

Bylaws

Kona Coffee Farmers Association

2019 Revision

Article I

Name

The name of the organization shall be Kona Coffee Farmers Association.

ARTICLE II

Objects and Purposes

Kona Coffee Farmers Association (KCFA), a Hawaii nonprofit corporation, is a volunteer organization whose purpose is to promote and protect the economic interests of Kona coffee farmers who grow and sell 100% Kona coffee, to protect the Kona coffee heritage, and to seek greater legal protection of the Kona coffee name.

ARTICLE III

Members

Section 1: Voting Members

1. 1. Any Kona coffee farmer who supports 100% Kona coffee and the objectives of the KCFA and has reached the age of eighteen (18) years may become a voting member of KCFA, upon payment of annual dues,¹ or who have retired from being Kona coffee farmers, or who are preparing land, planting, or cultivating young coffee trees in order to become Kona coffee farmers.²

1. 2. Kona coffee farmers are defined as individuals who own or lease land in Kona and who derive the majority of their coffee-related income from the sale of coffee grown on their Kona property, or who have retired from being Kona coffee farmers, or who are preparing land, planting, or cultivating young coffee trees in order to become Kona coffee farmers.

1. 3. Prospective members shall submit an application for membership to the Board of Directors for approval.

1. 4. There may be no more than two (2) voting members per farm.

1. 5. Members who have paid dues shall remain voting members in good standing as long as their dues are current.

¹ amended 12/20/06

² amended 1/8/16

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1. 6. Voting members shall have the privilege of holding office and of voting in person at all General Meetings and Special Meetings of the membership but may not vote by proxy.

1. 7. If Voting members' circumstances change, so that they no longer meet criteria for Voting Membership, their membership category shall be changed to Associate Member.

Section 2: Nonvoting Members

2. 1. Associate Members: Individuals who support 100% Kona coffee and the objectives of the KCFA. Associate members may reside in any state or region of the world. Associate members may attend all meetings and may participate in events of the organization. Associate members may not hold a KCFA elected office.

2. 2. Supporting Members Businesses and Organizations³ that support 100% Kona coffee and the objectives of KCFA may join as a Supporting Members. Supporting members may reside in any state or region of the world. Supporting members may attend all meetings and may participate in events of the organization. Supporting members may not hold a KCFA office.

2. 3. Honorary Members Individual and organizations that contribute to the objectives of KCFA may be awarded Honorary Memberships, in recognition of their contributions. Honorary Members may not hold a KCFA office.

Section 3: Lifetime Members, Voting, Associate, and Supporting⁴ members may choose to pay a one-time fee for a Lifetime Membership.

Section 4. Membership Records A complete file of names and addresses of all members shall be maintained by the Membership Chair and shall be available to all members for the purposes of KCFA business only. The use of this information by any individual or group other than KCFA for other than KCFA business shall be prohibited.

Section 5: Non-Discrimination Membership in KCFA shall not be denied or limited on the basis of race, color, gender, disability, age, sexual preference, or religious affiliation.

Article IV

Officers

Section 1: Elected officers: the elected Officers shall be:

- 1. 1. President
- 1. 2. Vice-President
- 1. 3. Secretary
- 1. 4. Treasurer

³ amended 1/12/13

⁴ amended 1/12/13

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Section 2: Executive Committee

2. 1. The Executive Committee shall consist of the elected Officers.
2. 2. The Executive Committee shall have the power to act for the organization in urgent situations and between meetings of the Board of Directors.
2. 3. Any actions taken by the Executive Committee shall be reported at the next regular Board of Directors meeting for ratification by the Board.

Section 3: Elections and Terms

3. 1. The officers shall be elected by the Directors at a meeting of the new Board of Directors, held immediately after the Annual Meeting.
3. 2. The Officers shall serve for a period of one (1) year or until their successors have been elected or appointed, as the case may be. The Officers may be reelected for a total of not more than four (4) consecutive years to the same office. However, the Board of Directors may approve exceptions to this limitation.⁵

Section 4: Vacancies

4. 1. The Board shall elect Officers to fill vacancies until the next Annual Meeting.
4. 2. The position of any Board Member or Officer may be declared vacant by the Board of Directors if the said Board member fails to attend three (3) consecutive meetings of the Board, unless excused by the President.

Section 5: Duties of Officers

5. 1. President

- 5.1.1. The President shall be the executive officer of the organization and shall preside at all meetings of the KCFA.
- 5.1.2. May appoint, with the approval of the Executive Committee, all committee chairs.
- 5.1.3. Shall be liaison with other organizations, unless delegated to others.
- 5.1.4. Shall be an ex-officio member of all committees
- 5.1.5. Shall execute all documents obligating the KCFA
- 5.1.6. May delegate duties to other Officers.

⁵ amended 1/12/13

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5. 2. Vice-President

5.2.1. In the absence of, or disability of, the President, the Vice-President shall perform the duties of the President.

5.2.2. Vice-President may serve a chair of committees.

5. 3. Treasurer

5.3.1. The Treasurer shall collect all sums due KCFA and deposit same at the bank, or banks, or other institutions as the Executive Committee shall designate. Treasurer shall disburse all funds under the direction of the Board. President and Treasurer shall sign all contracts and other instruments that financially obligate KCFA.

5.3.2. The Treasurer shall make monthly reports to the Board and to the Annual Meeting and such other financial reports as may be required by the Executive Committee.

5. 4. Secretary

5.4.1. The Secretary shall keep minutes of all meetings, including General Membership meetings, all meetings of the Board, and of the Executive Committee.

5.4.2. The Secretary shall be the custodian of all records not expressly committed to the charge of another Officer by these By-Laws or by the Executive Committee.

5.4.3. The Secretary may serve as chair of one or more committees.

5. 5. Past-President

5.5.1. The immediate Past-President shall be invited to serve as an Advisor to the Board, to attend all Board meetings, and to offer opinions on matters before the Board.

5.5.2. The Past-President is not a voting member of the Board

Section 6: Removal of Officers and Directors Any Director or Officer may be removed at any time by a vote of a majority of Directors, with or without cause.

ARTICLE V

Board of Directors

Section 1. Board of Directors

1. 1. The Board shall consist of no fewer than 5 Directors.

1. 2. The number of Directors shall be set annually by Voting Members at the Annual Meeting.

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1. 3. Directors shall be elected for two-year terms, to be staggered among Directors. Each Director shall serve no more than 3 consecutive terms and will be eligible for re-election after 1 year.⁶ Vacancies may be filled by the Board.⁷

1. 4. Between 40% and 60% of Directors' terms shall end at any Annual Meeting.

Section 2: Duties of the Board of Directors

2. 1. The control and management of the KCFA shall be vested in the Board of Directors who shall have the authority to enact and amend policies of the KCFA.

2. 2. Directors shall support the founding principles of the KCFA: To promote and protect the economic interests of Kona coffee farmers who grow and sell 100% Kona coffee, to protect the Kona coffee heritage, and to seek greater legal protection of the Kona coffee name.

2. 3. Directors shall acknowledge they serve as representatives of the members and, in instances where their personal interests' conflict with the interests of the membership, they must give members' interests first priority.

Section 3. Board members shall not hold office in any other Hawaii coffee organization unless authorized by vote of the Board of Directors. Such authorizations must be renewed annually by the Board.⁸

ARTICLE VI

Meetings

Section 1: Executive Committee Meetings of the Executive Committee shall be at the call of the President or two members of the Executive Committee. No advance notice is required if members can be convened at a time and place convenient for the members.

Section 2: Board of Directors Meetings of the Board of Directors shall be held monthly, or as often as directed by the Board. The place, date and hour of the meetings is at the discretion of the Board of Directors. The President or two members of the Executive Committee may call a special meeting of the Board at any time upon not less than 48 hours' notice.

Section 3: Annual Meeting The Annual Meeting of the KCFA shall be held before March 31 in every year, at such time as the President shall set, or if by March 1 no time has been set, then it shall be set by the Board of Directors. Notice of the meeting shall be stated to members electronically or by mail and shall be posted on the KCFA web site. At the annual Meeting, Voting Members shall determine the number of Directors to be elected and elect Directors.

⁶ amended 1/11/15

⁷ amended 01/29/17

⁸ Amended 1/27/19

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Section 4: Special Meeting of Members. A Special Meeting of Members may be called by two (2) Directors or by 25% of the Voting Members to address an issue or issues identified in a written call for such meeting.

Section 5: Quorum

5. 1. The quorum of an Executive Committee meeting shall consist of a majority of the filled positions on the Executive Committee.

5. 2. The quorum for a Board of Directors meeting shall consist of a majority of the filled positions of Directors.

5. 3. The quorum for a Membership Meeting shall consist of at least ten (10) percent of the Voting Members in good standing at the time of the meeting.

5. 4. No proxies are allowed for the purpose of establishing a quorum at any meeting of the KCFA.

5. 5. Members of the Board or Executive Committee may participate in meetings by conference telephone connection and be considered for quorum purpose to be present at the meeting.

5. 6. Proxies are allowed in cases when a Board or Executive Committee Member has provided a written proxy authorizing another member to vote on his/her behalf on a subject identified in the proxy.⁹

Section 6: E-Mail Voting

6. 1. Matters may be taken up by the Board or Executive Committee between meetings by e-mail, provided all members of the Board or Executive Committee have access to e-mail and all comments and discussions are shared with all members of the Board or Executive Committee.

6. 2. Matters may be voted by e-mail by the Board or Executive Committee, with those voting stating their names and their votes (aye, nay, abstain) on the motion under discussion. Adoption of matters voted on by email must be by a unanimous vote of those voting.¹⁰

6. 3. A permanent record of the motion and the votes by the Board or Executive Committee shall be kept by the Secretary and shall be appended to the minutes of the next regularly scheduled meeting of the Board or Executive Committee.

6. 4. Any such e-mail votes by the Executive Committee shall be ratified by the Board at the next regular Board meeting; any such email votes by the Board shall be reported at its next regular meeting.¹¹

⁹ amended 1/8/16

¹⁰ amended 1/8/16

¹¹ amended 1/12/13

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Section 7: Notice of Meetings

7. 1. Notice of Board or Executive Committee meetings shall be given to all persons entitled to be present at the meeting at least 48 hours in advance.

7. 2. Notice of any Special Meetings shall be given at least 48 hours in advance.

7. 3. Notice of all General Membership meetings shall be given at least two weeks in advance of the meeting.

7. 4. Notice of any meeting shall state the time, date, and place of the meeting, what body is meeting, purpose of the meeting, and who has called the meeting. Notices of meetings shall be stated to members electronically or by mail and shall be posted on the KCFA web site.

ARTICLE VII

Dues

Section 1: Membership Classes and Dues

1. 1. Annual dues for all classes of members shall be set by the Board of Directors before the next Annual Meeting of members. The member classifications are Voting Members; Associate Members, Lifetime Members and Supporting Members.¹²

1. 2. Nonrefundable Dues: Dues payments are not refundable.¹³ Beginning 2013 the Supporting Membership dues are \$30, Voting Member-\$25.00; Associate Member-\$20.00; and Lifetime Member-\$750.00.)¹⁴

Section 2: Additional Classes of Members Annual dues for additional classes of members shall be set annually by the Board of Directors.

ARTICLE VIII

Finance

Section 1: Fiscal Year The fiscal year for the KCFA shall run from July 1 through June 30 of the following year.¹⁵

Section 2: Budget. The Board of Directors shall approve and adopt a budget for the current year. Elected Officers and Committee Chairs shall have the authority to expend funds as budgeted.¹⁶Any unbudgeted expenditure in excess of \$300 must have the approval of the Board.

¹² amended 1/12/13

¹³ amended 1/12/13

¹⁴ amended 12/18/12

¹⁵ amended 08/16/06

¹⁶ amended 1/1/21/13

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Section 3: Financial Review. The Board of Directors shall designate a Finance Committee to propose a budget for the year and to review expenditures and accounts periodically. The Finance Committee shall consist of the Treasurer, two other Directors, and may include other KCFA members and a Certified Public Accountant.

Section 4: Check Authorizations: The Officers and other personnel designated by the Board shall be authorized to sign checks and make electronic payments for KCFA. Approval in writing or by email from at least one additional such designated person is required for checks or electronic payments for more than \$1,000.00. No two such designees shall be related by virtue of birth, cohabitation, domestic partnership, or marriage.¹⁷ (amended 1/12/13)

ARTICLE IX

Additional Governance

As to any matter not specified in these By-Laws, KCFA shall be governed by the Hawaii Revised statutes, Chapter 414 D, Nonprofit Corporations.

ARTICLE X

Parliamentary Authority

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered in these By-Laws, or by special policies or procedures adopted by the KCFA.

ARTICLE XI

Amendments

These By-Laws may be adopted, approved, and amended from time to time by a two-thirds (2/3) vote cast by the members present at any General Meeting duly called for such purpose. Proposed amendments shall be reviewed by the Board of Directors prior to submission to the general membership. Board may make recommendations on the proposed changes. Members shall be notified in writing of all proposed amendments at least two weeks prior to the meeting at which they are voted upon.

The foregoing By-Laws of the Kona Coffee Farmers Association were duly adopted by the Membership on February 15, 2006.

Board Policy

¹⁷amended 1/12/13

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1.The Membership Chair will announce all new member applications received since the previous Board meeting. New member applications will be approved if no one questions the application at the Board meeting announcement. If any application is questioned, the Membership Chair has the responsibility to request supporting information from the applicant and submit the information to the Board for approval.

2.Kona coffee growers who produce or sell Kona coffee blends containing less than 51% Kona coffee will not be accepted as KCFA members.¹⁸

¹⁸ amended 6/6/06