

**THE DOCENT COUNCIL of THE HONOLULU ACADEMY OF ARTS
BYLAWS**

(Revised May 14, 2008)
(Revised December 10, 2008)
(Revised February 28, 2010)

ARTICLE I - NAME

Docent Council of the Honolulu Academy of Arts

ARTICLE II - PURPOSE

The Docent Council is an organization of docents formed to implement and supplement mandates of the Honolulu Academy of Arts Charter through educational meetings, programs, newsletters and social events beyond basic Academy directed activities. The Council will operate under the direction of and in cooperation with the Curator of Education.

ARTICLE III - MEMBERSHIP

Section 1. Active, Inactive and Affiliate docents as appointed by the Curator of Education shall automatically be members of the Docent Council.

Section 2. Membership Classifications

A. Active docents shall be required to:

1. Perform duties as determined and promulgated by the Education Department and guidelines of the Honolulu Academy of Arts' Volunteer Handbook
2. Attend Council meetings, unless previously excused by the Chair
3. Meet financial obligations as stated by the Council

B. Inactive: A temporary leave of absence may be granted to any docent by the Curator of Education upon the request of the docent.

C. Affiliate: Upon completion of 15 years as an active docent or because of unusual personal circumstances, any docent, with the approval of the Curator of Education may become an affiliate member. An affiliate member need not give tours, but will remain on the mailing list, may continue to attend meetings and any other docent activities as long as he/she fulfills his/her financial obligations to the Council.

ARTICLE IV - OFFICERS

Section 1. Officers of the Executive Board of the Council shall be a President, a Vice-President, a Secretary, a Treasurer, a Nominating Committee Chair and the Immediate Past President.

Section 2. Officers shall serve a term of one year and until their successors are installed.

Section 3. The duties of the officers shall be as follows:

- A. The President shall
 - 1. Schedule and send notice of Executive Board and Council meetings by e-mail, postal mail or, for emergency meetings, by telephone
 - 2. Preside at Executive Board and Council meetings
 - 3. Be or appoint a liaison to the Curator of Education

- B. The Vice-President shall
 - 1. Fulfill the duties of the President in his/her absence
 - 2. Fulfill additional duties as requested by the Executive Board
 - 3. Assist staff in planning docent continuing education activities

- C. The Secretary shall
 - 1. Maintain a current list of active, inactive and affiliate members
 - 2. Take attendance at meetings and verify the quorum
 - 3. Record and maintain minutes of the meetings
 - 4. Handle the correspondence for the Executive Board and Council
 - 5. Send cards or gifts to docents in times of illness, bereavement, etc.

- D. The Treasurer shall
 - 1. Collect dues
 - 2. Deliver all funds to the Education Department staff person responsible for fiscal matters to deposit with the Academy accountant in the name of the Council
 - 3. Submit statements as required by the Council and report, at least once a year, to the membership at a regular Council meeting

- E. The Nominating Committee Chair shall present a slate of officers to the membership as described in ARTICLE V.

- F. The Immediate Past President shall assist members of the Executive Board as needed.

ARTICLE V - NOMINATION AND ELECTION OF OFFICERS

Section 1. The Nominating Committee shall consist of three members elected by the Council. No more than one member shall serve two consecutive years. The Nominating Committee shall select a chair.

Section 2. The Nominating Committee shall declare an open nomination period of at least 60 days prior to the Annual Meeting. All members are to be notified by email or U.S. mail. Following the notification, any member of the Council may submit names to the Nominating Committee within 20 days of the mailing of the notification. Nominees must be active members in good standing. The Nominating Committee will meet to consider the names received, as well as relevant factors, including the willingness of those nominated to serve, and shall prepare a slate of nominees for officers and the next Nominating Committee. The slate shall be posted in

the docent room and emailed to members at least 15 days before the Annual Meeting.

Section 3. The Chair of the Nominating Committee will present its report at the Annual Meeting. Prior to voting, the President will call for additional nominations from the floor. Any individual attending member may nominate an additional candidate. Each position shall be elected in the order in which it is listed in the bylaws. Election shall be by voice vote, raised hands, or standing division. The new officers shall be elected by a simple majority of those members voting. If there is only one candidate for each position after nominations have been closed, a single vote may be cast by the assembly for the entire slate.

Section 4. Results of the election shall be announced by the President and be effective immediately.

ARTICLE VI - EXECUTIVE BOARD

Section 1. The Executive Board shall be the governing body of the Council and shall consist of the elected officers and the chairs of the Standing Committees.

Section 2. The President will give notice of Executive Board meetings to the Board members at least 10 days in advance, except in emergencies, in which case at least 24 hours' notice shall be given.

Section 3. The President and five additional members of the Executive Board shall constitute a quorum for the purpose of conducting Executive Board business.

Section 4. Actions may be adopted by a majority vote of those members present at Executive Board meetings.

Section 5. A member who resigns or can no longer serve may be replaced by the Executive Board for the remainder of his/her term.

ARTICLE VII - STANDING AND AD HOC COMMITTEES

Section 1. The President shall appoint the Chairs of the Standing and Ad Hoc Committees.

Section 2. The Standing Committees shall be: Docent Evaluation, Docent Room, Hospitality, Japanese Speaking Docents, and Newsletter, or as appointed by the Curator of Education and/or Executive Board.

Section 3. The President may appoint Ad Hoc Committees for special purposes.

Section 4. Committees shall provide notes or minutes of meetings and pertinent information to the Curator of Education, President, and Vice President.

ARTICLE VIII - MEETINGS

Section 1. The Annual Meeting of the Council shall be held in May.

Section 2. General meetings shall be held throughout the year as called by the Curator of Education and/or the President.

Section 3. The Curator of Education or his/her designee shall, and the Education Department Staff and the Director of Volunteer and Visitor Services may, attend all meetings of the Executive Board and the Council.

Section 4. A quorum for Council meetings shall be 20% of the total number of active and affiliate members. Matters shall pass by a simple majority of those present.

Section 5. Notice of Council meetings shall be sent to all members at least 10 days in advance except in emergencies, in which case at least 24 hours' notice shall be given.

ARTICLE IX - FINANCES

Section 1. The fiscal year of the Council shall coincide with the fiscal year of the Honolulu Academy of Arts.

Section 2. The amount of annual dues shall be approved by a two-thirds vote of the Executive Board.

Section 3. Annual dues are to be used for the expenses of the Council as determined by the Executive Board or by vote of the Council at a regular or special meeting.

ARTICLE X - AMENDMENTS

Section 1. Bylaws may be adopted, revised, amended or rescinded by a two-thirds majority vote of the Docent Council. Thirty days prior notice shall be given to the members of any proposed amendments or revisions to the Bylaws.

Section 2. Standing Rules and Procedures may be adopted, amended or rescinded by a majority vote of the Council. Two weeks prior notice shall be given to the members of any proposed rule or amendment.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Except as otherwise specified herein, the most current edition of Robert's Rules of Order Newly Revised shall apply to all meetings and actions of the Council and the Executive Board.

ARTICLE XII - DISSOLUTION OF THE COUNCIL

Should the Council be dissolved for any reason, the funds and accounting records in its possession shall become the property of the Honolulu Academy of Arts. All other records of Council business shall become the property of the Academy Education Department.