

**BYLAWS
OF THE
HAWAII TOURISM AUTHORITY**

[Historical Note: The Bylaws were adopted on November 4, 1998, and amended on November 28, 2001, February 10, 2005, January 27, 2011, June 30, 2011, August 22, 2012, August 8, 2014, and July 9, 2015.]

**ARTICLE I
DEFINITIONS**

Section 1.1. As used in these Bylaws:

“Authority” means the Hawaii Tourism Authority established by chapter 201B, Hawaii Revised Statutes.

“Board” means the policymaking Board of Directors authorized to be the governing body or the head of the Authority under chapter 201B, Hawaii Revised Statutes.

**ARTICLE II
OFFICERS**

Section 2.1. Election and Term of Officers. The officers shall be the Chairperson and one or more Vice-Chairperson(s). The officers shall be elected by the Board of Directors from among its members and shall serve for one (1) year. All officers shall be subject to removal at any time without cause by the Board of Directors. The Board of Directors may, at its discretion, elect acting or temporary officers and may elect officers to fill vacancies occurring for any reason whatsoever, and may limit or enlarge the duties and powers of any officer elected by it.

Section 2.2. Chairperson. The Chairperson shall preside over meetings of the Board of Directors. The Chairperson shall have general charge and supervision of the Authority as delegated by the Board of Directors and shall perform such duties as are incident to the office or are required by the Board of Directors.

Section 2.3. Vice-Chairperson. In the absence of the Chairperson, a Vice-Chairperson shall perform the Chairperson’s duties. A Vice-Chairperson shall also perform all other duties assigned by the Chairperson or by the Board of Directors.

**ARTICLE III
MEETINGS OF THE BOARD OF DIRECTORS**

Section 3.1. Annual Meeting. An annual meeting may be held each year at such time and place as the Board of Directors determines for the purposes of electing officers

and transacting such other business as may come before the meeting. The Board of Directors may dispense with the annual meeting by unanimous consent.

Section 3.2. Regular and Special Meetings. Regular meetings for any purpose may be held once a month. Special meetings may be held at any time upon the call of the chairperson or upon the call of any two directors.

Section 3.3. Parliamentary Procedure. Except as otherwise provided by statute or these Bylaws, the most recent edition of Robert's Rules of Order shall govern procedural questions that may arise at a meeting.

Section 3.4. Presumption of Assent. Any member of the Board who is present at a meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless the dissent or refusal to vote is entered in the minutes of the meeting or unless the director either files a written dissent to such action with the chairperson of the meeting before the adjournment thereof or forwards such dissent by certified mail to the Chairperson immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV **COMMITTEES**

Section 4.1. Establishment. The Board may establish any committee to assist the Board of Directors on any matter related to its powers, duties, and responsibilities. A committee may be established and be terminated at the discretion of the Board. The Board may appoint a committee chairperson to head any committee and appoint any member to the committee. The chairperson (or such chairperson's designee) of every standing committee shall serve as an ex-officio non-voting member of every other standing committee; provided that the total number of committee members in any one standing committee, including the ex-officio non-voting members, shall not exceed six (6) members.

Section 4.2. Audit Standing Committee. There is established an Audit Standing Committee that shall be responsible for the establishment and the proper execution of internal audit controls and procedures by (i) consulting with the Authority's external auditors to determine whether the internal controls have been properly executed; (ii) ensuring that financial statements are timely prepared and accurate, and that the statements will properly report financial information necessary for the fiscal operation of the Authority; and, (iii) establish and enforce a code of conduct to ensure the financial integrity of the Authority's management of public funds.

Section 4.3. Administrative Standing Committee. There is established an Administrative Standing Committee for the purpose of making policy recommendations relating to the administration of the Authority and to make findings and recommendations related to the evaluation of the President & Chief Executive Officer.

Section 4.4. Quorum; Voting. A majority of the voting members appointed to a committee shall constitute a quorum to conduct a meeting. An affirmative vote of a majority of the voting members appointed to the committee shall be necessary to adopt any action of the committee.

ARTICLE V **PRESIDENT & CHIEF EXECUTIVE OFFICER AND STAFF**

Section 5.1. President & Chief Executive Officer. The Board of Directors shall appoint the President & Chief Executive Officer, who shall serve at the pleasure of the Board of Directors, and whose compensation shall be set by the Board. The President & Chief Executive Officer shall serve as the chief executive officer of the Authority and shall be directly responsible for the day-to-day operations of the Authority, including control of and responsibility for the execution of the Board's policies, the administration of the Authority's affairs, and the supervision of its staff. At each meeting of the Board, the President & Chief Executive Officer shall furnish the Board with such information and make such recommendations as shall be necessary to effect the purpose of the Authority and for the proper administration of its affairs.

Section 5.2. Authority; Staff. The President & Chief Executive Officer may appoint, in accordance with applicable personnel laws, subordinate staff members to assist in the administration of the Authority's affairs.

ARTICLE VI **MISCELLANEOUS**

Section 6.1. Expiration of Board Member's Term. Unless otherwise provided by law, the term of a Board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive meetings duly noticed to all members of the Board and where the Board failed to constitute quorum necessary to transact business. The Chair or Vice Chair of the Board shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence.

Section 6.2. Inspection of Bylaws. The Authority shall keep in its principal office the original or a copy of the Bylaws and its amendments, certified by the chairperson, which shall be open to inspection by the members and by the general public at all reasonable times during office hours.

Section 6.3. Amendments. The Bylaws may be amended or repealed by a vote of a quorum of members of the Board of Directors.

Section 6.4. Deposits, Checks, and Investment of Fiscal Accounts. (a) Unless otherwise provided by law or by a specific provision of these Bylaws, the duly appointed Chief Executive Officer, Chief Operating Officer, Vice President of Brand Management, Vice President Finance, and the Fiscal/Budget Officer of the Authority, cumulatively

designated and referred to herein as “Fiscal Accounts Officers,” shall have the charge and custody of and be responsible for the management of all the fiscal accounts opened or maintained on behalf of the Authority, as a public entity of the State of Hawaii, including the following specifically delegated authority:

- (1) Receive and give receipts for moneys appropriated or due and payable to the Authority from any source whatsoever, and deposit all such moneys in the name of the Authority in such banks, trust companies, depositories, or financial institutions as may be selected by the Authority;
- (2) Execute and issue all checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority;
- (3) Promptly deposit all funds of the Authority not otherwise employed or expended by the Authority to the credit of the Authority in such banks, trust companies, depositories, or financial institutions as may be selected by the Authority;
- (4) Enter into any contract or execute any instrument on behalf of the Authority to manage and to provide for the safe and secure investment of deposited funds of the Authority through the purchase of investments and the sale or redemption of invested funds, including the execution of any instrument related to any investment sweep service provided by a financial institution; and,
- (5) Any authority specifically delegated by the Board or authorized by law.


(b) Any depository or investment agreement or instrument, and any check, draft, instrument, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the Authority shall be executed by any two of the Fiscal Accounts Officers.

The undersigned do hereby certify that these Bylaws, as amended, of the Hawaii Tourism Authority were duly approved and adopted by the Board of Directors on July 9, 2015.

**Hawaii Tourism Authority
State of Hawaii**



L. Richard Fried, Jr., Chairperson
Board of Directors
Hawaii Tourism Authority



George D. Szigeti
President & Chief Executive Officer
Hawaii Tourism Authority

APPROVED AS TO FORM:



Deputy Attorney General