

## By-Laws of

### Article I: Name, Purpose and Seal

#### 1.10 Name

The name of the corporation is

#### 1.20 Purpose

The purpose of the corporation is

(a)

and (b) transacting all lawful activities permitted nonprofit corporations by Hawai`i Revised Statutes Chapter 415B.

#### 1.30 Non-profit

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code.

#### 1.40 Corporate Seal

The Corporation shall have no seal.

### **Article II: Board of Directors**

#### 2.10 Board of Directors

The property and affairs of the corporation shall be managed by a Board of Directors consisting of \_\_\_\_\_ members. The Board of Directors shall exercise all lawful authority for that purpose. At least \_\_\_\_\_ of the Directors shall reside in the State of Hawai`i.

#### 2.20 Meetings

The Board of Directors shall have an annual meeting in Maui County, Hawai`i, on the first Monday of the second quarter of each year (or at a place and on a date proximate thereto, as selected by the prior agreement of all directors), and may have additional meetings at such other times and places as appropriate. If necessary, any meeting of the Board of Directors may be held by a telephone conference.

### 2.30 Quorum

directors shall constitute a quorum. In all matters, the members of the Board of Directors shall strive to obtain a unanimous consensus, but, lacking a consensus, a majority of the directors present at any meeting where there is a quorum shall rule.

### 2.40 Election

New directors will be elected by their predecessor members of the Board of Directors at an annual meeting, to serve until their successors are elected. Directors may succeed themselves in office.

### 2.50 Term

Each Director shall be elected for a term of

### 2.60 Vacancies

The remaining member or members of the Board of Directors, even if less than a quorum, shall designate new directors to serve the rest of the unexpired terms of any vacancies arising on the Board of Directors between elections held at annual meetings.

### 2.70 Notice

Notice of any meetings of the Board of Directors shall be given by written notice mailed by any director at least ten days before each such meeting, except that the directors may waive such notice and act at any meeting or otherwise as permitted by the laws governing nonprofit corporations in the State of Hawai'i.

## **Article III: Officers**

### 3.10 Election

At the annual meeting, when there may be vacancies in corporate offices, the first order of business for the Board of Directors shall be to elect the officers of the corporation. The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer. Officers shall serve at the direction of the Board of Directors and may be removed at any time with or without cause. An officer may resign by giving notice to the Board.

### 3.20 President

The President of the corporation will preside at meetings of the Board of Directors and shall have the power to sign contracts, notes, minutes of meetings, and all other instruments approved by the Board of Directors. The President may appoint for a specified term any qualified person to any standing or special committee provided by these By-Laws or established by any resolution of the Board of Directors.

### 3.30 Vice-President

The Vice-President shall assist all officers, as necessary, to assure the fulfillment of the purposes of the corporation. In case of the absence of the President from any meeting of the Board of Directors, the Vice-President will preside.

#### 3.40 Secretary

The Secretary of the corporation will keep minutes of all meetings of the Board of Directors and shall maintain the general records of the corporation and undertake such acts as may be necessary to keep the corporation in good standing in the State of Hawaii and in any jurisdiction approved by the Board of Directors for the conduct of corporate activities.

#### 3.50 Treasurer

The Treasurer will keep the financial books and records of the corporation, and report upon same to the Board of Directors at least annually. The signature of both the Treasurer and also the signature of any other officer must jointly appear on all checks issued on any account of the corporation. Any payment or allocation of corporate funds or resources must be approved by the Board of Directors either specifically or as an item of an authorized budget or a purpose established by a resolution of the Board of Directors and designated for expenditures.

### **Article IV: Members and Committees**

#### 4.10 Members

The corporation shall have no members.

#### 4.20 Committees

The Board of Directors may establish by resolution any standing or special committees that may be deemed necessary in the exercise of their discretion.

#### 4.30 Governance

The governance of, qualification for and terms of membership, duties and direction of all corporate committees shall be established by such guidelines as may from time to time be set forth in resolutions of the Board of Directors.

### **Article V: Indemnification**

#### 5.10 Generally

The corporation may indemnify the members of the Board of Directors, all corporate committees, and corporate agents and employees to the full extent allowed by laws governing nonprofit corporations in the State of Hawai'i.

#### 5.20 Bonds and Insurance

The Board of Directors may obtain such bonds and insurance as may be deemed appropriate in its discretion to accomplish indemnification and related purposes.

### **Article VI: Miscellaneous Matters**

#### 6.10 Fiscal Year

The fiscal year of the corporation shall be the calendar year. The Board of Directors are empowered to determine an alternative fiscal year by resolution.

6.20 Amendment of Articles of Incorporation

The Articles of Incorporation may be amended according to such procedures as are provided by the laws governing nonprofit corporations in the State of Hawai`i.

6.30 Amendment of By-Laws

The By-Laws may be amended by a resolution receiving the affirmative vote of not less than two-thirds of the directors following written notice of not less than ten days setting forth the proposed amendment.

6.40 Dissolution

Dissolution of the corporation may be accomplished as provided by the laws governing nonprofit corporations in the State of Hawai`i, as limited by the Articles of Incorporation.

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***Certification***

I certify that the foregoing By-Laws of \_\_\_\_\_ were adopted by the initial directors at their organizational meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, and were ratified by the first regular Board of Directors at their first meeting held on the \_\_\_\_\_ day of \_\_\_\_\_.

DATED: \_\_\_\_\_ Hawai`i,

\_\_\_\_\_

Secretary