

As of August 13, 2003

CONSTITUTION

METROPOLITAN DISTRICT

HAWAII REGION

INTERNATIONAL ASSOCIATION OF Y'S MENS CLUBS

ARTICLE I - NAME OF ORGANIZATION

This organization shall be known as the Metropolitan District of the Hawaii Region, of the International Association of Y's-Men's Clubs, and its motto shall be, "To acknowledge the duty that accompanies every right."

ARTICLE II - OBJECTIVES

The objectives of the Metropolitan District shall be:

- a) To encourage, and promote the organization of Y's Men's Clubs throughout the District, which boundaries are the island of Oahu.
- b) To support by active service, the objectives set forth by the Hawaii Region, U. S. Area and International level of the International Association of Y's Men's Clubs.
- a) To encourage and promote inter-club meetings and projects, hold district conferences, Metropolitan District meetings, officers training sessions, and to strengthen all clubs in the District.

ARTICLE III – METROPOLITAN DISTRICT COUNCIL

Section 1. The membership shall consists of the District Governor, Lt. District Governor, Secretary/Treasurer and clubs of the Metropolitan District. Each club shall be entitled to one vote at Metro District Meetings and Conferences.

Section 2. The District Governor and Lieutenant District Governor of the Metropolitan District shall be members of this Council.

Section 3. The Past District Governors of the Metropolitan District are designated as District Counselors, who shall advise and assist the District Governor, Lieutenant District Governor and the clubs of the Metropolitan District .

Section 4. The District Governor, Lieutenant District Governor, District Counselors, Secretary/Treasurer and club representatives shall be members in good standing in their respective clubs.

ARTICLE IV - OFFICERS

Section 1. The Officers of the Metropolitan District shall be the District Governor, Lt. District Governor and Secretary/Treasurer.

Section 2. The District Governor and Lieutenant District Governor shall serve at the pleasure of the Regional Director of the Hawaiian Region.

Section 3. The District Governor shall appoint a Secretary/Treasurer who shall serve for one year, or for such time as their successors have been named.

ARTICLE V - MANAGEMENT

The business affairs of the Metropolitan District shall be transacted at scheduled Metropolitan District meetings and conferences provided that all matters involving financial assessment of members in the District shall be submitted to the General Membership of each member club for approval.

ARTICLE VI - AMENDMENTS

Section 1. This constitution may be amended by two-thirds vote of the Metropolitan District officers and clubs present at any regular meeting, provided notice of the proposed amendment shall be submitted in writing, to Metropolitan District officers, club presidents and counselors at least 3 weeks prior to the scheduled voting date; and provided further that the adoption of any amendment in contravention of the purposes and policy of the International Y's Men of the Hawaii Region and the International Association of Y's Men's Clubs, Inc. shall not be a valid amendment for consideration by the District.

Section 2. No member of the Council shall take any exception to any section of this Constitution at any time, without first obtaining the proper amendment procedures as provided in Section 1 of this Article.

VII

PURPOSE AND OPERATIONAL LIMITATIONS: The corporation shall be a charitable corporation, within the meaning of Section 501(c)(3) of the Internal Revenue Code. It shall be organized exclusively for the purpose of charitable gifts and services.

It shall adhere to the purpose of the International Association of Y's Men's Clubs, which is "to be a worldwide fellowship of men and women of all faiths working together in mutual respect and affection, based on the teachings of Jesus Christ, and with a common loyalty to the Young Men's Christian Association, striving through active service to develop, encourage and provide leadership to build a better world for all mankind."

No part of the net earnings shall inure to the benefit of any member, officer, or other private person. Nor shall any substantial part of the activities be for propaganda or otherwise attempting to influence legislation nor attempt to participate or intervene in any political campaign.

Notwithstanding any other provisions of these articles, the corporation shall not carry any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contribution, to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

VIII

DISSOLUTION: Upon the dissolution of the corporation, the Metro District Council or its successor shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall all the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, as the Metro District Council or its successor shall determine. Any such assets not so disposed of shall be disposed of by the 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.

ATTACHMENT TO ARTICLES OF AMENDMENT
of
Metropolitan District of the Hawaii Region, International Association of Y's Men's Club's

Article VI is amended to read as follows:

The corporation is nonprofit in nature and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its members, directors, or officers, except for services actually rendered to the corporation.

Article of Incorporation is amended to ADD a new Article VII to read as follows:

The corporation shall be a charitable corporation, within the meaning of Section 501(c)(3) of the Internal Revenue Code. It shall be organized exclusively for the purpose of charitable gifts and services.

No part of the net earnings shall inure to the benefit of any member, officer, or other private person. Nor shall any substantial part of the activities be for propaganda or otherwise attempting to influence legislation nor attempt to participate or intervene in any political campaign.

Notwithstanding any other provisions of these articles, the corporation shall not carry any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contribution, to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article of Incorporation is amended to ADD a new Article VIII to read as follows:

Upon the dissolution of the corporation, the Metro District or its successor shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall all the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, as the Metro District or its successor shall determine. Any such assets not so disposed of shall be disposed of by the 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.

01/26/200420010

APPROVED August 13, 2003

BY-LAWS
METROPOLITAN DISTRICT
Of the HAWAII REGION
INTERNATIONAL ASSOCIATION OF Y'S MENS CLUBS

ARTICLE I - NAME OF ORGANIZATION

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ARTICLE II - OBJECTIVES

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- c) To encourage and promote inter-club meetings and projects, hold district conferences, Metropolitan District meetings, officers training sessions, and to strengthen all clubs in the District.

ARTICLE III - OFFICERS

Section 1. The Officers of the Metropolitan District shall be the District Governor, Lt. District Governor and Secretary/Treasurer.

Section 2. The District Governor and Lieutenant District Governor shall serve at the pleasure of the Regional Director of the Hawaii Region.

Section 3. The District Governor shall appoint a Secretary/Treasurer who shall serve for one year, or for such time as their successors have been named.

ARTICLE IV - DUTIES OF OFFICERS

Section 1. The District Governor

- a. shall preside at all business meetings and conferences of the Metropolitan District;
- b. shall appoint with the advice of the Metropolitan District, all standing and special committees chairs;
- c. shall appoint a Secretary-Treasurer who shall assist him/her as they may be directed;

- d. may appoint in conjunction with the program committee, a meeting chairperson to preside over and have charge of the program of the next regular meeting, and
- e. shall perform all other duties ordinarily placed upon the office of District Governor.

Section 2. In the absence or incapacity of the District Governor, the Lt. District Governor shall perform the District Governor's duties.

Section 3. The Secretary/Treasurer shall

- a. keep the minutes of the meetings and conferences of the Metropolitan District and conduct the correspondence of the Metropolitan District;
- b. keep accurate record of the attendance at Metropolitan District regular meetings and conferences;
- c. keep a complete and continually revised roll of the membership, which roster shall be provided to the Secretary by each of the member clubs' President, not later than September of each calendar year and the Secretary shall inform or remind all Metropolitan District officers, Club Presidents, and Counselors of all meetings; and
- d. perform other duties ordinarily placed upon the Office of Secretary.
- e. collect and be the custodian of all funds of the Metropolitan District;
- f. pay out said funds only upon the order of the Metropolitan District Governor as authorized by (1) the approved budget or (2) specific Metro District action;
- g. keep an itemized account of all receipts and expenditures and
- h. perform all other duties ordinarily placed upon the Office of Treasurer.

ARTICLE V - FINANCES

Section 1. Each member club of Metropolitan District may be assessed annually, an amount to be determined by the Metropolitan District at its first annual meeting, which shall be not later than September 1, as membership dues.

Section 2. All monies, including fines and overages at all Metropolitan District functions including the excess earned from hosting a regional convention shall become part of the Metropolitan District funds.

Section 3. The Metropolitan District may expend any and all funds, not to exceed fifty percent of the available funds in its treasury it deems necessary to carry out its functions; provided that expenditures in excess of the fifty percent limitation shall be subject to referral to the member clubs and approval by the Metropolitan District prior to incurring the expenditure.

ARTICLE VI - MANAGEMENT

The business affairs of the Metropolitan District shall be transacted at scheduled Metropolitan District meetings and conferences provided that all matters involving financial assessment of members in the District shall be submitted to the General Membership of each member club for approval.

ARTICLE VII – VOTING RIGHTS

Section 1. The voting membership shall consist of the District Governor, Lt. District Governor, Secretary/Treasurer and clubs of the Metropolitan District. Each club shall be entitled to one vote at Metro District Meetings and Conferences.

Section 2. The Past District Governors of the Metropolitan District are designated as District Counselors, who shall advise and assist the District Governor, Lieutenant District Governor and the clubs of the Metropolitan District .

Section 3. The District Governor, Lieutenant District Governor, District Counselors, Secretary/Treasurer and club representatives shall be members in good standing in their respective clubs.

ARTICLE VIII - MEETINGS

Section 1. The Metropolitan District may hold meetings during the year as necessary:

- a) The Metropolitan District Governor shall propose a meeting schedule at the first Metropolitan District meeting.
- b) The Metropolitan District Governor may call a special meeting at anytime with the approval of at least three club presidents.

Section 2. A district conference which includes all Y's Men of the Metropolitan District in good standing shall be held annually prior to the Regional Convention.

ARTICLE IX - COMMITTEES

Section 1. The District Governor and Lt. District Governor shall be ex-officio members of all committees.

Section 2. At the first regular meeting after the Regional Convention, the District Governor shall make appointments to committees as he/she deem necessary.

ARTICLE X - QUORUM

Fifty one percent of the Clubs in the District shall constitute a quorum at a meeting called by the District Governor.

ARTICLE XI - AMENDMENTS

Section 1. These by-laws may be amended by two-thirds vote of the Metropolitan District officers and clubs present at any regular meeting, provided notice of the proposed amendment shall be submitted in writing, to Metropolitan District officers, club presidents and counselors at least 3 weeks prior to the scheduled voting date; and provided further that the adoption of any amendment in contravention of the purposes and policy of the International Y's Men of the Hawaii Region and the International Association of Y's Men's Clubs, Inc. shall not be a valid amendment for consideration by the District.

Section 2. No member of the Metro District shall take any exception to any section of these by-laws at any time, without first obtaining the proper amendment procedures as provided in Section 1 of this Article.

ARTICLE XII – DISSOLUTION

Upon the action by the Metropolitan District to dissolve the Metropolitan District, then paying or adequately providing for the debts and obligations of the Metropolitan District, the remaining Metropolitan District assets shall be distributed to a nonprofit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or any successor section thereto.