

**Bylaws of the
Agribusiness Development Corporation**

**Article 1
GENERAL PROVISIONS**

Section 1. Name of Corporation. The name of the Corporation shall be “Agribusiness Development Corporation.”

Section 2. Seal of Corporation. The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the symbol of the State of Hawaii.

Section 3. Office of Corporation. The principal office of the Corporation shall be at such locations in the City and County of Honolulu, State of Hawaii, as the Board of Directors may designate by resolution, but the Corporation may hold its meetings at such other place as stated in the notice of the meeting.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June.

**Article 2
BOARD OF DIRECTORS**

Section 1. Composition. The Board of Directors shall consist of eleven voting members. The chairperson of the board of agriculture, the director of business, economic development, and tourism, and the chairperson of the board of land and natural resources, or their designated representatives, shall serve as ex officio voting members. Eight members shall be appointed by the governor pursuant to §163D-3, Hawaii Revised Statutes, and shall serve in accordance with state law.

Section 2. Designated Representative. An ex officio member may be represented on the Board of Directors by a designated representative who shall serve as a voting member. Such designation by an ex officio member shall be made in writing to the chairperson prior to any meeting at which the designated representative is to act for the ex officio member. Such designation may be made on a continuing basis until revoked.

Section 3. Powers. The powers of the Corporation shall be vested in the Board of Directors.

Section 4. Terms of Office. The members of the Board of Directors shall serve for such terms as provided by state law.

Notwithstanding the term of office as stated above, pursuant to Act 234, 2004 Session Laws of Hawaii, the term of a board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive meetings duly noticed to all members of the board and where the board failed to constitute quorum necessary to transact business. The chair or acting 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. This provision shall not apply to ex officio members of the board.

Section 5. Compensation. The members of the Board of Directors shall serve without compensation, but shall be reimbursed for necessary expenses incurred in the performance of their duties.

Article 3 OFFICERS

Section 1. Regular Officers. Regular officers of the Corporation shall be a chairperson and a vice-chairperson.

Section 2. Appointments and Elections. The chairperson and the vice-chairperson shall be elected by the Board of Directors from among its members, provided that neither of them shall be an ex officio member.

Regular elections shall be held on the last regular or a special meeting held prior to July 1st of each year, and the officers elected at each regular election shall take office on the first day of July following their election. Special elections to fill vacancies shall be held at the meeting at which the vacancy is officially declared to exist.

The Board of Directors may, in 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.

Section 3. Terms of Office. The terms of office of the chairperson and vice-chairperson shall be for twelve calendar months from July 1st through June 30th of the following year or until their successors are duly elected.

All officers shall be subject to removal at any time without cause by the Board of Directors.

Section 4. Vacancies. Should the office of the chairperson or the vice-chairperson become vacant, the Board of Directors shall fill the vacancy by electing another chairperson or vice-chairperson from among its members.

Section 5. Duties of Officers. The chairperson shall preside at all meetings of the Corporation. At the meetings, the chairperson shall submit any information and recommendations the chairperson may deem proper concerning the policies and other affairs of the Corporation. The chairperson is empowered to execute any and all documents to which the Corporation is a party, including but not limited to contracts and deeds.

In the absence or disability of the chairperson, the vice-chairperson shall perform the duties of the chairperson and such other duties as may be assigned by the Board of Directors.

Article 4 **COMMITTEES OF THE BOARD OF DIRECTORS**

Section 1. Standing Committees. To facilitate consideration of policies and other significant matters that require the approval of the Board of Directors, three standing committees are established. Authority to act on all matters is reserved to the Board of Directors, and the functions of each committee shall be to consider and make recommendations to the Board of Directors. The following are the standing committees of the Board of Directors and their respective functions:

1. Administration Committee
 - a. Review and make recommendations regarding all financial matters requiring approval of the Board of Directors, including, but not limited to, contractual matters and the annual budget of the Corporation;
 - b. Review and make recommendations regarding all personnel matters requiring approval of the Board of Directors; and
 - c. Review and make recommendations regarding any other matter referred by the chairperson of the Board of Directors.
2. Technical Assistance Committee
 - a. Review and make recommendations regarding all proposed projects with the exception of marketing-related projects requiring approval of the Board of Directors; and

- b. Review and make recommendations regarding any other matter referred by the chairperson of the Board of Directors.
3. Marketing/Communications Committee
- a. Review and make recommendations regarding all marketing-related projects requiring approval of the Board of Directors; and
 - b. Review and make recommendations regarding any other matter referred by the chairperson to the Board of Directors.

Section 2. Appointment to Committees. The members of each standing committee shall be appointed by the chairperson of the Board of Directors and shall serve for one year or until the appointment of their successors. The chairperson of the Board of Directors may serve as an ex officio, voting member of any standing committee.

Section 3. Ad Hoc Committees. Ad hoc committees may be established by the chairperson of the Board of Directors upon authorization by the Board of Directors with such powers and duties as determined by the Board of Directors. The tenure of an ad hoc committee shall expire upon completion of its assigned task.

Article 5 MEETINGS

Section 1. Regular Meetings. The Corporation may hold regularly scheduled meetings at such times and places as the Board of Directors may decide.

Section 2. Special Meetings. The Corporation may hold special meetings at the times and places as the Board of Directors may determine. Special meetings may be called by the chairperson at the times and places as the chairperson may determine, and must be called by the chairperson upon written request of three or more members of the Board of Directors filed with the executive director.

Section 3. Executive Meetings. The Corporation may hold executive meetings pursuant to Chapter 92, Hawaii Revised Statutes.

Section 4. Emergency Meetings. The Corporation may hold emergency meetings pursuant to Chapter 92, Hawaii Revised Statutes.

Section 5. Notice. The Corporation shall comply with all notice requirements as prescribed by law.

Section 6. Continued Meetings and Notice to Members Thereof. Any meeting of the Corporation may be continued to a later date or to a different place; provided that

members of the Board of Directors absent from the meeting shall be notified of the continued meeting as in the case of an original meeting.

Section 7. Quorum. The powers of the Corporation shall be vested in the Board of Directors. Six members of the Board of Directors shall constitute a quorum, and the affirmative vote of at least six members shall be necessary to make all actions of the Corporation valid.

Section 8. Voting. At all meetings of the Board of Directors, every member or designated representative shall have the right to vote in person. Voting by proxy shall not be allowed.

The voting on all questions coming before the Corporation shall be by motion, duly seconded, and the vote shall be entered upon the minutes of such meeting.

Section 9. Written and/or Oral Testimony. Any person may submit written and/or oral testimony to the Board of Directors on any agenda item, provided that the presentation of oral testimony shall be subject to the reasonable administration thereof by the Board of Directors.

Section 10. Order of Business. At a regular or special meeting of the Corporation, the following shall be the order of business:

1. Call to Order
2. Approval of the Minutes
3. Chairperson's Report
4. Committee Reports
5. Items for Action
6. Informational Items
7. Adjournment

Section 11. Videotaping. The Board of Directors may limit in the Corporation's rules of practice and procedure the videotaping, videorecording, or filming of any meeting of the Corporation or of any of its committees.

Section 12. Minutes. Minutes of all meetings shall be kept in accordance with the requirements of Chapter 92, Hawaii Revised Statutes.

Article 6

EXECUTIVE DIRECTOR AND STAFF

Section 1. Executive Director. The Board of Directors shall appoint an executive

director who shall serve at the pleasure of the Board of Directors and whose compensation shall be set by the Board of Directors subject to the requirements of Section 26-35(4), Hawaii Revised Statutes. The executive director shall serve as the chief executive officer of the Corporation and shall be directly responsible for the day-to-day operations of the Corporation, including control of and responsibility for the execution of the policies of the Board of Directors, the supervision of the Corporation's staff, and the administration of the Corporation's programs, projects, and affairs, including approving transactions involving purchasing, property management, budgeting, accounting, travel, insurance claims, and the issuance of manuals of administrative procedure, and shall also perform such other duties as may be delegated from time to time by the Board of Directors. At each meeting of the Board of Directors, the executive director shall furnish the Board of Directors with such information and make such recommendations as shall be necessary to effect the purposes of the Corporation and for the proper administration of its affairs. The executive director shall submit the annual Corporation budget to the chairperson for the consideration of the Board of Directors. Should the position of executive director become vacant or should disability prevent the executive director from carrying out the duties of the executive director, the Board of Directors may appoint an acting executive director from among the employees of the Corporation until such vacancy is filled by a permanent appointment or until the executive director has recovered from the disability.

The executive director is empowered to execute any and all documents to which the Corporation is a party, including but not limited to contracts and deeds.

Section 2. Corporation Staff. With the concurrence of the Board of Directors, the executive director may appoint, in accordance with applicable personnel laws, subordinate staff members to assist in the administration of the Corporation's affairs.

Article 7 **AMENDMENTS**

Section 1. Amendments. The Bylaws may be amended, revised, or repealed, and a new set of Bylaws may be adopted, at any regularly scheduled or special meeting of the Board of Directors by the affirmative vote of six members of the Board of Directors, provided that notice of such amendment, revision, or repeal shall have been given in the notice of the meeting.

Section 2. Proposed Amendments. Proposals to alter the Bylaws may be made by any member of the Board of Directors. Any such proposal must be submitted to the chairperson of the Board of Directors in sufficient time to be included in the notice of the meeting at which it is to be considered.