

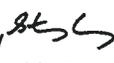
Hawai'i State Association of Counties (HSAC)  
Counties of Kaua'i, Honolulu, Maui, & Hawai'i

June 27, 2014

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**MEMORANDUM**

 TO: Honorable Ernest Y. Martin, Council Chair  
All Councilmembers, Honolulu City Council

FROM: Councilmember Stanley Chang, Secretary   
Hawaii State Association of Counties (HSAC) Executive Committee

SUBJECT: Amended HSAC Bylaws

Attached, please find the HSAC bylaws as amended pursuant to action taken by the HSAC General Membership at its June 13, 2014 meeting. Specifically, the annotations for the bylaws have been revised to indicate item amendments that have been made permanent.

I hereby transmit a copy of the amended bylaws to all Councilmembers of the Honolulu City Council.

SC:lp

Attachment

MISC. COM. 1849

Hawai'i State Association of Counties (HSAC)  
Counties of Kaua'i, Honolulu, Maui, & Hawai'i

June 27, 2014

**MEMORANDUM**

 TO: Councilmember Mel Rapozo, President  
Hawaii State Association of Counties (HSAC) Executive Committee

CC: Councilmember Dennis "Fresh" Onishi, HSAC Vice-President  
Councilmember Michael Victorino, HSAC Treasurer

FROM: Councilmember Stanley Chang, HSAC Secretary 

SUBJECT: Amended HSAC Bylaws

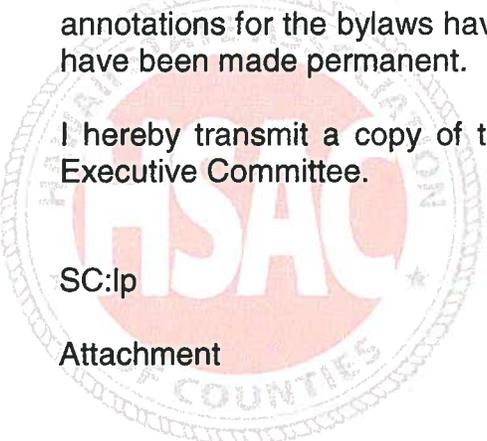


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I hereby transmit a copy of the amended bylaws to each officer of the HSAC Executive Committee.

SC:lp

Attachment





# Hawaii State Association of Counties

Counties of Kauai, Maui, Hawaii and City and County of Honolulu



BYLAWS OF THE HAWAII STATE  
ASSOCIATION OF COUNTIES, INC.  
 (Updated as of June 13, 2014)

PREAMBLE

In the public interest, these Bylaws shall describe and govern, but shall not limit, the voluntary cooperation and coordination of the councils of the counties of the State of Hawaii as a nonprofit corporation, and nothing herein shall operate to contravene or to diminish their separate powers, except as they shall have mutually agreed to do so.

NAME

SECTION 1. This corporation shall be known as the Hawaii State Association of Counties, Inc.

PURPOSES

SECTION 2. The purpose of the organization shall be coordination of county programs in the best interest of the people of the State of Hawaii through cooperation of the legislative bodies of the several counties of the State; the creation of more practical and efficient county legislation, administration and procedures; the provision of a single source of information in regard to all counties which shall be available to the Governor, the Legislature and to all proper persons and officials; and a general improvement in the conduct of county government.

MEMBERSHIP

SECTION 3. The following shall constitute the membership of the Hawaii State Association of Counties, Inc.: each legislative body of the counties of the State of Hawaii and each mayor of the counties of the State of Hawaii, who shall be an ex-officio, nonvoting member of the corporation. Separate member categories for organizations or individuals may be established by the executive committee, but no such member shall be provided voting rights.



The executive committee shall determine the dues, fees, services and benefits for each category of membership.

(Interim Amendment by Executive Committee on May 14, 2004; Made Permanent by General Membership on June 9, 2004.)

### DEFINITIONS

SECTION 4. For the purpose of these Bylaws:

"Annual meeting" means the annual meeting of the general membership required to be held under Section 14.

"Executive committee" means the officers of the corporation.

"Council" means the county or city council of the County of Hawaii, City and County of Honolulu, County of Kauai, or County of Maui.

"Officer" means an officer of the corporation.

### OFFICERS

SECTION 5. The officers of the corporation shall consist of the President, Vice-President, Secretary and Treasurer, none of whom shall be members of the same council.

The term of each officer shall begin on July 1 immediately following the annual meeting at which elected and end on June 30 of the subsequent year.

Officers of the corporation shall be elected in the following manner:

- (1) Prior to April 15 of each year, each council shall appoint one of its members to serve as an officer of the corporation for the term commencing the immediate following July 1. Each council shall designate an alternate to the member serving as an officer of the corporation. Prior to April 15 of each year, each council shall pass a resolution to approve the appointment and alternate designation. Upon passage of the Resolution, each council shall be deemed to have delegated to the appointee sufficient authority to formulate the slate of proposed officers as provided under paragraph (2).

If a council fails to approve a resolution prior to April 15, then the council chair or the council chair's representative from the relevant council may attend and exercise full rights and privileges at a meeting until the relevant council passes a resolution approving an appointee and designated alternate.

- (2) Prior to May 30 of that same year, the four appointees, after consultation among themselves, shall present to each council a slate of proposed officers. The slate shall propose who, among the appointees, is to serve in each office of the corporation for the term commencing the immediate following July 1.
- (3) Before the annual meeting of that same year, each council after receipt of the slate shall take the action deemed necessary to approve the slate at the annual meeting; provided that no council shall take any action requesting or requiring removal from the slate of an appointee from another council.
- (4) At the annual meeting of that same year, the slate shall be presented to the general membership for approval. The general membership shall vote on the slate as a whole, and not for each proposed officer on the slate individually.
  - (a) If the slate is approved, the proposed officers shall become the officers of the corporation for the term commencing July 1 immediately following the annual meeting.
  - (b) If the slate is disapproved and another slate of proposed officers is not approved at the annual meeting, each officer holding office on the date of the annual meeting shall continue in the same office until the general membership approves a slate.

The executive committee shall consist of the officers of the corporation.

(Interim Amendment by Executive Committee on December 10, 1997; Made Permanent by General Membership on June 9, 1998.)

NATIONAL ASSOCIATION OF COUNTIES  
BOARD OF DIRECTORS REPRESENTATION

SECTION 5A. In accordance with the National Association of Counties (NACo) Bylaws, Hawaii is eligible for two (2) Directorships to serve on the NACo Board of Directors, as follows:

- (1) One (1) elected county official from each state that has an active member county; and
- (2) One (1) elected county official from each state that has 100 percent of its counties as active members.

In accordance with Article VI of the NACo Bylaws, the procedures to be followed in selecting the two (2) Directors is as follows:

- (1) The executive committee shall nominate individuals who are elected officials to serve as Directors, provided that the nominations are not both from the same county.
- (2) The executive committee shall present their nominations to each council for concurrence. Prior to the annual meeting, each council shall take any action deemed necessary to concur with the nominations.
- (3) After all councils have concurred with the two (2) nominees, the HSAC President shall forward the nominations to the NACo President and Board of Directors for consideration.

In the event of a vacancy, the vacancy shall be filled in accordance with NACo bylaws.

NACo Bylaws allow the President of NACo to appoint ten (10) at-large Directors at his or her sole discretion, to address inequities in representation (specifically, female, African American, Asian, Hispanic, Native American or urban/rural representation). The executive committee may nominate a presidential appointee to the NACo Board of Directors for the NACo President's consideration; provided that, this section shall not be interpreted to limit the discretion of the NACo President to choose an appointee. If the NACo President selects an at-large Director from Hawaii, then there shall be three (3) Directors serving on the NACo Board of Directors.

(Interim Amendment by Executive Committee on April 8, 2004; Made Permanent by General Membership on June 9, 2004. Interim Amendment by Executive Committee on August 23, 2010; Interim Amendment by Executive Committee on September 27, 2010; Made Permanent by General Membership on June 22, 2011.)

NATIONAL ASSOCIATION OF COUNTIES  
STEERING COMMITTEE MEMBERS

SECTION 5B. The members shall be elected officials from a NACo member county within the State of Hawaii. The members shall be nominated by the HSAC President and approved by the NACo President.

(Interim Amendment by Executive Committee on May 14, 2010; Made Permanent by General Membership on June 24, 2010.)

WESTERN INTERSTATE REGION  
BOARD OF DIRECTORS REPRESENTATION

SECTION 5C. The Western Interstate Region's (WIR) Articles of Association, allow Hawaii to be represented on the WIR Board of Directors by up to two (2) Directors.

The Directors shall be elected officials from a NACo member county within the State of Hawaii.

The procedure to be followed in selecting the two (2) Directors is as follows:

- (1) The Executive Committee shall nominate individuals to serve in the positions, provided that the nominations are not both from the same county.
- (2) The Executive Committee shall present their nominations to each council for approval. Prior to the annual meeting, each council shall approve by resolution the nominations.
- (3) After all councils have approved the two (2) nominees, the HSAC President shall forward the nominations to the WIR President and Board of Directors for consideration.

Upon appointment, the Directors shall attend all posted meetings of the WIR Board of Directors. In the event that a Director is unable to attend a posted WIR Board of Director's meeting, the HSAC President or the President's designee shall attend the meeting in the Director's place. The President's designee shall be an elected official from a member county. In accordance with WIR Bylaws, any vacancy shall be filled by HSAC.

(Interim Amendment by Executive Committee on April 8, 2004; Made Permanent by General Membership on June 9, 2004. Interim Amendment by Executive Committee on January 27, 2005; Made Permanent by General Membership on June 20, 2005.)

### NOMINATIONS TO THE BOARD OF DIRECTORS OF THE NATIONAL ASSOCIATION OF COUNTIES AND THE WESTERN INTERSTATE REGION

SECTION 6. When nominating Directors to the NACo and WIR Boards, the executive committee shall give due consideration to equal representation of the four counties on the Boards.

(Interim Amendment by Executive Committee on August 23, 2010; Made Permanent by General Membership on June 22, 2011.)

### NOMINATIONS TO STATE BOARDS AND COMMISSIONS

SECTION 7. Members serving on any state board or commission created by the Hawaii state Legislature and requiring HSAC representation shall be nominated by a majority vote of the executive committee. If members are evenly divided on any main motion or if there are insufficient votes to carry any main motion, the HSAC President shall nominate a representative to serve on the respective board or commission.

### VACANCIES

SECTION 8. In the event of a vacancy in the office of President, Vice-President, Secretary, or Treasurer, the vacancy shall be filled by appointment of a member of the same council as the officer who vacated the office. The appointment shall be made by the council from which the vacancy must be filled. Each council shall make the appointment in accordance with their respective rules and procedures.

If the office of President becomes vacant, the Vice-President shall serve as acting President from the date of the vacancy until the relevant council makes a new appointment to fill the vacancy. If any other office becomes vacant, the President shall designate another officer or the President's self to assume the duties of the vacant office from the date of the vacancy until the appointment of an officer to fill the vacancy. If the offices of President and Vice-President are vacant simultaneously, the Secretary shall serve as acting President from the date both offices become vacant until either vacancy is filled by appointment of a President or Vice-President, as the case may be.

(Interim Amendment by Executive Committee on December 10, 1997; Made Permanent by General Membership on June 9, 1998.)

### DUTIES OF THE PRESIDENT

SECTION 9. The President shall preside at all meetings of the general membership, act as chairperson of the executive committee, and execute the duties of the presidency in conformance with the laws of the State of Hawaii, these Bylaws, and the policies of the corporation.

### DUTIES OF THE VICE-PRESIDENT

SECTION 10. The Vice-President shall preside at any meeting of the general membership in the absence of the President and perform the duties delegated by the President or executive committee.

(Interim Amendment by Executive Committee on December 10, 1997; Made Permanent by General Membership on June 9, 1998.)

### DUTIES OF THE SECRETARY

SECTION 11. The Secretary shall keep records of all meetings of the corporation and the executive committee, be responsible for amending or updating the Bylaws as amendments are approved, and preside at any meeting of the general membership in the absence of the President and the Vice-President. The Secretary shall serve without compensation.

(Interim Amendment by Executive Committee on December 10, 1997; Made Permanent by General Membership on June 9, 1998.)

## DUTIES OF THE TREASURER

SECTION 12. The Treasurer shall keep all financial records of the corporation and be the custodian of the corporation's funds. The Treasurer shall serve without compensation.

(Interim Amendment by Executive Committee on December 10, 1997; Made Permanent by General Membership on June 9, 1998.)

## POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

### SECTION 13A. PERMANENT AND INTERIM CORPORATE POLICY

The power to establish permanent corporation policy shall remain in the hands of the general membership of the corporation. All interim policies arising between annual meetings shall be made by the executive committee in the name of the corporation. An interim policy shall take effect on the date designated by the executive committee and shall become permanent corporation policy on the adjournment of the annual meeting held immediately following the approval of the interim policy, unless modified or defeated by the general membership at the annual meeting in accordance with Section 14.

Each interim policy shall be presented to and subject to defeat or modification by the general membership at the annual meeting immediately following the approval by the executive committee of that interim policy. The question posed to the general membership shall be stated as follows: "Shall this interim policy be defeated?" If not defeated, the interim policy shall be subject to subsequent motions to modify. An interim policy which is modified by the general membership shall become permanent corporation policy in the form adopted by the general membership and may be amended or repealed only by the general membership. An interim policy which is defeated by the general membership shall not be eligible for adoption again as interim policy within one year from the date of the annual meeting at which defeated.

### SECTION 13B. ACCOUNTING AND AUDITS.

The executive committee shall provide for an independent accounting of the books and audit of the accounts and other financial transactions of the corporation and of all operations for which the corporation is responsible.

**SECTION 13C. POLICIES, PROPOSALS, LEGISLATIVE PRIORITIES, AND LEGISLATIVE PACKAGE.**

The executive committee shall be the primary forum in the corporation for discussion, consultation, and formulation of policies and proposals on matters relating to the real property tax and intergovernmental relations and shall be the primary liaison between the corporation and State government.

The executive committee shall determine the strategy for the corporation's efforts before the State Legislature.

Prior to or during the annual State Legislative Session, the corporation may adopt and transmit legislative priorities to the Legislature for consideration.

Each legislative priority shall have been approved by all four county councils.

An executive committee officer or designee may lobby or testify in support of legislative proposals that promote the corporation's legislative priorities, and may lobby or testify in opposition to legislative proposals that negatively impact the corporation's legislative priorities.

The executive committee may add proposals to the legislative priorities during the Legislative Session if the measures promote the counties' home rule authority or increase the counties' revenues.

Prior to the Legislature's annual deadline for legislative package introductions, the corporation may adopt and transmit an HSAC Legislative Package of bills and/or resolutions to the State Legislature for consideration.

Each bill or resolution included in the corporation's Legislative Package shall have been approved by all four county councils. An executive committee officer or designee may testify before the State Legislature or transmit written testimony on proposals in the corporation's Legislative Package when they are scheduled for a hearing.

The executive committee may add legislative proposals to the corporation's Legislative Package during the Legislative Session if the measures promote the counties' home rule authority and/or increase the counties' revenues.

(Interim Amendment by Executive Committee on January 14, 2014; Made Permanent by General Membership on June 13, 2014.)

## SECTION 13D. VOTING PROCEDURES.

The executive committee shall be subject to the call of the President for all meetings. Actions taken at such meetings, with the exception of approving nominations to state boards and commissions as provided for in Section 7, shall be by unanimous vote of the members of the executive committee. An abstention on a motion shall not be counted as aye or nay, but shall, in effect, be sufficient to defeat the motion. For an action involving a document with versions containing different provisions, executive committee members may approve a common version of the document containing only provisions approved by all councils. The manner and the extent to which authority is granted to approve only the version approved by a council or to vote, at the officer's discretion, for a version different from that approved by the council, shall be exclusively the prerogative of the council granting the authority.

## SECTION 13E. ABSENCES.

If a member of the executive committee is unable to attend an executive committee meeting, the designated alternate to that member may attend and exercise full rights and privileges at the meeting. The alternate shall be from the same council as the absent member and designated by that council. The manner of designating the alternate shall be exclusively the prerogative of the council making the designation.

If the designated alternate is also unable to attend, then the council chair from the same council as the absent member or the council chair's designee may attend and exercise full rights and privileges at the meeting.

(Interim Amendment by Executive Committee on July 8, 1988; Made Permanent by General Membership on June 29, 1989. Interim Amendment by Executive Committee on June 12, 1996; Made Permanent by General Membership on June 12, 1996. Interim Amendment by Executive Committee on February 13, 2004; Made Permanent by General Membership on June 9, 2004. Interim Amendment by Executive Committee on May 14, 2004; Made Permanent by General Membership on June 9, 2004; Fourth Paragraph Approved by General Membership on June 9, 2004.)

## SPECIAL COMMITTEES

SECTION 14. The executive committee may establish special committees to effectuate the purpose of the corporation. If established, the executive committee shall designate the purposes and procedures of the special committees.

Each special committee shall consist of one member from each council. Appointment of a member of the corporation to a special committee shall be made by the council on which the member serves. Each council shall make the appointment in accordance with their respective rules and procedures.

The President, with the approval of the executive committee, shall select the chairperson of a special committee; provided, however, that to the extent possible, the selection of the chairperson of a special committee is limited to one special committee per council.

Actions taken by a special committee at a meeting shall be by unanimous vote of the members of the committee. An abstention on a motion shall not be counted as aye or nay, but shall, in effect, be sufficient to defeat the motion.

If a member of a special committee is unable to attend a special committee meeting, the designated alternate to that member may attend and exercise full rights and privileges at the meeting. The alternate shall be from the same council as the absent member and designated by that council. Each council shall make the appointment in accordance with their respective rules and procedures.

(Interim Amendment by Executive Committee on July 8, 1988; Made Permanent by General Membership on June 29, 1989. Interim Amendment by Executive Committee on July 27, 1989; Made Permanent by General Membership on June 30, 1990. Interim Amendment by Executive Committee on September 22, 1989; Made Permanent by General Membership on June 30, 1990.)

## MEETINGS

SECTION 15. The corporation shall hold one annual meeting of the general membership each year for the purpose of electing officers and transacting other corporation business. The annual meeting shall be held in June concurrently with the annual conference. The corporation may hold other meetings of the general membership throughout the year as the executive committee shall authorize and designate.

Actions taken at any general membership meeting shall be by unanimous vote. An abstention on a motion shall not be counted as aye or nay, but shall, in effect, be sufficient to defeat the motion.

Each council shall have one vote at a general membership meeting. The vote of a council shall be cast in person by a member who serves on, and is authorized to vote on behalf of, the council. For that purpose, an officer of the corporation shall be deemed authorized to vote on behalf of the council on which the officer serves. A member, other than an officer, shall be deemed authorized to vote on behalf of the member's council if the President is so notified by the officer from or chairperson of the same council as the member.

(Interim Amendment by Executive Committee on November 22, 2002; Made Permanent by General Membership on June 23, 2004.)

### CONFERENCES

SECTION 16. The corporation shall hold an annual conference in June for the preceding fiscal year, hosted by one of the counties. Each county shall host an annual conference once every four years, provided that if a county is unable to host the conference in its designated year, another county may host the conference.

The County of Kauai or the County of Maui shall host conferences in odd-numbered years. The City and County of Honolulu or the County of Hawaii shall host conferences in even-numbered years, starting with the City and County of Honolulu hosting in 2014.

An additional mid-year conference shall be optional, provided that if a mid-year conference is held, the following shall apply:

1. The mid-year conference shall not be held in the same county that hosts the annual fiscal year-end conference immediately preceding a mid-year conference.
2. The mid-year conference shall be rotated and no county shall be required to host the mid-year conference for two (2) successive years.

Nothing in this section shall preclude a county from hosting an annual or mid-year conference in a specific year if a county requests to host an annual or mid-year conference that year.

## QUORUM

SECTION 17. For a meeting of the general membership, a quorum shall consist of four members from different councils, each of whom is authorized to vote on behalf of the council on which the member serves.

For a meeting of the executive committee, a quorum shall consist of four officers.

For a meeting of a special committee, a quorum shall consist of a majority of members of the committee.

(Permanent Amendment by General Membership on June 28, 1991.)

## CONDUCT OF BUSINESS

SECTION 18. The corporation is not a "board" under chapter 92, Hawaii Revised Statutes (HRS), having been created by other than the "constitution, statute, rule, or executive order." The corporation, however, in the conduct of its business, shall comply with the procedures and requirements set forth under chapter 92, HRS.

## FISCAL YEAR

SECTION 19. The fiscal year shall begin on the first day of July and end on the thirtieth day of June of the succeeding year.

## DUES

SECTION 20. The annual dues of the corporation shall be assessed equally among the four councils. Such dues shall be payable during the first quarter of each fiscal year. Dues for other membership categories shall be assessed equally among the four councils.

(Interim Amendment by Executive Committee on May 14, 2004; Made Permanent by General Membership on June 9, 2004.)

## BUDGET

SECTION 21. On or before the fifteenth day of April before the ensuing fiscal year begins, the executive committee shall prepare and submit to each council an operating budget. Before the annual meeting, each council shall pass a resolution or take the necessary action in accordance with their respective rules and procedures to approve the operating budget.

The budget shall present a complete financial plan for the current operations of the corporation in the ensuing fiscal year, showing all funds, reserves, and proposed expenditures which will be shared commonly and equally by all councils. The proposed expenditures shall include:

- (1) Any fees, dues, or other assessments required to be paid for membership in, or participation in the activities of, the Western Interstate Region (WIR);
- (2) Any fees, dues, or other assessments required to be paid for membership in, or participation in the activities of, the National Association of Counties (NACo); and
- (3) Travel expenses expected to be incurred by members of a council who serve on the board of directors of NACo or WIR in the conduct of official business as directors.

The budget shall reserve an amount for the operation of special committees.

The estimated revenues and proposed expenditures for the ensuing fiscal year shall be in equal amounts.

The corporation may modify, but shall adopt, the budget at its annual meeting.

The adopted budget shall be in effect on and after the first day of the fiscal year to which it applies.

The budget may be amended by unanimous vote at any executive committee or general membership meeting. The Secretary shall transmit copies of budget amendments to each officer.

(Permanent Amendment by General Membership on June 25, 1992. Interim Amendment by Executive Committee on January 27, 2005; Made Permanent by General Membership on June 20, 2005.)

## TRAVEL

SECTION 22. The corporation shall be responsible and pay for the travel expenses of:

- (1) Each officer to attend the annual meeting and each executive committee meeting;
- (2) Members of a council who serve on the board of directors of the National Association of Counties (NACo) or Western Interstate Region (WIR) in the conduct of official business as directors;
- (3) Members of a special committee to attend meetings of the special committee and, when requested by the executive committee, meetings of the executive committee;

(Interim Amendment by Executive Committee on July 29, 1988; Made Permanent by General Membership on June 29, 1989.)

- (4) Any member of a NACo steering committee who serves as Chair or Vice-Chair of the steering committee to attend meetings of the steering committee. The travel expenses of all other members of the steering committee of NACo shall be the responsibility of the member; and

(Interim Amendment by Executive Committee on May 14, 2010; Made Permanent by General Membership on June 24, 2010. Permanent Amendment by General Membership on June 22, 2012.)

Any executive committee officer or alternate to the member serving as an officer of the corporation to travel to the Legislature for the purpose of testifying on proposals in the corporation's legislative package.

(Interim Amendment by Executive Committee on January 15, 2013; Made Permanent by General Membership on June 20, 2013.)

However, the corporation shall not be responsible for the travel or any other expenses of staff incurred in the performance of corporation duties.

For the purpose of this section and Section 20, "travel expenses" mean air and ground transportation expenses incurred by a member when traveling to conduct corporation business. The air transportation shall be on any commercial airline at the economy class by the most direct route to and from the points of authorized travel. The ground transportation shall be limited to car rental at the economy class, and taxi or bus fare by the most direct route to and from the points of authorized travel. The term shall not include any fees, dues, or other assessments required to be paid for the privilege of participating in a meeting or conference of the National Association of Counties or Western Interstate Region.

(Interim Amendment by Executive Committee on July 8, 1988; Made Permanent by General Membership on June 29, 1989. Interim Amendment by Executive Committee on July 29, 1988; Made Permanent by General Membership on June 29, 1989. Interim Amendment by Executive Committee on June 12, 1996; Made Permanent by General Membership on June 12, 1996. Interim Amendment By Executive Committee on April 26, 2013; Made Permanent by General Membership on June 20, 2013.)

### CORPORATION POLICY

SECTION 23. Permanent corporation policy shall be established by unanimous vote of the general membership at any meeting in accordance with Section 13A; except that interim policies shall become permanent policies in accordance with Section 13A.

### DOCUMENTATION OF OFFICIAL ACTIONS AND RECOMMENDATIONS

SECTION 24. Each official action taken or official recommendation made by the executive committee or any special committee during a meeting shall be reduced to writing. The document specifying the official action or recommendation shall also include the purpose and intent of the committee in taking the action or making the recommendation. The type and format of the document shall be established by corporation policy.

For the purpose of this section, "official action or official recommendation" shall not include: the approval of minutes; the receipt or filing of communications or other documents; the deferral of any item; a motion to adjourn or recess; a procedural or amendatory motion subordinate to or preceding a main question; or any other action or recommendation as may be exempt by corporation policy from the requirements of this section.

## DISSEMINATION OF DOCUMENTS

SECTION 25. Dissemination to members of a council of documents generated or received by the corporation or executive committee shall be the responsibility and obligation of the officer who serves on that council. Dissemination to members of a council of documents generated or received by a special committee shall be the responsibility and obligation of the member of the committee who serves on that council.

## ORDER OF BUSINESS

SECTION 26. The order of the transaction of the corporation's business shall be as follows:

1. Call to order by the President.
2. Reading of the minutes of the last meeting.
3. Reports of committees.
4. Unfinished business.
5. New business.
6. Election of officers.
7. Announcements.
8. Adjournment.

(Interim Amendment by Executive Committee on December 10, 1997; Made Permanent by General Membership on June 9, 1998.)

SECTION 27. ROBERT'S RULES OF ORDER. The most recent edition of Robert's Rules of Order shall govern all meetings of the executive committee, any special committee, and the general membership.

**SECTION 28. AMENDMENT OF BYLAWS.** The Bylaws may be amended by unanimous vote at any executive committee or general membership meeting. The effectiveness of amendments by the executive committee shall be subject to the same procedures applicable to interim policies under Section 13A. The Secretary shall transmit copies of amendments to the Bylaws to each officer.

(Interim Amendment by Executive Committee on December 10, 1997; Made Permanent by General Membership on June 9, 1998.)

## HSAC POLICIES

### EXECUTIVE COMMITTEE

#### Purpose (Duties and Responsibilities)

As provided for in the various sections of the Bylaws, including:

1. Establishment of a procedure for the disbursement of corporation funds, provided that the procedure shall include a requirement that each negotiable instrument under which the corporation is payor shall be signed personally by the Treasurer and at least one other member of a council, except that for conferences or special events, disbursement of such funds by the host county shall be authorized by the signature of the Executive Committee member of such host county, without necessity of the HSAC Treasurer's signature. After the close of such conference or special event, a written accounting of all expenditures shall be provided to the Executive Committee, along with the net proceeds. (SECTION 12)

(Interim Amendment by Executive Committee on December 10, 1997; Made Permanent by General Membership on June 9, 1998. Interim Amendment by Executive Committee on April 25, 2000; Made Permanent by General Membership on June 7, 2000.)

2. Establishment of interim policies on behalf of the corporation. (SECTION 13A)
3. Providing for an independent accounting of the books and/or audit of the accounts and other financial transactions of the corporation and of all operations for which the corporation is responsible. (SECTION 13B)
4. Serving as the primary forum in the corporation for discussion, consultation, and formulation of policies and proposals on matters relating to the real property tax and intergovernmental relations and as the primary liaison between the corporation and State government. (SECTION 13C)
5. Establishment of special committees to effectuate the purpose of the corporation and designate the purpose and procedures of the special committees. (SECTION 14)

6. Preparation and submittal to each council of the corporation's operating budget on or before the fifteenth day of April before the ensuing fiscal year begins. (SECTION 21)

#### Membership

1. The officers of the corporation.

#### Procedures

1. The chairperson shall be responsible for mailing written notices (agenda) and pertinent information to be discussed at the meeting no later than six (6) days prior to the date of any meeting.
2. Items to be placed on the agenda shall be received by the chairperson no later than ten (10) working days prior to the date of the meeting.
3. The Secretary shall be responsible for the preparation of minutes of the meetings.

(Interim Amendment by Executive Committee on December 10, 1997;  
Made Permanent by General Membership on June 9, 1998.)

4. The Secretary shall be responsible for the preparation of any documentation of official actions and recommendations to the general membership.

(Interim Amendment by Executive Committee on December 10, 1997;  
Made Permanent by General Membership on June 9, 1998.)

5. Members shall be responsible for the distribution of all notices, agendas, and other communications to their respective councils.
6. Members shall be responsible for discussion and solicitation of input from their respective councils on appropriate matters of concern.

## SPECIAL COMMITTEES

### Special Committees

#### Establishment

- a. A special committee shall be established by the executive committee by resolution.

#### Purpose

- a. Each special committee shall execute, implement, or fulfill the duty with which charged by the executive committee. The duty shall be specified in the resolution establishing the special committee.

#### Term

- a. Each special committee shall serve until the latest of the following:
  - 1. The thirtieth day after the date of approval of the document setting forth the final findings and recommendations of the special committee;
  - 2. The date of expiration of the special committee, as may be set by the executive committee in the resolution establishing the special committee;
  - 3. The date on which the special committee approves a vote to dissolve itself; or
  - 4. The June 30 immediately following the date of establishment of the special committee.

#### Procedures

- a. Members of the special committee shall be selected in accordance with Section 14 of the Bylaws. Nothing in the Bylaws shall be construed as prohibiting an officer of the corporation from simultaneously serving on a special committee.

- b. The chairperson of the special committee shall be selected by the President, with the approval of the executive committee.

(Interim Amendment by Executive Committee on September 22, 1989; Made Permanent by General Membership on June 30, 1990.)

- c. The special committee shall be deemed advisory to the executive committee. All final findings and recommendations of the special committee shall be transmitted first to the executive committee for review and appropriate action. Upon receipt of the final findings and recommendations, the executive committee may:
  - 1. Approve the findings and recommendations and, if deemed prudent, necessary, or desirable, transmit the approved findings and recommendations to each council for endorsement;
  - 2. Re-refer the findings and recommendations to the special committee for further deliberation or justification;
  - 3. Reject the findings and recommendations; or
  - 4. Prior to approval, re-referral, or rejection and when deemed prudent, necessary, or desirable, refer the findings and recommendations to each council for review and action.

The approval of final findings and recommendations by a special committee shall not bind the members or the members' councils to agree with the findings and recommendations if the councils are required or requested subsequently to take action on the findings and recommendations.

- d. Notwithstanding paragraph c, the executive committee may delegate to the special committee the authority to take action on selected matters, without necessity of referral to or approval by the executive committee. Any action taken by a special committee under delegation of authority pursuant to this paragraph shall not be deemed an official position of the corporation, the executive committee, or any council.

- e. The chairperson shall be responsible for formulation of the agenda of the special committee. The chairperson may include any pertinent item on the agenda upon the receipt of timely request from another member of the special committee, the executive committee, or any other person.
- f. The chairperson shall be responsible for mailing written notices and pertinent information to be discussed at the meeting no later than six days prior to the date of any meeting.
- g. The chairperson shall be responsible for preparation of committee reports for the documentation of official actions, findings, and recommendations. The chairperson shall be responsible for dissemination of the committee reports to other members of the special committee.
- h. The special committee shall not be required to prepare verbatim transcripts of meetings, but shall prepare minutes summarizing significant actions taken. Members of a special committee shall be responsible for discussion and solicitation of input from their respective councils on appropriate matters of concern.
- i. Members, however, shall not be required to seek formal approval or endorsement of their respective councils for positions advocated or votes given at a meeting of the special committee.

(Interim Amendment by Executive Committee on July 8, 1988;  
Made Permanent by General Membership on June 29 1989.)

### TRAVEL

1. Pursuant to SECTION 22 of the Bylaws, the corporation shall be responsible for the travel expenses:
  - A. For each officer to attend the annual meeting and each executive committee meeting;
  - B. For council members serving on the Board of Directors of the National Association of Counties (NACo) or Western Interstate Region (WIR) in the conduct of official business as directors;

- C. For each member of a special committee to attend each meeting of that special committee and, when requested by the executive committee, meetings of the executive committee;

(Interim Amendment by Executive Committee on July 29, 1988; Made Permanent by General Membership on June 29, 1989.)

- D. For members serving as Chair or Vice-Chair of steering committees of NACo to attend meetings of the steering committee; and

(Interim Amendment by Executive Committee on May 14, 2010; Made Permanent by General Membership on June 24, 2010. Permanent Amendment by General Membership on June 22, 2012.)

- E. For each officer or designee to travel to the State Legislature for the purpose of testifying on the corporation's legislative priorities and/or proposals in the corporation's Legislative Package.

(Interim amendment by Executive Committee on January 14, 2014; Made Permanent by General Membership on June 13, 2014.)

- 2. "Travel expenses" mean air and ground transportation expenses incurred by a member when traveling to conduct corporation business. The air transportation shall be on any commercial airline at the economy class by the most direct route to and from the points of authorized travel. The ground transportation shall be limited to car rental at the economy class, and taxi or bus fare by the most direct route to and from the points of authorized travel. The term shall not include any fees, dues, or other assessments required to be paid for the privilege of participating in a meeting or conference of NACO or WIR.

(Interim Amendment by Executive Committee on June 12, 1996; Made Permanent by Executive Committee on June 12, 1996. Interim Amendment by Executive Committee on April 26, 2013; Made Permanent by General Membership on June 20, 2013.)

#### VOTING ON DOCUMENT

- 1. For the purpose of this policy:
  - A. "Council voting representative" means a councilmember authorized to vote on behalf of the council at a meeting of an HSAC body.

- B. "Document" means a written statement, paper, policy, resolution, or report which is subject to approval or rejection under a single motion at a meeting of an HSAC body.
  - C. "HSAC body" means the General Membership, the Executive Committee or any special committee.
2. This policy applies to action on a document under consideration by an HSAC body. It is intended to supplement the Bylaws.
  3. Pursuant to the Bylaws, action on a document under consideration by an HSAC body shall require unanimity among the council voting representatives.

Except as provided under subsection 4, when an HSAC body is considering a document, different versions of which have been approved by the councils, the council voting representatives may unanimously approve a common version. If doing so, the common version shall contain only those provisions approved by all council voting representatives according to the direction or discretion given by their councils.

4. A common version of a document shall not be approved by an HSAC body at a meeting under any of the following circumstances:
  - A. At least one council voting representative rejects the common version, based on the direction or discretion given by the council;
  - B. At least one council voting representative finds and declares that the common version does not adequately or appropriately reflect the purpose and intent of the version approved by the council;
  - C. At least one council voting representative finds and declares that the common version contains conflicting provisions which are irreconcilable;  
or
  - D. At least one council voting representative finds and declares that the common version is ambiguous, nonsensical, or incomplete because of the omission of a provision rejected by a council.

At a meeting, a council voting representative may make the declaration under paragraph B, C, or D without necessity of authorization from the council. When a declaration is made, the HSAC body shall not vote on the document at the same meeting. Instead, the HSAC body shall re-refer the document, with or without amendments, to the councils for review and action or hold the document until consideration again at a subsequent meeting.

### MID-YEAR CONFERENCE

An additional mid-year conference shall be optional, provided that if a mid-year conference is held, the following shall apply:

1. The mid-year conference shall not be held in the same county that hosts the annual fiscal year-end conference immediately preceding a mid-year conference.
2. The mid-year conference shall be rotated and no county shall be required to host the mid-year conference for two (2) successive years.

Nothing in this section shall preclude a county from hosting a mid-year conference in a specific year if a county requests to host a mid-year conference that year.

(Permanent Amendment by General Membership on June 30, 2005.)

### ANNUAL CONFERENCE

The corporation shall hold an annual conference each June for the preceding fiscal year. Each county shall host an annual conference once every four years, provided that if a county is unable to host the conference in its designated year, another county may host the conference. The County of Kauai or the County of Maui shall host conferences in odd-numbered years. The City and County of Honolulu or the County of Hawaii shall host conferences in even-numbered years, starting with the City and County of Honolulu hosting in 2014.

Nothing in this section shall preclude a county from hosting an annual conference in a specific year if a county requests to host an annual conference that year.

(Permanent Amendment by General Membership on June 20, 2005. Interim Amendment by Executive Committee on September 9, 2005; Made Permanent by General Membership on June 16, 2006.)