

**AMENDED AND RESTATED BY-LAWS  
OF  
TIM INTERNATIONAL, INC.**

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## ARTICLE I

### **Name and Purpose, Headquarters, Meetings, Seal and Fiscal Year**

Section 1. **Name and Purpose (Incorporated Mission Statement).** The name of this organization is *Travel Industry Management (T.I.M.) International, Inc. (TIMI)*. The purpose of the organization is to provide active leadership in support of the Shidler College of Business School of Travel Industry Management through membership participation, image enhancement, financial commitment, and promotion of synergies among students, faculty, alumni and friends. The organization will not participate in business, trade, avocation or profession for profit.

Section 2. **Headquarters.** T.I.M. International, Inc. headquarters will be located in the *City and County of Honolulu, State of Hawaii at 2560 Campus Road, Honolulu, Hawaii 96822*, or such other location at such address, as may be prudently determined by the TIMI Board of Directors, which is in the best interest of the organization.

Section 3. **Place of Meetings.** All meetings of the members of the Board of Directors (committee chairs and officers) shall be held at the principal office of the Corporation or at such other place as may be stated in the call of the meeting.

Section 4. **Seal.** The seal of the Corporation shall be in such form and bear the name of the Corporation and such other inscriptions and devices as the Board of Directors may prescribe from time to time.

Section 5 **Fiscal Year.** The fiscal year of the Corporation shall be from January 1 to December 31.

## ARTICLE II

### **Members**

Section 1. **General Provisions.** Eligibility for membership and election of members shall be determined by the Membership Committee as prescribed by these By-Laws and without regard to an applicant's race, nationality, sex, religion, color, ancestry or age.

#### **Section 2. Classes of Members**

(a) **General Members.** Every graduate of the University of Hawaii at Manoa, School of Travel Industry Management.

(b) **Executive Associate.** Every person who has successfully completed the Executive Development Institute of Tourism program of the University of Hawaii Manoa, School of Travel Industry Management shall be eligible for Executive Associate membership.

(c) **Associate Members.** Every person who has successfully completed one or more courses in Travel Industry Management at the University of Hawaii or who has successfully completed a certificate program conducted by the University of Hawaii, Manoa, School of Travel Industry Management anywhere in the world shall be eligible for Associate membership.

(d) **Life Members.** Any person who is a General, Executive Associate or Associate member may be eligible for Life membership.

(e) **Honorary Members.** Any person who has supported the Corporation by contributing time and/or other assistance but may not be eligible for membership according to the provisions of eligibility. A written statement setting forth sponsorship and endorsement must be submitted to the Board of Directors by a bona fide member for its determination of the question of extending an Honorary membership. Honorary members need to be approved by the Board of Directors.

### Section 3. **Admittance of Members**

(a) A person who qualifies under Section 2 of this Article shall be admitted as a designated member.

### Section 4. **REPEALED.**

### Section 5. **Privileges.**

(a) Every *General member* shall be entitled to vote and to hold office, and shall be eligible for appointment to any committee.

(b) Every *Executive Associate and Associate member* shall be entitled to vote and be eligible for appointment to any committee.

(c) Every *General, Executive Associate, Associate, Life and Honorary member* shall be entitled to attend every social function conducted by the Corporation and shall be entitled to receive directories, newsletters and other membership notices.

(d) **Transfer of Membership.** Membership in the Corporation is not transferable or assignable.

## **ARTICLE III**

### **Meetings of Members**

Section 1. **Annual Meetings.** The annual meeting of the members of the Corporation shall be held at a date, time and place to be determined by the Executive Board for the purpose of installing the Board of Directors and to carry out the purposes of the Corporation.

Section 2. **Special Meetings.** Special meetings of the members of the Corporation may be called by written requests from three Executive Board members.

Section 3. **Notice of Meetings.** Notice of all meetings of members of the Corporation shall state the date, time and location of the meetings, and shall be mailed and/or electronically communicated to members at least ten (10) days prior to said meeting.

## ARTICLE IV

### Board of Directors

Section 1. **Number.** There should be a Board of Directors consisting of a minimum of eleven (11) persons and no more than thirty (30) persons. The Board of Directors shall have and may exercise all the powers of the Corporation except as otherwise provided by law, this Charter or the By-Laws. The Board of Directors shall have no material conflict of interest and shall serve without compensation.

Section 2. **Election and Term of Office.** The Nominating Committee shall present a slate of candidates for Director positions ("director candidates") as required each year to fill openings for Director positions:

- Directors shall be elected by the membership, each serving a term of two (2) years.
- Elections will be held on a yearly basis.
- There can only be a maximum of two (2) Directors that have Associate Membership.
- Directors that are coming to the end of a term will be considered for a re-nomination by the nominating committee and it will be the determination of the nominating committee if a current Director shall be put forward for a nomination for another term.

Any officer may resign at any time by giving written notice to the President. Any out-going Board of Director may serve as an advisor, but with no vote.

Section 3. **Vacancies.** Any vacancy on the Board may be filled by appointment by the President with the approval of the Board of Directors. The Director appointed to such vacancy shall serve for the remainder of the term of the Director he replaces.

Section 4. **Regular Meetings**  
Regular meetings of the Board of Directors shall be held bi-monthly with 2 weeks' notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 5. **Special Meetings.** Special Meetings may be called by the President. The time, place and method of notice thereof shall be determined by the President unless otherwise directed by the Board.

Section 6. **Quorum.** At least 51% of the minimum number of directors currently required shall constitute a quorum for the transaction of business at any meeting of the Board. A majority vote of the quorum is required to pass any action brought before the Board.

Section 7. **Action Without a Meeting.** Action of the Board or its committees may be held by telephone, email, computer or other electronic mediums and will consider all directors to be deemed to be present at the meeting. Any action of the board taken outside a meeting must abide by the same Quorum standards as defined previously in Section 6. Actions taken without a meeting will have the same force and effect as action by voice vote of the Board or its committees.

#### Section 8. **Responsibilities of the Board of Directors**

**Attendance:** To maintain active Board membership, Directors are required to attend a minimum of two (2) BOD Meetings per year.

**Duty of Care:** A Director has the duty to exercise reasonable care when he or she makes a decision for the organization. Reasonable care is what an "ordinary prudent" person in a similar situation would do.

**Duty of Loyalty:** A Director must never use information gained through his/her position for personal gain; and must always act in the best interest of the organization.

**Duty of Obedience:** A Director must be faithful to the mission of the organization. He or she cannot act in a way that is inconsistent with the organization's goals. The Director is trusted by the membership to manage donated funds to fulfill the organization's mission.

**Duty of Knowledge:** A Director is expected to remain well informed about the organization's operations and about the current events surrounding and affecting the organization.

**Duty of Participation:** A Director is expected to contribute to and vote on the discussions relative to board initiatives and business. A Director is expected to serve from time to time on the various board committees and to take the lead as a chair of a committee as requested by the board Officers or Board of Directors.

**Duty of Rapport:** A Director is expected to conduct themselves with mutual respect towards other Directors regardless of a difference of opinion, and to maintain a productive working relationship with the other Directors.

**Duty of Confidentiality:** A Director is expected to respect the confidentiality of the board's business matters and discussions as conducted in board and committee meetings.

Section 9. **Removal of Directors.** A Director elected by the members may be removed by a majority vote of the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of a director.

## ARTICLE V

### Officers

Section 1. **Enumeration of Officers.** The Officers of this Corporation shall consist of a President, a Vice-President, a Treasurer, and a Secretary, each of whom shall be elected by the Board of Directors at the first meeting held after the annual election of the Corporation. All of the Officers shall be members of the Board. Each Officer shall serve for a term of two (2) years and no more than two consecutive terms. No Officer shall hold more than one office at the same time. The Officer must be a General Member.

Section 2. **Election of Officers.** The Officers shall be elected by the Board of Directors at the next regular meeting of the Board following the annual election of the Corporation. The Annual Alumni Meeting must be held prior to March 31 each year effective beginning in 2007.

Section 3. **Resignation and Removal.** Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignations shall take effect on the date of receipt of such notice or at any later time specified therein, unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 4. **Vacancies.** A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 5. **Power and Duties.** The Officers of the Corporation shall exercise the powers and perform the duties customarily incidental to their respective offices and such other powers and duties as may be assigned to them by law, the Executive Board and the Board of Directors, and by these By-Laws.

(a) **President.** The President shall preside at Executive Board and the Board of Directors meetings and shall set the goals and objectives of the Corporation; and shall plan, organize, and control the business of the Corporation within the scope of the goals and objectives. The President shall appoint the chairpersons of all Standing and Special Committees not otherwise provided for in these By-Laws; and sign all contracts or other instruments of general obligations which the Executive Board and the Board of Directors have authorized.

(b) **First Vice President.** The Vice President shall perform duties of the President in his/her absence or in the event of his/her inability to act and perform the duties of the President in case of his absence or disability, and shall succeed to the office of President in the case there should be a vacancy in that office. He/she shall serve as liaison to chairpersons of Standing and Special Committees.



(c) **Treasurer.** The Treasurer shall perform the duties of Vice President in his absence or in the event of his inability to act. The Treasurer shall keep the accounts of the Corporations, receive all monies from whomever due, effect the payment of bills when properly approved, and preserve vouchers for all payments. He/she shall at each regular Meeting of the Board of Directors make a statement of the financial condition of the Corporation and at the Annual Meeting submit a detailed financial report to the members. He/she shall perform such other duties as may be assigned to him by these By-Laws or by the Board of Directors, or the President.

(d) **Secretary.** The Secretary shall conduct all official correspondence of the Corporation, keep a record of all Meetings of the Corporation and the Board of Directors, issue notices to all members of all Meetings of the Corporation, issue notices of all Meetings of the Board of Directors, keep all the records of the Corporation except the financial records, and perform such other duties as may be assigned to him by these By-Laws or by the Board of Directors or the President.

(e) **Advisor(s).** The Executive Board shall elect an advisor(s) who will act in an advisory capacity and shall serve a term of one year to coincide with the Corporation year. This position shall be exempt from dues and voting privileges.

(f) **Executive Director.** The President, with the approval of the Board of Directors, may hire an Executive Director or other personnel, paid by the Corporation, to assist the Officers and Directors in the discharge and execution of their duties related to the Corporation. The Executive Director shall be an advisor of all committees but shall have no vote.

Section 6. **Transfer of Records.** The Officers upon expiration of their tenure of office shall transfer all official records and property of the Corporation then in their possession to their duly qualified successors in office.

## ARTICLE VI

### Elections

Section 1. **Annual Election, Date.** The Executive Board shall give notification of the annual election to all members by mail and/or electronically communicated at least four (4) weeks before the election date.

Section 2. **Nominations.** The President shall appoint a Nominations and Elections Committee not later than 30 days before the Annual Election. The members of the Nominations and Elections Committee shall be approved by the Executive Board and shall consist of not fewer than three members having voting privileges.

Additions to the nominations slate shall be permitted from the general membership.

Section 3. **Ballots.** The Secretary shall assist the Nominations and Elections committee who shall prepare ballots which shall contain the names of all candidates nominated by the Nominations and Elections Committee and candidates nominated by submission from the members.

Section 4. **Voting.** Mail-in ballots shall be provided to bona fide members of the Corporation. The Chairperson of the Nominations and Elections committee shall be responsible for the mail-in ballots. All mail-in ballots must be received five (5) days prior to the election date.

## ARTICLE VII

### Committees

Section 1. **Appointment, Tenure.** Each incoming President shall appoint the Chairperson of such Standing and Special committees as the Executive Board may establish, except the Chairmanships otherwise provided for by these By-Laws. The Chairpersons of the Standing Committees shall serve for one year or until their successors are appointed or selected. The President shall be an advisor of each Committee.

Section 2. **Vacancies.** A vacancy in a committee chairmanship not otherwise provided for by these By-Laws shall be filled by appointment by the President for the unexpired term of such chairmanship.

Section 3. **Committee Members, Organization.** The chairperson of each committee shall determine the number of members on his/her committee shall appoint the members and shall notify the Executive Board of the appointments. Each committee may adopt rules for its own business not inconsistent with these By-Laws or with rules adopted and promulgated by the Board of Directors. Each committee chairperson shall be responsible for convening his/her own meetings and in reporting back to the Executive Board all significant matters discussed.

Section 4. **Purpose of Standing Committees.** The purpose of each Standing Committee shall be as follows:

(a) *Political Action.* To promulgate the objectives of the organization and views of the organization's majority through political channels.

(b) *Public Relations and Communications.* To convey the existence, purpose, and activities of the organization to the community and to facilitate the communication process among its members.

(c) *Careers Network.* To assist members in finding satisfactory employment and to aid employers in securing qualified travel industry management personnel.

(d) *Chapter Development.* To promote and assist in the formation of new chapters both nationally and internationally, and to act as liaison for existing chapters with Hawaii Headquarters.

(e) *Undergraduate Liaison.* To coordinate and communicate the activities of the organization with students of the Shidler College of Business School of Travel Industry Management, University of Hawaii Manoa.

(f) *By-Laws.* To monitor the organization's current policies and procedures and to propose amendments to the By-Laws when appropriate.

(g) *Nominations and Elections.* To solicit nominations for the organization's officers among members and to coordinate the election process.

(h) *Membership.* To sustain the organization's current membership, encourage growth particularly among recent graduates, and to monitor and assist in the collection of dues.

(i) *Special Events and Activities.* To plan and coordinate special functions when deemed appropriate by the Executive Board.

Section 5. **Purpose of Special Committees.** The Special Committee may be created for specific purposes that further the overall objectives of the organization. Special Committees shall be dissolved once their specific tasks have been accomplished.

## ARTICLE VIII

### Checks, Deposits, Gifts

Section 1. **Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of T.I.M. International, Inc. shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 2. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in a bank selected by the Executive Board.

Section 3. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Corporation.

## ARTICLE IX

### Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, of the Executive Board and of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of T.I.M. International, Inc. may be inspected by any member for any proper purpose at any reasonable time.

## ARTICLE X

### Fiscal Control

Section 1. **Budget.** The President, President-elect, and the Treasurer shall prepare for the first regular meeting of the Executive Board a T.I.M. International, Inc. budget of income and expenditures estimated for the ensuing year.

## ARTICLE XI

### Dues

Section 1. **Schedule.** Dues shall be reviewed annually by the Board of Directors at their last meeting of the Corporation year.

Section 2. **Time Payable.** Dues shall be payable annually in advance. Dues paid by graduating students shall be applied to the forthcoming Corporation year. Membership dues received on or after December 1 of the Corporation year shall be applied to the following year.

Section 3. **Reinstatement for Delinquency in Payment.** Any member whose membership is forfeited for nonpayment or delinquency in payment of dues shall be entitled to have his membership restored upon payment of dues.

## ARTICLE XII

### Chapter Development

Section 1. **Purpose.** The purpose of chapter development is to support and foster the objectives of T.I.M. International, Inc. through the formation and operations of satellite chapters worldwide.

Section 2. **Chapter Formation.** New chapters may be established in any city, state, or country by five or more graduates of the School of Travel Industry Management or Executive Development Institute of Tourism program. Chapters will not be allowed to establish policies that would be in conflict with those of the Hawaii Headquarters.

Section 3. **Operating Requirements.**

(a) Where possible, the name T.I.M. International, Inc. shall be registered with the state or country business registration department.

(b) Each chapter shall elect appropriate officers to coordinate communication between chapters and Headquarters.

(c) Each chapter shall conduct at least one general membership meeting a year.

1. Minutes of all meetings and treasurer's report shall be sent to the Headquarters at 2560 Campus Road, Honolulu, Hawaii 96822.

(d) Each member of a chapter must complete an application form.

(e) The schedule of dues as established in Article XI, Section 1 shall be applicable to chapter members and payable to Headquarters to maintain expenses of communication such as postage, newsletters, directory, update, etc. Chapters may further establish a schedule of dues to support its local function and expenses, applicable to chapter members only and subject to approval by the Hawaii Headquarters upon written request.

## **ARTICLE XIII**

### **Amendments**

These bylaws may be amended, altered, or repealed and new or additional bylaws may be adopted by (a) a least two-thirds vote of the voting Directors of the Board, at a meeting at which quorum was present or (b) a statement that such amendment was adopted by consent in writing, signed by all voting Directors of the Board.

[Signature on following page]

**CERTIFICATION**

By signature below, the secretary of the Board of Directors certifies these Amended and Restated By-Laws received the vote of a majority of the Board of Directors present and voting in person or remotely at a duly called meeting.

This 22nd day of OCTOBER, 2020.

**TIM INTERNATIONAL, INC.,**  
a Hawaii Nonprofit Corporation

By: Alan S. Parks  
Secretary