

**AMENDED BYLAWS**  
**OF THE**  
**MAUNA KEA MANAGEMENT BOARD**

**ARTICLE I**

Section 1.1 Purposes. The purposes of the Mauna Kea Management Board (hereafter the “Board”) shall be those: (1) set forth in the Mauna Kea Science Reserve Master Plan dated June 2000 (hereafter the “Master Plan”) and adopted by the University of Hawai‘i Board of Regents (hereafter the “Board of Regents”) on June 16, 2000, and any future amendments to such plan approved by the Board of Regents and (2) assigned to the Board by the Chancellor of the University of Hawai‘i at Hilo, the President of the University of Hawai‘i, or the Board of Regents. The Board is an advisory body whose primary role “is to advise the Office of the Chancellor at UH Hilo on management of the Mauna Kea Science Reserve.” (Master Plan, at X-7.)

**ARTICLE II**

Section 2.1 Principal Office. The principal office of the Board shall be at the offices of the Office of Mauna Kea Management, University of Hawai‘i at Hilo, University Park, 640 N. Aohoku Place, Room 203, Hilo, Hawai‘i 96720, or at such other place as the Board may designate.

Section 2.2 Other Offices. The Board may have such other offices within the State of Hawai‘i as the Board may designate.

**ARTICLE III**

**Board Members**

Section 3.1 Appointment, Number of Members and Terms.

(1) Voting members. The Board shall consist of seven voting members who shall be appointed by the Board of Regents upon recommendation of the Chancellor of the University of Hawai‘i at Hilo (hereafter the “Chancellor”). Terms of initial voting board members are staggered so that one voting member serves a one year term to end on June 30, 2001, two voting members serve a two year term to end on June 30, 2002, two voting members serve a three year term to end on June 30, 2003, and two voting members serve a four year term to end on June 30, 2004. Every voting member appointed thereafter shall serve a four-year term. Voting members of the Board may be removed by the Board of Regents for cause after due notice. The Board of Regents may receive a recommendation for such removal from the Chancellor. No voting member may serve more than twelve (12) consecutive years, except in the case of a voting member who has served for twelve (12) consecutive years but is a holdover until a successor is appointed. Any voting member whose term has expired may continue to

serve as a holdover voting member until a successor is nominated and appointed. Any vacancy occurring in the voting membership shall be filled by the Chancellor for the remainder of that position's unexpired term, subject to approval by the Board of Regents.

(2) Ex-officio, non-voting members. The Board shall also consist of two ex-officio, non-voting members appointed by the Board of Regents from the members of the Board of Regents. Each of these non-voting members shall: (a) serve a minimum term of one year from the time of appointment, unless otherwise requested by the Chair of the Board of Regents, (b) be entitled to all of the rights, powers, and privileges of members of the Board, except voting and holding office, including, without limitation, participating in all Board meetings, hearings, and activities, and (c) resign or step down as a non-voting member of the Board upon the expiration or termination of his or her term as a member of the Board of Regents.

Section 3.2 Election and Term of Officers of the Board. The officers of the Board shall be the Chairperson, the Vice-Chairperson, and the Second Vice-Chairperson/Secretary. All members of the Board except ex-officio, non-voting members are eligible to serve as an officer. The officers shall be elected by the Board from among its voting members and shall serve a two (2) year term that shall begin on July 1 and end on June 30 of the second following calendar year. The terms of the initial officers shall expire on June 30, 2001. All officers shall be subject to removal at any time without cause by the affirmative vote of at least four (4) voting members. The Board 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 elected officer.

Section 3.3 Chairperson. The Chairperson shall preside over meetings of the Board. The Chairperson shall have general charge and supervision of the Board as delegated by the Board members and shall perform such duties as are incident to the office or are required by the Board members.

Section 3.4 First Vice-Chairperson. In the absence of the Chairperson, the First Vice-Chairperson shall perform the Chairperson's duties. The First Vice-Chairperson shall also perform all other duties assigned by the Chairperson or by the Board members.

Section 3.5 Second Vice-Chairperson/Secretary. In the absence of the Chairperson and the First Vice-Chairperson, the Second Vice-Chairperson/Secretary shall perform the Chairperson's duties. The Second Vice-Chairperson/Secretary shall also perform all other duties assigned by the Chairperson or by the Board members.

## **ARTICLE IV**

### **Meetings of the Board**

Section 4.1 Regular and Special Meetings. Regular meetings for any purpose may be held pursuant to a schedule approved by a majority vote of the Board. Special meetings for organizational purposes or Board member orientation may be held at any time upon the call of the Chairperson or upon the call of any two voting members, without regard to Section

#### 4.3 public notice requirements.

Section 4.2 Executive Meetings. The Board may hold an executive meeting closed to the public upon an affirmative vote, taken at an open meeting, of two-thirds of the voting members present; provided the affirmative vote constitutes at least four (4) members.

Section 4.3 Notice of Meetings. The Board shall give written public notice of any regular meeting, or any executive meeting when anticipated in advance. The notice shall include an agenda which lists all of the items to be considered at the forthcoming meeting, the date, time, and place of the meeting. In the case of an executive meeting, the purpose shall be stated.

Section 4.4 Written Public Notice. The Board shall post the written public meeting notice on the webpage of the Office of Maunakea Management and file the notice in the Board's office for public inspection, at least six (6) calendar days before a regular meeting. The notice shall also be posted at the site of the meeting whenever feasible. The Board shall not change the agenda, once filed, by adding items thereto without the affirmative vote of at least four (4) voting members. The Board shall maintain a list of names and addresses of persons who request notification of meetings and shall mail a copy of the notice to such persons at their last recorded address no later than the time when the agenda is filed.

Section 4.5 Open Meetings. Every regular meeting of the Board shall be open to the public and all persons shall be permitted to attend. The Board shall afford all interested persons an opportunity to submit data, views, or arguments, in writing, on any agenda item. The Board shall also afford all interested persons an opportunity to present oral testimony on any agenda item.

Section 4.6 Place of Meeting. The Board shall designate any place open and accessible to the public as a meeting place for any regular meeting of the Board.

Section 4.7 Continued Meeting and Notice Thereof. Any regular meeting of the Board at which a quorum is present may be continued to a later date or to a different location; provided that the meeting shall be continued to a reasonable day, time, and place.

Section 4.8 Action by the Board; Quorum. Four (4) voting members of the Board shall constitute a quorum to do business. The concurrence of four voting (4) members shall be necessary to make any action of the Board valid; provided that due notice shall have been given to all voting members of the Board, or a bona fide attempt shall have been made to give the notice to all voting members to whom it was reasonably practicable to give the notice.

Section 4.9 Parliamentary Procedures. Except as otherwise provided by these bylaws, Robert's Rules of Order (\_\_\_\_\_ ed.) shall provide guidance on procedural questions that may arise at a meeting.

Section 4.10 Minutes. Minutes of all regular meetings shall be kept. The Director of the Office of Mauna Kea Management shall designate a member of its staff to serve as

recorder, and after the Board has approved the minutes the recorder shall forward the minutes to the Second Vice-Chairperson/Secretary for signature to indicate the Board's approval. If the Second Vice-Chairperson/Secretary is not available to sign the minutes, another officer of the Board may sign the minutes.

Section 4.11 Presumption of Assent. A voting 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 member's dissent or refusal to vote is entered in the minutes of the meeting.

Section 4.15 Committees and Subcommittees of the Board. The Board may establish such committees and subcommittees as it deems appropriate to conduct the business of the Board.

## **ARTICLE V**

### **Powers of the Board**

Section 5.1 Powers. The powers of the Board shall be vested in the Board members to the fullest extent possible. The Board members shall have the general charge of the affairs of the Mauna Kea Management Board, and shall have full power, and it shall be their duty, to enforce the Bylaws and to perform the advisory duties and functions assigned to them by the Master Plan and related resolutions approved by the Board of Regents regarding the management of the Mauna Kea Science Reserve.

## **ARTICLE VI**

### **Advisory Committees**

Section 6.1 Selection of Advisory Committees. The Board may appoint such advisory committees from the general community as it may deem necessary. The members of such committees shall be appointed by the Board. Any such advisory committee may elect a Chairperson and Secretary from among its members.

Section 6.2 Function of Advisory Committees. Advisory committees may be consulted by the Board for their advice on matters to be or being considered by the Board.

## **ARTICLE VII**

### **Staff**

Section 7.1 Board Staff. The Office of Mauna Kea Management shall provide assistance to the Board. Requests for staff assistance shall be made directly to the Director of the Office of Mauna Kea Management who, upon receiving such request, may appoint, in accordance with applicable personnel requirements, subordinate staff members to assist in the

administration of the Board's affairs.

## **ARTICLE VIII**

### **Miscellaneous**

Section 8.1 Inspection of Bylaws. The Board shall keep in its principal office the original or a copy of the current Bylaws of the Board, certified as the current official version by the Chairperson, which shall be open to inspection by all Board members and by the general public at all reasonable times during office hours.

Section 8.2 The Bylaws may be amended or repealed by a vote of five (5) or more voting members of the Board at any regular meeting.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

*Draft for Review*

The undersigned Chairperson of the **Mauna Kea Management Board** hereby certifies that the foregoing Bylaws were duly adopted by the members of the **Mauna Kea Management Board** at a meeting duly held on May 10, 2017, and that the same remain in full force and effect.

DATED: Hilo, Hawai`i, May 10, 2017.

\_\_\_\_\_  
Chairperson

Draft for Review