

HBL, Maui Chapter Rules of Governance

Article 1: Name and Geography

1.1 Name: Maui Chapter is a local chapter of the Hawaii Bicycling League (HBL).

1.2 Geography: The Maui Chapter will include Maui, Lanai, and Molokai.

Article 2: Purpose

The purpose of the Chapter, as adopted by its Steering Committee is to represent bicyclists and pedestrians in the movement to create safer roads, stronger communities, and a bicycle/pedestrian-friendly Maui. Through information, advocacy and promotion, the Maui Chapter of the HBL will work to celebrate and preserve the freedom cycling and walking brings to its members everywhere.

2.1 The Chapter will perform this function through the implementation of the 5 E's.

Engineering: Creating safe and convenient places to ride and park

Education: Giving people of all ages and abilities the skills and confidence to ride

Encouragement: Creating a strong bike culture that welcomes and celebrates bicycling

Enforcement: Ensuring safe roads for all users

Evaluation & Planning: Planning for bicycling as a safe and viable transportation option

Article 3: Mission

The mission of HBL Maui Chapter is to create a pedestrian/bicycle friendly community – one that encourages people to take up bicycling and supports those who currently bicycle – The Chapter will focus on four requirements:

Safety; Travel by bicycle is sufficiently safe

Convenience; Travel by bicycle is sufficiently convenient

Social acceptability; Travel by bicycle feels socially acceptable and worthwhile

Access; Bicycles are available

In doing so the Chapter will advocate for the implementation of Complete Street Design Concepts that support and protect all users (pedestrians, cyclists) and encouraging the use of public transit to promote fewer single car trips creating an active, healthier lifestyle and environment for the community at large.

Article 4: Membership

4.1 Members are those who provided name and contact information to HBL (or via Maui Chapter to HBL) and have paid dues (or by barter) pursuant to Article 12 of HBL Bylaws. A Chapter member must be a member of HBL in good standing.

4.2 The Chapter may have an unlimited number of members.

Article 5: Steering Committee

5.1 The Chapter shall have a volunteer Steering Committee to conduct the Chapter's business and promote its purposes and mission. Actions of the Chapter shall be approved by a majority vote of the Steering Committee.

5.2 Members may join the Steering Committee upon satisfying the following requirements:

- (i) HBL/Maui Chapter membership in good standing as set by article 4.1.
- (ii) Actively volunteered and/or significantly contributed to Maui Chapter or HBL's efforts.
- (iii) Nomination by at least one member of the chapter.
- (iv) Elected by general membership of the Maui Chapter.

5.3 Powers. The Steering Committee shall have the general power to control and manage the affairs and property of the Chapter in accordance with the purposes and limitations set forth in HBL/Maui Chapter's policies and pursuant to Section 5.17 of the HBL bylaws.

The Steering Committee powers include, but are not limited to:

- (i) Appointing and removing, at the discretion of the Steering Committee, any and all of the organization's Officers, and or Committees.
- (ii) Modifying and or prescribing roles for the organization's Officers, and or Committees.
- (iii) Preparing an organizational budget.

5.4 Number. The number of those constituting the entire Steering Committee shall consist of no more than fifteen, and no fewer than two. No fewer than two shall satisfy these rules but Chapters goal shall be a minimum of five.

5.5 Election and Term of Office. The Steering Committee shall be elected to hold office for two year terms. Steering Committee members shall be elected at the annual meeting of the Steering Committee by a vote of a majority of the Steering Committee. Steering Committee Members may be re-elected to any number of consecutive terms. Re-election shall only be upon a showing that each Steering Committee member has met the duties and responsibilities for the Steering Committee in an exemplary manner.

5.6 Nominations. The Steering Committee shall consider potential nominees each year proposed or nominated by members and must be a member of the Maui Chapter in good standing as outlined in Article 4.1 and qualifications pursuant to Article 5.2.

Nominations should be submitted 5 days prior to the annual meeting or regular meeting should there be a vacancy as outlined in article 5.4. Nomination should include proof of Maui Chapter membership and brief bio. The Steering Committee shall be elected by the general membership at an annual meeting or regular meeting.

5.7 Removal. Any Steering Committee member may be removed at any time for cause by a vote of two thirds of the entire Committee at any regular meeting, or at any special meeting of the Steering Committee called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Steering Committee then in office. To keep people accountable a Committee member who misses three unexcused consecutive meetings shall be removed, by the majority of the Steering Committee.

5.8 Resignation. Any member of the Steering Committee may resign from the Committee at any time. Such resignation shall be made in writing to the Chair, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chair. No resignation shall discharge any accrued obligation or duty of a Steering Committee member.

5.9 Vacancies and Newly Created Steering Committee Openings. A vacancy on the Steering Committee shall exist on the occurrence of: the death, resignation, or removal of any Steering Committee member; the increase of the authorized number of the Steering Committee; or the failure of the members to elect the required number of the Steering Committee. Any newly created positions and any vacancies on the Steering Committee arising at any time and from any cause may be filled by a vote of the majority of the Steering Committee then in office, regardless of their number, and the Steering Committee Member so elected shall serve until the next annual meeting.

5.10 For purposes of regular business, all meetings will be conducted under Roberts Rules of Order.

(i) While conducting Chapter Business the Steering Committee will consent to a vote of majority.
(ii) When Steering Committee is not able to meet, action items for majority consent on and issue can be sought and reached via email.

5.11 Responsibilities of Steering Committee. The Steering Committee shall be responsible for promoting the purposes and mission of the Chapter set forth in Article 1, Article 2 and Article 3 of these Rules. The Steering Committee shall assist in coordinating programs, projects and activities of the Chapter, recruiting members pursuant to Article 1, and funds for the Chapter, and shall also be actively involved in fulfilling such duties and responsibilities as are determined from time by a majority vote of the Steering Committee.

5.12 Chapter Committees. The Steering Committee, by vote of a majority of the Steering Committee, may establish and appoint Chapter Committees that it deems appropriate.

Article 6: Officers and Authorized Representative

6.1 Chapter Officers: The Steering Committee shall appoint the following Chapter Officers:

- (i) Chair: The Chair shall be the chief executive officer of the Chapter
- (ii) Vice Chair: Assist the Chair as needed, will act as Chair in the absence of the Chair.
- (iii) Secretary: The Secretary shall keep the written record of the proceedings of Chapter and Steering Committee meetings and shall be responsible for providing written records of the proceedings and report meeting minutes to the Chapter's Authorized Representative designated in Article 6.2, and/or to HBL Board and/or its delegate. Secretary may concurrently hold office or another position in the Chapter.
- (iv) Treasurer: The Treasurer shall record and report all Chapter financial transactions to the Steering Committee. The Treasurer shall provide these reports to the Chapter's Authorized Representative designated in Article 6.2, and/or to HBL Board and/or its delegate. Treasurer may concurrently hold office or another position in the Chapter other than Steering Committee Chair.

****6.2 Authorized Representative: The Steering Committee shall appoint an Authorized Representative to act as a liaison between the Chapter and the HBL Board and/or its delegate. The Authorized Representative may concurrently hold office or another position in the Maui Chapter. If the Chapter has 100 or more members (as defined by Article 12 of the HBL Bylaws), the Authorized Representative will be considered a member of the HBL Board of Directors. The Authorized Representative will have full voting rights as a Director. The Authorized Representative shall, to the extent practicable, take direction from the Steering Committee before taking action at the HBL Annual/Regular Meetings and/or notify Steering Committee of any actions taken at those meetings.

6.3 Appointments and Term of Office. Officer terms will be for two years unless otherwise specified by the Steering Committee. Officers shall be appointed at the annual meeting of the Steering Committee by a vote of a majority of the Steering Committee. At the conclusion of the Officer's term, the Steering Committee may move to re-elect the Officer for any number of subsequent terms. Re-election shall only be upon a showing that each officer has met the duties and responsibilities in an exemplary manner.

Article 7: Meetings

7.1 Meetings: The Maui Chapter shall hold a minimum of three publicly noticed meetings per year open to all Maui Chapter members. Notice shall at a minimum include the HBL Board or its delegate AND two of the following at least 72 hours in advance of the meeting:

- (i) Posting on a publicly accessible Chapter website
- (ii) Posting on a widely accessible social media page (e.g. Facebook)
- (iii) Emailing to a distribution list of Chapter members

7.2 Minutes: Meeting minutes shall be submitted to the HBL Board or its delegate within 10 days of the past meeting.

7.3 Emergency Meetings. Any member of the Steering Committee may call an emergency session of the Steering Committee only to take action on a specific item which cannot wait until the next regularly scheduled meeting. Any such member must make a good faith effort to contact each Steering Committee Member, and a quorum must be present at an emergency meeting for the Steering Committee to take action.

7.4 Steering Committee Annual Meeting. The annual meeting of the Committee shall be held at a time and place fixed by the Steering Committee.

Article 8: Amendments

These Chapter Rules of Governance may be revised by concurrence of both:

- (i) two-thirds of the Steering Committee
- (ii) the HBL Board

Article 9: Dissolution of the Chapter

As a committee of HBL, upon dissolution of the Chapter all assets assigned to the Maui Chapter, including funds, equipment, and intellectual property, shall be returned to and remain with HBL. Notwithstanding the foregoing, HBL shall transfer the following assets to a successor local organization with an aligned mission that operates within the subject local jurisdiction(s):

- (i) Intellectual property created prior to the ratification of these Rules of Governance, the Chapter name and logo.
- (ii) Equipment purchased prior to the ratification of these Rules of Governance
Upon dissolution of the Chapter, HBL shall evaluate the most effective way to support advocacy within the subject local jurisdiction(s). If doing so will further the Chapter mission, HBL will work in good faith to come to a mutually acceptable agreement regarding the dissolution of the Chapter and the disbursement of Chapter assets. HBL at its sole discretion shall consider transferring any of the following assets to a successor local organization:
 - (i) Any balance of funds assigned to the Chapter
 - (ii) Any grant funds awarded to perform work within the subject local jurisdiction(s)
 - (iii) Any intellectual property created after the ratification of these Rules of Governance
 - (iv) Any equipment purchased after the ratification of these Rules of Governance