



HAWAII FARMERS UNION UNITED

NOTICE OF NOVEMBER 10, 2019

ANNUAL CONVENTION

TO VOTE ON

ELECTION OF THE VICE-PRESIDENT,

ADOPTION OF HFUU POLICIES,

AMENDING THE BYLAWS

AND

SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE CONVENTION

WHY YOU ARE GETTING THIS NOTICE Hawai'i Farmers Union United (HFUU) is organized as a nonprofit corporation under the Hawai'i Nonprofit Corporations Act, Hawai'i Revised Statutes ("HRS" or "Act") Chapter 414D. The Act and HFUU's Bylaws require giving notice in a "fair and reasonable manner" to those HFUU Regular Members entitled to notice and to vote at any annual membership meeting (herein "Convention"). Even if you are not a Regular Member entitled to notice and vote, you may attend the Convention, receive an e-mail of this notice, and review the information about the Convention on the HFUU website. www.hfuuhi.org.

I. DATE, TIME AND PLACE. The HFUU 2019 Annual Convention business meeting will begin at about 9AM November 10, 2019 at the Mahi Pono small farm plots, located near Kahului on Maui Island. A descriptive map or directions will be published on the HFUU website and perhaps sent by e-mail at a later date.

II. THE CONVENTION'S OFFICIAL BUSINESS WILL BEGIN OCTOBER 10 ABOUT 9AM. after breakfast, with the announcement of the quorum, reading and approval of the 2018 Minutes and officer reports. Subject to the approval of the members the Convention business will follow the following sequence:

III. POLICY REVIEW.

A. DELEGATION OF POLICY REVIEW. Pursuant to Section 6.3A of the HFUU Bylaws, the Legislative Committee Chair has requested the Policy Committee to conduct the Policy review at the 2020 Convention.

A. POLICY COMMITTEE PROPOSALS. Pursuant to Section 6.2C and 6.3A of the HFUU Bylaws, The Policy Committee, has reorganized and developed proposed, comprehensive revisions to previously adopted HFUU Policies to be submitted to the Convention for review and approval.

B. POLICY PROPOSAL DISTRIBUTION. On or before **OCTOBER 15, 2019** the Policy Committee Chair, Saleh Azizi, will post the comprehensive policy proposals intended to be submitted to the Annual Convention on the HFUU website for member review and comment prior to the Convention.

C. CONVENTION POLICY REVIEW PROCESS. On November 8, for a time period to be specified in the Convention Agenda, the Policy Committee will meet with members wishing to propose or amend Policies to be considered by the Convention.

D. CONVENTION POLICY REVIEW. The Policy Committee will meet with interested members the morning of December 10th to review and adopt such of the proposed Policies as the members present may decide.

III. BYLAW AMENDMENTS. Following lunch, At about 1PM, the Convention members and delegates will debate proposed Bylaw amendments. The proposed amendments are in the main housekeeping revisions to clarify the existing bylaws and procedures and to conform the bylaws to the requirements of law. One substantive bylaw proposal provides for the formation of a formal Executive Committee, which will be voted separately on the ballot. Notice and the complete text of all proposed bylaw amendments will be sent electronically by e-mail or link to all members entitled to vote no later than October 26, which is fifteen (15) days before the vote on the bylaws is to take place.

Revised 10/10/2019

IV. NOMINATIONS FOR VICE-PRESIDENT. following the discussion of the bylaws, the Convention will receive the nominations for the office of vice-president.

CANDIDATES FOR VICE-PRESIDENT MUST BE PRESENT IN PERSON TO ANSWER QUESTIONS FROM THE FLOOR.

NOMINATIONS FOR VICE-PRESIDENT TO SERVE A TWO-YEAR TERM CAN BE MADE BY FRIDAY, OCTOBER 26, 2019 OR FROM THE FLOOR. Nominations shall be 200 words or less and may include a passport size photo, and be sent electronically to the **Nominations Committee Chair, David S. Case**, at: casedavids@gmail.com. Any information received from nominees before midnight on October 26 will be posted on the HUFF website, sent electronically to those who were members as of September 1, 2019 and be included on the pre-printed ballot.

V. PRE-CONVENTION PROGRAM. The November 10 business meeting will be preceded by a November 7 buffet dinner with entertainment by Miah Nelson and Friends at the Maui Plantation Garden Sugar Mill Restaurant to honor HFUU volunteers, presenters and Convention sponsors. Pre-Convention educational presentations and HFUU Policy workshops will be held November 8 & 9 at the Convention site. The HFUU Chapter Presidents will report on Chapter accomplishments and challenges the afternoon of November 9.

VI. VOTING AND OTHER ELECTION PROCEDURES.

A. SEPTEMBER 1, 2019 IS THE RECORD DATE FOR THE 2019 ANNUAL CONVENTION.

Hawai'i law, HRS 414D-107 (a) & (b), requires a nonprofit corporation to establish a cut-off date to determine those members entitled to notice and to vote at a membership meeting. Sections 4.1A (1) & (2) of HFUU's Bylaws provide that each Regular Member in good standing for at least 70 days "from the date of their membership application" is entitled to vote at the Annual Convention. Section 4.5C of the Bylaws permits the HFUU Board to set the Record Date for Notice and Voting at an Annual Convention.

AT ITS SEPTEMBER 25, 2019 MEETING THE HFUU BOARD SET SEPTEMBER 1, 2019 AS THE RECORD DATE FOR NOTICE AND VOTING AT THE OCTOBER 10, 2019 ANNUAL CONVENTION.

B. NOTICE. This Notice is being sent electronically to all members of record as of **SEPTEMBER 1, 2019**, but supplemental electronic notices may also be given on the HFUU Website and by e-mail to all persons on HFUU's databases with information about those who submit timely nomination information for the office of Vice-President, as well as procedures, Bylaws and Policies to be considered at the Annual Convention.

C. INDIVIDUAL VOTING. All HFUU members 16 years of age or older on October 10, 2019 who were members as of **September 1, 2019 and are members in good standing and present on the date of the Annual Convention** will be entitled one vote on all matters coming before the Convention. **This means that if you were a member on September 1, 2019 but your membership lapses before the Annual Convention you will have to renew your membership before or at the Annual Convention in order to vote at the Convention.**

D. HFUU DELEGATE VOTING. Section 4.6 of the HFUU Bylaws provides for Delegate voting at HFUU Annual Conventions for individual members who cannot be present in person. Every Chapter is entitled to at least 3 Delegates: 1 delegate for its first 10 members and 2 Delegates from its Chapter Board. Chapters may select additional delegates for each 50 members or fraction thereof over the first 10. Delegate voting power is reduced, however, by any members who vote in person at the Convention. If at least one Chapter Delegate is present at the Convention, that Delegate can cast votes for all the Chapter members who are not at the Convention.

E. QUORUM. Section 4.5G of the HFUU Bylaws requires a quorum of 5% of the total members entitled to vote. **According to HFUU's records, as of the September 1, 2019 Record Date, HFUU had 1,101 members entitled to vote of which a quorum would be 56 members represented in person or by Delegates.**

F. ELECTION OFFICIALS. The HFUU Board appointed HFUU's Secretary, David S. Case, as the Nominations Committee Chair, with Board Members Maureen Datta and Dash Kuhr as the two other Nominations Committee members. The Nominations Committee acts as the Convention Credentials Committee as provided under Section 6.3B of the HFUU Bylaws. At its September 25, 2019 Regular Meeting the HFUU Board also delegated the Nominations Committee full power to conduct the 2019 Annual Convention Nominations and Elections.

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DATED OCTOBER 11, 2019