BYLAWS
OF THE
HAWAI‘I TOURISM AUTHORITY

[Historical Note: The Bylaws were adopted on November 4, 1998, and amended on November 28, 2001, February 10, 2005, January 27, 2011, June 30, 2011, August 22, 2012, August 8, 2014, July 9, 2015, February 28, 2019, and November 18, 2021.]

ARTICLE I – DEFINITIONS

Section 1. As used in these Bylaws:

“Authority” means the Hawai‘i Tourism Authority established by chapter 201B, Hawaii Revised Statutes.

“Board” means the advisory Board of Directors authorized to be the governing body or the head of the Authority under chapter 201B, Hawai‘i Revised Statutes.

“Temporary Absence” means a leave of absence of 180 days or less.

ARTICLE II – NAME

Section 1. Name. The official name of the Authority shall be “Hawai‘i Tourism Authority”.

Section 2. Office and Place of Meeting. The office of the Authority shall be at 1801 Kalākaua Avenue, Honolulu, Hawai‘i, but the Authority may hold its meetings at such places as may be designated by the Chairperson or President & CEO. This may include holding meetings virtually through the use of technology.

ARTICLE III – OFFICERS

Section 1. Election and Term of Officers. The officers shall be the Chairperson and one or more Vice-Chairperson(s). The officers shall be elected by the Board of Directors from among its members and shall serve \until their successors are duly elected. Officers may be elected by a majority of the Board at any regular or special meeting. All officers shall be subject to removal at any time without cause by the Board of Directors. The Board of Directors 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 officer elected by it. If at any time the office of Chairperson becomes vacant for any reason and the Board is unable to elect a Chairperson by majority vote of the Board for more than 30 days, the President and CEO shall appoint a Board Member to that office until the Board elects a replacement. During such vacancy, any Vice Chairperson may assume the powers and duties of the Chairperson for the purposes of scheduling and running any regular or special meeting.

Section 2. Chairperson. The Chairperson shall preside over all meetings of the Board of Directors. The Chairperson shall have general charge and supervision of the Board of Directors and shall perform such duties as are incidental to the office or are required or delegated by the Board of Directors.

Section 3. Vice-Chairperson. In the absence of the Chairperson, a Vice-Chairperson shall perform the Chairperson's duties. A Vice-Chairperson shall also perform all other duties assigned by the Chairperson or by the Board of Directors.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting. An annual meeting may be held each year at such time and place as the Board of Directors determines for the purposes of electing officers and transacting such other business as may come before the meeting. The Board of Directors may dispense with the annual meeting by unanimous consent.

Section 2. Regular and Special Meetings. Regular Meetings for any purpose may be held once a month. Special Meetings may be held at any time upon the call of the Chairperson or upon the call of any two Directors.

Section 3. Parliamentary Procedure. Except as otherwise provided by statute or these Bylaws, the most recent edition of Robert's Rules of Order shall govern procedural questions that may arise at a meeting.

Section 4. Action of the Board. Any action of the Board shall require the affirmative vote of seven Board Members (and not of Board Members present at any meeting). Roll call votes are optional, unless requested by any two Directors, the Chairperson, or any Board Member running such meeting. The minutes shall reflect any abstention and negative vote by any Board Member for any voting matter regardless of whether a roll call vote is taken.

ARTICLE V – COMMITTEES

Section 1. Establishment. The Board, with the approval of the President and CEO, may establish any committee to assist the Board of Directors on any matter related to its powers, duties, and responsibilities. A committee may be established and be terminated at the discretion of the Board, with the approval of the President and CEO. The Board shall appoint a committee chairperson and at least one vice-chairperson to head any committee and appoint any voting members to the committee. All Board members are members of all committees, but only those members appointed as voting members of a committee may vote at committee meetings. Board members who are not appointed as voting members of a committee may attend committee meetings as ex-officio non-voting committee members. All committees may convene, as necessary, to receive information, updates and recommendations from the Authority's staff and others. The Board shall not delegate authority to any Committee that may bind or otherwise obligate the Authority. Any actions taken by a Committee shall be considered recommendations to the Board.

Section 2. Branding Standing Committee. There is established a Branding Standing Committee that shall be responsible for the strategic review, evaluation, and recommendations on the Authority's branding and marketing initiatives, programs, and/or activities that support the Authority's vision, mission, and strategic objectives, with a particular focus on destination branding, meetings, conventions, and incentive (MCI) business.

Section 3. Administrative Standing Committee. There is established an Administrative Standing Committee for the recruitment, hiring, and contract terms of the President & Chief Executive Officer and is also responsible for making recommendations related to the evaluation of the President & Chief Executive Officer..

Section 4. Hoʻokahua Hawaiʻi Standing Committee. There is established a Hoʻokahua Hawaiʻi Standing Committee to provide strategic guidance on destination stewardship, the perpetuation of Hawaiian culture, the development and enhancement of visitor experiences, workforce development, and the creation and implementation of the HTA Strategic Plan, Destination Management Action Plans (DMAPs), and the state Tourism Functional Plan.The committee will consider community priorities and visitor industry needs and assess the social and economic impacts of tourism

Section 5. Sports Tourism Committee. There is established a Sports Tourism Standing Committee for the purpose of advancing Hawaiʻi's position as a premier destination for sports-related travel and events. The committee provides strategic guidance on initiatives that leverage sports tourism to drive economic impact, enhance the destination's brand, support local, national and international partnerships, and foster community benefits.

Section 6. Film Production Tourism Committee. There is established a Film and Marketing Standing Committee that shall be responsible for guiding initiatives that promote Hawaiʻi through film and television and integrated marketing to drive economic development and foster a positive, authentic representation of the state.

Section 7. Quorum; Voting. A majority of the voting members appointed to a committee shall constitute a quorum to conduct a meeting. An affirmative vote of a majority of the voting members appointed to the committee shall be necessary to adopt any action of the committee.

ARTICLE VI - PRESIDENT & CHIEF EXECUTIVE OFFICER AND STAFF

Section 1. President & Chief Executive Officer. The Board of Directors shall submit the name of a nominee to the Governor to serve as the President & Chief Executive Officer, who shall be appointed with the advice and consent of the Senate for a term set by the Board pursuant to written contract. The President & Chief Executive Officer shall serve as the chief executive officer of the Authority and shall be directly responsible for the day-to-day operations of the Authority, including control of and responsibility for the execution of the Board's policies, the administration of the Authority's affairs, and the supervision of its staff. At each meeting of the Board, the President & Chief Executive Officer shall furnish the Board with such information as shall be necessary to effect the purpose of the Board and for the proper administration of its affairs.

Section 2. Authority; Staff. The President & Chief Executive Officer may appoint, in accordance with applicable personnel laws, subordinate staff members to assist in the administration of the Authority's affairs.

Section 3. Vacancy in Office. A temporary absence of the President & Chief Executive Officer shall be filled in the following manner:

(1). The Chief Administrative Officer shall serve as the President & Chief Executive Officer until her or his return. In the event the Chief Administrative Officer is unable to serve, the Chief Brand Officer shall serve as the Acting President & Chief Executive Officer until the return of either the Chief Administrative Officer or the President & Chief Executive Officer. In the event the Chief Brand Officer is unable to serve, the Vice President of Finance shall serve as Acting President & Chief Executive Officer.

ARTICLE VII – MISCELLANEOUS

Section 1. Expiration of Board Member's Term. Unless otherwise provided by law, the term of a Board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive Regular Meetings duly noticed to all members of the Board and where the Board failed to constitute quorum necessary to transact business. The Chair or Vice Chair of the Board shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence.

Section 2. Inspection of Bylaws. The Authority shall keep in its principal office the original or a copy of the Bylaws and its amendments, certified by the chairperson, which shall be open to inspection by the members and by the general public at all reasonable times during office hours.

Section 3. Amendments. The Bylaws may be amended or repealed by a vote of a quorum of members of the Board of Directors.

Section 4. Deposits, Checks, and Investment of Fiscal Accounts. (a) Unless otherwise provided by law or by a specific provision of these Bylaws, the duly appointed Chief Executive Officer, Chief Administrative Officer, Chief Brand Officer, Chief Stewardship Officer, Vice President of Finance, and the Fiscal/Budget Officer of the Authority, cumulatively designated and referred to herein as "fiscal accounts officers" shall have the charge and custody of and be responsible for the management of all the fiscal accounts opened or maintained on behalf of the Authority, as a public entity of the State of Hawaiʻi, including the following specifically delegated authority:

(1) Receive and give receipts for moneys appropriated or due and payable to the Authority from any source whatsoever, and deposit all such moneys in the name of the Authority in such banks, trust companies, depositories, or financial institutions as may be selected by the Authority;
(2) Execute and issue all checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority;
(3) Promptly deposit all funds of the Authority not otherwise employed or expended by the Authority to the credit of the Authority in such banks, trust companies, depositories, or financial institutions as may be selected by the Authority;
(4) Enter into any contract or execute any instrument on behalf of the Authority to manage and to provide for the safe and secure investment of deposited funds of the Authority through the purchase of investments and the sale or redemption of invested funds, including the execution of any instrument related to any investment sweep service provided by a financial institution; and,
(5) Any authority specifically delegated by the Board or authorized by law.

(6) Any depository or investment agreement or instrument, and any check, draft, instrument, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the Authority shall be executed by any two of the fiscal accounts officers.

The undersigned do hereby certify that these Bylaws, as amended, of the Hawaiʻi Tourism Authority were duly approved and adopted by the Board of Directors on _____________.

Hawaiʻi Tourism Authority
State of Hawaiʻi

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_______, Chairperson Board of Directors
Hawaiʻi Tourism Authority

APPROVED AS TO FORM:

President & Chief Executive Officer
Hawai‘i Tourism Authority

Deputy Attorney General