the SCHCC, except that no indemnification shall be made in respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the SCHCC unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

**Section 3.**
To the extent that a director, officer, or agent of the SCHCC has been successful on the merits or otherwise in defending any proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified by the SCHCC against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

**Section 4.**
Any indemnification under Sections 1 and 2 of this Article (unless ordered by a Court) shall be made by the SCHCC only if authorized in the specific case upon determination that indemnification of the director, officer or agent is proper in the circumstances because the director, officer, or agent has met the applicable standard of conduct set forth in Sections 1 or 2.. The determination shall be made (a) by the Board of Directors by a majority vote of quorum consisting of directors who were not parties to the proceeding, or (b) if a quorum is not obtainable, or even, if obtainable if a quorum of disinterested directors so directs, by the independent legal counsel in a written opinion to the SCHCC or (c) by the court in which the proceeding is or was pending upon application made by the SCHCC or the director, officer, or agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the director, officer, agent, attorney or other person opposed by the SCHCC.

**Section 5.**
Expenses incurred in defending any proceeding may be paid by the SCHCC in advance of the final disposition of the proceeding as authorized by the Board of Directors in a particular case upon receipt of an undertaking by or on behalf of the director, officer, or agent to repay such amount unless it shall ultimately be determined that the director, officer or agent entitled to be indemnified by the SCHCC as authorized in this article.

**Section 6.**
The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director, officer, or agent and shall insure to the benefit of the heirs and personal representatives of such a person.

**Section 7.**
The SCHCC shall have the power to purchase and maintain insurance on behalf of any director, officer, or agent of the SCHCC against any liability asserted against or incurred by the director, officer, or agent in any such capacity or arising out of the director's, officer's or agent's status as such, whether or not the SCHCC would have the power to indemnify the director, officer, or agent against liability under this Article.

## ARTICLE X: DISSOLUTION CLAUSE

Upon the dissolution of the State Council of Hawaiian Congregational Churches, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XI: FISCAL YEAR

The fiscal year of the SCHCC shall be from July 1 through June 30.

## ARTICLE XII: QUORUM

**Section 1. Annual Meeting**
The Quorum for the Annual Meeting shall consist of a majority of active member churches present.

**Section 2. Board of Directors**
The presence of two-thirds (2/3) of the Board of Directors will constitute a quorum.

## ARTICLE XIII: PARLIAMENTARY PROCEDURES

When questions of Parliamentary Procedures are raised, particularly on issues that are contested, the current edition of Robert's Rules of Order shall be consulted to resolve any impasse.

## ARTICLE XIV: AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of the delegates of member churches at the Annual Meeting, provided notices of the proposed amendment(s) shall have been given to each member church at least 30 days prior to the Annual Meeting where voting will take place.

Amended at Annual Meeting June 5, 2019