



AMENDED AND RESTATED BYLAWS
OF THE
FILIPINO CHAMBER OF COMMERCE OF HAWAII
(Effective July 1, 2023)

THE AMENDED AND RESTATED BYLAWS
OF THE FILIPINO CHAMBER OF COMMERCE OF HAWAII

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BYLAWS
OF
FILIPINO CHAMBER OF COMMERCE OF HAWAII
(the "Corporation")

ARTICLE I
PURPOSES; NONPROFIT CHARACTER

Section 1.1 Purposes. The purposes of the Corporation shall be to promote participation in the business community by those engaged in business, agriculture, industry or profession; to represent and to advocate the interests of the business and businesswomen and their communities; to foster the exchange of ideas and information among and between members of the Corporation and other members of the business community; to encourage and promote the professional growth of the Corporation membership; to facilitate the exchange of business and to broaden opportunities for businesses; to accept contributions, gifts, bequests or devices for the purposes of the Corporation and to engage in any other activity not otherwise prohibited to it by law or regulation.

Section 1.2 Nonprofit Character. The Corporation shall be a nonprofit corporation. The Corporation shall not authorize or issue shares of stock. No dividend shall be paid and no part of the income or earnings which may be derived from its operations, in pursuance of the purposes of the Corporation, shall be distributed to or inure to the benefit of any Director or Officer of the Corporation, or any private individual, but shall be used to promote the purposes of the Corporation.

ARTICLE II
PRINCIPAL OFFICE; PLACE OF MEETINGS; SEAL

Section 2.1 Principal Office. The principal office of the Corporation shall be maintained at such place within or without the State of Hawaii, and the Corporation may have such other offices within or without the State of Hawaii, as the Board of Directors of the Corporation shall determine.

Section 2.2 Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation, unless some other place is stated in the call. Any meeting, regular or special, of the Board of Directors may be held by telephone conference, video/virtual conference, or similar communication method as long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 2.3 Seal. The Corporation may have a corporate seal as the Board of Directors shall determine.

ARTICLE III
MEMBERS

Section 3.1 **Member**. Any natural person or business entity who is interested in promoting, fostering and furthering the purposes of the Corporation shall be eligible for membership.

Section 3.2 **Membership Classes and Authority** . The Corporation shall have the following four classes of membership, and such other categories of membership as may be designated by the Board of Directors from time to time. The initial designation of the classes and the qualifications and rights of the members of the classes shall be as follows:

(a) **Regular Members**. Except as otherwise provided under these Bylaws, Regular Members of the Corporation shall have the right to vote for the election of Directors, to vote for the election Officers, to vote on any proposal of merger, consolidation or dissolution, and to vote on the sale of major assets of the Corporation.

(b) **Associate Members**. The Board of Directors, in its sole discretion, may designate certain contributors to the Corporation (including but not limited to participants in the Corporation's Fellowship Program) as Associate Members. Associate Members may attend meetings of the general membership of the Corporation and may serve on Committees of the Corporation, except that Associate Members need not be given notice of any meeting of the Corporation. Further, Associate Members shall not have the authority to vote on any matters submitted to a vote of the Corporation's general membership.

(c) **Honorary Member**. The Corporation recognizes that individual persons may from time to time provide substantial financial, voluntary services and other forms of support to the Corporation in furtherance of the Corporation's purposes, program and activities. To encourage and recognize the contributions of such individuals to the Corporation and its purposes, the Board of Directors, in its sole discretion, may, by the affirmative vote of a majority of them then in office, bestow the honorary title of "Honorary Member" to such individuals. Such individuals so designated shall not have any voting or other rights or duties with respect to the governance or operations of the Corporation, and may be provided with opportunities to participate in selected activities and programs undertaken by the Corporation as determined from time to time by the Board of Directors.

(d) **Lifetime Member**. Upon completion of his or her term of office, the outgoing President of the Corporation shall give the designation of Lifetime Member. The Lifetime Members shall have the same voting rights as Regular Members and shall be exempt from the payment of any membership dues that may be set by the Board of Directors from time to time.

Section 3.3 **Membership Qualifications**. Membership qualifications and dues, for each category of membership, shall be established by the Board of Directors and may be revised at the sole discretion of the Board of Directors from time to time.

Section 3.4 **Annual Meeting**. The annual meeting of Members for the election of Directors and Officers, and for the transaction of such other business as may properly come before the annual meeting, shall be held each year in the Spring at such date, time, and place that

the Board of Directors shall determine or such other date, time, and place that the Board of Directors shall determine. The record date for establishing Members entitled to vote shall be the last day of the month, or such other specific date determined by the Board of Directors in its sole discretion, preceding the month in which the meeting is to be held.

Section 3.5 Regular Meetings. The Members may establish regular meetings to be held at a set date, time and place, and no further notice thereof shall be required.

Section 3.6 Special Meetings. The President may call special meetings of the Members whenever the President deems it necessary and shall call a special meeting whenever requested to do so in writing by three (3) or more Directors, or upon the call of one-fourth (25%) of all of the Members. Upon receipt of such call or written request, the Secretary shall send out notices of the meeting to all Members in the same manner as for annual meetings of the Members.

Section 3.7 Notice of Meetings. Except as otherwise provided in these Bylaws (including Section 3.4 with respect to regular meetings) or by law, notice of each annual, regular or special meeting of the Members, stating the day, time and place thereof and the general nature of the business to be considered at such meeting, shall be given by the Secretary, or by the person or one of the persons calling the meeting, to each Member not less than ten (10) days or more than sixty (60) days in advance of such meeting. Such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, and correctly addressed to the Member at the address shown on the books of the Corporation, sent by facsimile telecommunication to the number at which the Member has consented to receive notice by facsimile telecommunication or sent by electronic mail to the electronic mail address at which the Member has consented to receive notice by electronic mail. Nonreceipt by a Member of notice of a meeting mailed to such Member by first class or certified mail shall not invalidate any business done at the meeting while a quorum is present.

Section 3.8 Waiver of Notice.

(a) Any Member may, prior to, at or subsequent to any annual, regular or special meeting of Member, waive notice of such meeting in writing signed by the Member.

(b) The presence or representation at any meeting of any Member shall be the equivalent of a waiver of the requirement of the giving of notice of the meeting to such Member, unless the Member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and objects to considering a matter when it is presented.

Section 3.9 Quorum. At any meeting of the Members of which proper notice has been given, a majority of the Members present (either in person, via telephone conference, or via video/virtual conference) shall constitute a quorum, and the concurring vote of a majority of the Members constituting a quorum shall be valid and binding upon the Corporation, except as otherwise provided by law, these Bylaws or the Articles of Incorporation.

Section 3.10 Voting; No Proxies. Each Member entitled to vote is entitled to one (1) vote on all matters properly submitted to the Members. Voting by proxy shall not be permitted at any meeting of the Members.

Section 3.11 Adjournment. Any meeting of the Members, whether annual, regular or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting, unless a new record date is or must be fixed under Hawaii Revised Statutes § 414D-107, in which event notice of the adjourned meeting shall be given to the Members of record as of the new record date. Such adjournment may be to such time and to such place as shall be determined by a majority of the Members present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

Section 3.12 Action by Members Without a Meeting.

(a) By Written Consent. Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least eighty percent (80%) of the Members with respect to the subject matter thereof and filed with the records of the meetings of the Members. Such consent shall have the same effect as a vote of the Members at a meeting and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs.

(b) By Electronic Balloting. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if the Secretary or President delivers a ballot by electronic transmission to every Member. The ballot will be in written form or in the form of an electronic transmission; state the proposed action; if the proposed action is to elect a Director or Officer, provide an opportunity to vote for or against each candidate listed; if the proposed action does not involve an election, provide an opportunity to vote for or against each proposed action; indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals needed to approve each action; and specify the date and time by which a ballot must be received by the Corporation in order to be counted. Approval of any vote by electronic ballot shall be valid only if (i) the number of votes cast equals or exceeds the quorum required to be present at a meeting to authorize the action, and (ii) the number of affirmative votes equals or exceeds the number of affirmative votes for approval that would be required to approve the action at a meeting.

Section 3.13 Admission; Removal; Withdrawal.

(a) New Members of the Corporation shall be admitted upon the approval of the Board of Directors, pursuant to such procedures as may be established by the Board of Directors from time to time in its sole discretion.

(b) Any Member may be removed as a Member of the Corporation by the affirmative vote of the Board of Directors. Not less than twenty (20) days prior to the date on which the vote for removal shall be held, the Member who is proposed to be removed shall be sent written notice, by hand, first class mail, or electronic transmission, of such Member's proposed removal and the reasons therefor. The Member may provide a written response to the Secretary no later than five (5) days prior to the date on which the vote shall be held, and the Member's response shall be provided to the entire Board of Directors prior to the vote for removal.

(c) Any Member may withdraw from the Corporation at any time upon giving prior written notice to the Secretary.

Section 3.14 Dues. Members shall be liable for such annual membership dues and assessments as shall from time to time be determined by general or special resolution of the Board of Directors.

Section 3.15 Committees. Any Member may serve on a committee of the Corporation or on a committee established by the Board of Directors (a "Board Committee") as long as such Board Committee is not exercising the authority of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Powers. The Board of Directors shall manage the business, affairs and property of the Corporation, and shall have and may exercise all of the powers of the Corporation to the fullest extent permitted by the laws of the State of Hawaii, the Articles of Incorporation and these Bylaws, as they may be amended from time to time.

Section 4.2 Number.

(a) There shall be a Board of Directors of the Corporation, to consist of not less than seven (7) nor more than twenty-one (21) members. The minimum number of Directors shall be as follows: (i) the following Officers of the Board (the "Officer Directors"): President, President-Elect, Vice President, Secretary, and Treasurer; and (ii) two (2) elected members of the Board of Directors (the "Elected Directors").

(b) The number of Directors for the ensuing year shall be fixed by the Board of Directors at each annual meeting and the number so designated shall then be elected by ballot by the Members, to hold office for the terms set forth in Section 4.3 until the annual meeting at which the terms expire and thereafter until their successors shall be duly elected. The number of Directors, within the foregoing limitation as to the minimum and maximum number, may be decreased or increased by the Board of Directors at any annual meeting, or a special meeting called for that purpose, and in case the number is increased, the additional Director(s) shall be elected by ballot at that annual meeting, or such special meeting as the case may be, and in case the number is decreased, the position(s) of the Director(s) whose terms are expiring at such annual meeting shall not be filled. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office. The Directors shall serve on a staggered basis, with the terms of approximately one-half (1/2) of the Directors expiring at each annual meeting, in accordance with the procedures set forth in Section 4.3.

Section 4.3 Election; Term; Term Limits.

(a) Officer Directors. The Officers who will serve on the Board of Directors shall be nominated and elected pursuant to Article VII below. The term and term limit of each Officer serving on the Board of Directors shall mirror the term of office and term limit of his or her office as set forth in Section 6.2 below.

(b) Elected Directors. The Elected Directors shall be elected by the Members at a duly noticed meeting of the Members or by electronic ballot as described in Section 3.12(b) above. The candidates receiving the greatest number of votes for each vacant Director position shall win the election. The term of each Elected Director shall be for two (2) years, and the terms of the Elected Directors shall be staggered as follows: at that annual meeting adopting staggered terms, or at a special meeting called for that purpose, one-half (1/2), or approximately one-half (1/2) if circumstances require, of the Board of Directors shall be elected for a one-year term, and the remaining one-half (1/2), or approximately one-half (1/2) if circumstances require, of the Board of Directors shall be elected for a two-year term, and thereafter one-half (1/2) of the Board of Directors shall be elected annually for a term of two (2) years. No Director may serve for more than one term, or two (2) years consecutively. After an interval of one (1) year off of the Board of Directors following service for one term, or two (2) consecutive years, on the Board of Directors, an individual may be elected to the Board of Directors.

Section 4.4 Nominations and Qualifications of Elected Directors.

(a) Recommendations for Elected Director-nominees may be submitted by Members, Directors and Officers to the Nominating Committee of the Board of Directors. The Nominating Committee, after giving due consideration pursuant to its procedures to such recommendations and to such other persons as it may wish to consider, shall present its slate of Elected Director-nominees to the Members at their annual meeting or a special meeting called specifically to consider such recommendations.

(b) Only recommended individuals who satisfy the following qualification requirements shall be eligible for inclusion on the Nominating Committee's slate of Elected Director nominees:

- (1) The recommended individual must be a Regular Member of the Corporation at the time of the recommendation;
- (2) The recommended individual must have been a Regular Member of the Corporation for the three (3) years prior to the time of the recommendation;
- (3) The recommended individual shall not have any outstanding membership dues owed to the Corporation; and
- (4) The recommended individual shall not have any outstanding debts owed to the Corporation.
- (5) The recommended individual shall not have served as Past-President of the Corporation.
- (6) No more than two individuals affiliated with the same company or organization shall be included on the Nominating Committee's slate of Elected Director nominees,

Section 4.5 Permanent Vacancies. If any permanent vacancy shall occur in the Board of Directors through death, resignation, disqualification, removal or other cause other than

temporary absence, illness or disability, the remaining Directors, by the affirmative vote of a majority of all of the remaining Directors, may elect a successor Director to hold office for the unexpired portion of the term of the Director whose position shall be vacant.

Section 4.6 Temporary Vacancies, Substitute Directors. If any temporary vacancy shall occur in the Board of Directors through the sickness or disability of any Director, the remaining Directors, by the affirmative vote of a majority of all of the remaining Directors, may appoint a person as a substitute Director, who shall serve as a Director during such temporary vacancy until the original Director shall return to duty or the office of such Director shall become permanently vacant.

Section 4.7 Resignation. A Director may resign at any time by delivering written notice of resignation to the President or the Secretary. A resignation is effective when the notice is received, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 4.8 Removal. Any Director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3s) of all of the Directors then in office (which shall not include any Director whose removal is the subject of such vote) at any meeting called for such purpose upon not less than seven (7) days' written notice of the purpose of such meeting whenever, in the Board of Directors' judgment, the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.9 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors for attendance at meetings of the Board of Directors and/or Board committees may be paid or reimbursed by the Corporation upon the submission of expense documentation in accordance with expense reimbursement procedures of the Board of Directors or the Finance Committee. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity pursuant to the express authorization of the Board of Directors.

Section 4.10 Gifts and Contributions.

(a) The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation.

(b) The Board of Directors may authorize the Officers to accept on behalf of the Corporation, in accordance with policies and procedures set by the Board of Directors, any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used in a manner consistent with the restrictions contained in the grant and the Corporation's exempt purposes.

Section 4.11 Procedure. The Board of Directors shall fix its own rules of procedure which shall not be inconsistent with these Bylaws, and may, for that purpose, adopt the current edition of the *Robert's Rules of Order*.

Section 4.12 Annual Meeting. The annual meeting of the Board of Directors shall be held at the place of each annual meeting of the Members and immediately preceding or following such meeting. At such annual meeting, the Board of Directors shall transact such other business as may properly come before the Board of Directors.

Section 4.13 Regular Meetings. The Board of Directors may establish regular meetings to be held at a set date, time and place, and no further notice thereof shall be required.

Section 4.14 Special Meetings. The President may call special meetings of the Board of Directors whenever the President deems it necessary and shall call a special meeting whenever requested to do so in writing by three (3) or more Directors. The President or Secretary shall give notice of a special meeting as set forth in Section 4.16, provided that the manner of providing such notice need not be the same for each Director as long as such notice is given as provided in these Bylaws.

Section 4.15 Place and Time of Meetings. Meetings shall be held at such day, time and place as designated in the call of the meeting.

Section 4.16 Notice of Meetings.

(a) Except as otherwise provided in these Bylaws or by law, notice of each annual or regular meeting of the Board of Directors, stating the day, time and place thereof, shall be given to each Director (other than the person or persons calling the meeting and other than the person giving notice of the meeting) not less than seven (7) days or more than sixty (60) days in advance of such meeting. Such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, and correctly addressed to the Director at the address shown on the books of the Corporation, sent by facsimile telecommunication to the number at which the Director has consented to receive notice by facsimile telecommunication or sent by electronic mail to the electronic mail address at which the Director has consented to receive notice by electronic mail.

(b) Notice of any special meeting of the Board of Directors, stating the day, time, place and purpose or purposes of the special meeting shall be given not less than forty-eight (48) hours before the meeting in either oral or written form or by facsimile telecommunication or electronic mail as set forth above.

(c) Notwithstanding the foregoing, any action of the Board of Directors to remove a Director shall not be valid unless such Director is given at least seven (7) days written notice that the matter will be voted upon at the meeting unless such notice is waived.

(d) Nonreceipt by a Director of any written notice of a meeting mailed to such Director shall not invalidate any business done at the meeting while a quorum is present.

Section 4.17 Waiver of Notice.

(a) Any Director may, prior to, at any annual, regular or special meeting, or subsequent thereto, waive notice of such meeting in writing, signed by the Director.

(b) The presence at any meeting of any Director shall be the equivalent of a waiver of the requirement of the giving of notice of the meeting to such Director, unless the Director, at the beginning of the meeting or prior to the vote on a matter not properly noticed, objects to the lack of notice and does not thereafter vote or assent to the objected action. Except as otherwise provided by these Bylaws or law, a notice or waiver of notice need not state the purposes of any such meeting.

Section 4.18 Quorum. A majority of the total number of Directors shall constitute a quorum to transact business, and, in order to be valid, any act or business must receive the approval of a majority of such quorum. A vacancy or vacancies in the membership of the Board of Directors shall not affect the validity of any action of the Board of Directors, provided there is present at the meeting a quorum of all of the Directors at which the Board of Directors has been fixed.

Section 4.19 Voting. At all meetings of the Board of Directors, each Director shall have one (1) vote.

Section 4.20 Attendance at Meetings. Directors are expected to attend all of the regular and special meetings each year. If a Director fails to attend three (3) meetings, such Director shall be asked to submit a written explanation of such absences to the Board and, following the removal procedures set forth in Section 4.08, a special meeting to vote on the removal of such Director shall be held.

Section 4.21 Meetings by Telephone or Video Conference. Subject to the notice requirements of Section 4.16, members of the Board of Directors, or any Board committee, may participate in a meeting of the Board of Directors, or of a Board committee, by means of a telephone conference, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting.

Section 4.22 Action by Directors Without a Meeting.

(a) By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors, or any Board committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, or all of the members of the Board committee, as the case may be, with respect to the subject matter thereof and filed with the records of the meetings of the Board of Directors or Board committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the Board of Directors, or all of the members of the Board committee, and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs.

(b) By Electronic Balloting. Any action required or permitted to be taken at a meeting of the Board of Directors, or any Board committee, may be taken without a meeting if the Secretary or President delivers a ballot by electronic transmission to every Director. The

ballot will be in written form or in the form of an electronic transmission; state the proposed action; if the proposed action is to elect a Director or Officer, provide an opportunity to vote for or against each candidate listed; if the proposed action does not involve an election, provide an opportunity to vote for or against each proposed action; indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals needed to approve each action; and specify the date and time by which a ballot must be received by the Corporation in order to be counted. Approval of any vote by electronic ballot shall be valid only if (i) the number of votes cast is equals or exceeds the quorum required to be present at a meeting to authorize the action, and (ii) the number of affirmative votes equals or exceeds the number of affirmative votes for approval that would be required to approve the action at a meeting.

(c) Presumption of Assent. A Director who is present at a meeting of the Board of Directors, or any Board committee, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent or refusal to vote is entered in the minutes of the meeting or unless the Director either files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

(d) Adjournment. Any meeting of the Board of Directors, whether annual, regular or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting. Such adjournment may be to such day, time and place as shall be determined by a majority of the Directors present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

Section 4.23 No Proxies. Voting by proxy shall not be permitted at any meeting of the Board of Directors or of any Board committees or other boards or bodies created by the Board of Directors.

ARTICLE V COMMITTEES OF THE BOARD OF DIRECTORS

Section 5.1 Committees of the Board. The Board of Directors, by resolution adopted by a majority of the Directors, shall designate and appoint as Board standing committees a Nominating Committee, a Finance Committee, an Audit Committee, and a Governance Committee, and may also designate and appoint any other standing and special committees to direct the business of the Corporation, each of which, to the extent provided in the enabling resolution, the Articles of Incorporation or these Bylaws, shall have and may exercise the authority granted to it by the Board of Directors in the enabling resolution; except that no such committee shall have the authority of the Board of Directors to take the following actions or any other action not permitted to be taken by the laws of the State of Hawaii:

- (a) Authorizing distributions;

(b) Electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation;

(c) Adopting, amending, altering or repealing the Corporation's Articles of Incorporation or Bylaws;

(d) Adopting a plan of merger or adopting a plan of consolidation with another corporation or entity;

(e) Authorizing the sale, lease, exchange or mortgage of all, or substantially all, of the property and assets of the Corporation;

(f) Authorize an unbudgeted expenditure of Corporation funds in excess of \$1,000;

(g) Approve any agreement which with a term with a duration of more than six (6) months;

(h) Approve any agreement which calls for the expenditure of Corporation funds in an amount in excess of \$5,000;

(i) Authorizing the voluntary dissolution of the Corporation or revoking proceedings thereof;

(j) Adopting a plan for the distribution of the assets of the Corporation; or

(k) Amending altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by a committee.

The designation and appointment of any such Board committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or the Director by law.

(l)

Section 5.2 Nominating Committee. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Nominating Committee which shall perform the duties and responsibilities set forth below and perform such other functions as may be assigned to it by law, the Bylaws or the Board of Directors:

(a) Evaluation of Recommended Individuals. The Nominations Committee shall evaluate those individuals who have been recommended to serve as either an Elected Director or Officer of the Corporation and shall only include on its list of nominees for election those individuals who satisfy the nomination requirements set forth in Article IV and Article VI of these Bylaws.

(b) Prepare List of Nominees for Election. The Nominations Committee shall propose persons for election as Officers and Elected Directors at the next annual meeting of the Corporation, or in the event of Director vacancies between annual meetings of the Members,

may propose replacement Directors for election by the Board of Directors, and shall also recommend persons for consideration as Officers to be elected at the next annual meeting of the Corporation; provided, however, that for any upcoming annual meeting of the Members, any member may present nominations not less than thirty (30) days in advance of such meeting by written notice to the Secretary by a petition of signatures of twenty five percent (25%) of the members, in addition to those presented by the Nominating Committee.

Section 5.3 Finance Committee. The Board shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Finance Committee, that shall be responsible for coordinating the production of financial reports for the various committees as well as developing strategies for raising revenues to finance the Corporation's projects, as well as other functions as may be assigned to it by law, the Bylaws or the Board of Directors. The Treasurer shall appoint a bookkeeper to serve as a member of the Finance Committee. The Finance Committee shall be responsible for reviewing any financial reports produced by the bookkeeper.

Section 5.4 Audit Committee. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, an Audit Committee, which shall perform the duties and responsibilities set forth below and perform such other functions as may be assigned to it by law, the Bylaws or the Board of Directors:

(a) Recommend an Independent Auditor. Recommend the firm to be employed as the Corporation's independent auditor, and review and approve the discharge of any such firm. The Audit Committee shall also review and approve the independent auditor's compensation, the terms of its engagement by the Corporation, and the independence of such auditor.

(b) Review Independent Audit. Review, in consultation with the independent auditor, the result of each independent audit of the Corporation, the report of the auditor, any related management letter, and management's responses to recommendations made by the independent auditor in connection with the audit.

(c) Review Annual and Periodic Financial Statements. Review, in consultation with the independent auditor and management, the Corporation's annual financial statements; any report or opinion rendered by the independent auditor in connection with those financial statements; and any dispute between management and the independent auditor that arose in connection with the preparation of those financial statements. The Audit Committee shall review and report to the Board of Directors with respect to the financial portions of the Corporation's annual report. The Audit Committee shall also review, before or after publication, the Corporation's quarterly financial statements.

(d) Work with the Independent Auditor. Consider, in consultation with the independent auditor, (i) the scope and plan of forthcoming external audits, (ii) the adequacy of the Corporation's internal accounting controls, and (iii) any material questions of choice with respect to the choice of appropriate accounting principles and practices to be used in the preparation of the Corporation's financial statements.

(e) Consider Other Financial Matters. Have power to inquire into any financial matters in addition to those set forth in Sections 6.6(a) through 6.6(e).

Section 5.5 Committee Chairs; Meetings; Procedures.

(a) The President, with the approval of the Board of Directors, shall appoint all standing Board committee chairs for the ensuing year at or within a reasonable time after the annual meeting of the Board of Directors. Board Committee chairs shall be members of the Board of Directors. If the Board of Directors establishes a new standing Board committee by resolution at a meeting other than the annual meeting of the Board of Directors, the President, with the approval of the Board of Directors, shall similarly appoint its chair at the time that the Board committee is established or within a reasonable time after the establishment of the Board committee. Each of the standing Board committees shall perform the responsibilities set forth in the enabling resolution designating such committees, and shall prepare its charter or mission statement that shall be approved by the Board of Directors. Subject to Section 3.15, any Regular Member may serve as a Co-Chair or member of a committee.

(b) Meetings of Board committees may be called by the respective chairs thereof or by any two (2) members of the Board committee. At all meetings of any Board committee, a majority of the Board committee members shall constitute a quorum for the transaction of business, and the act of a majority of the Board committee members present at any meeting thereof at which there is a quorum shall be the act of the Board committee, except as may be otherwise specifically provided for by the Bylaws.

(c) All actions of each standing Board committee shall be reported to the Board of Directors at its next meeting succeeding such action. Regular minutes of the proceedings of each standing Board committee shall be kept. A majority of the members of each standing Board committee at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of each standing Board committee present at a meeting shall be necessary for the taking of any action.

(d) Each committee shall submit its budgets, expenses, vendor contracts, and similar (the "Committee Financials") to the Treasurer for preliminary review and approval. Upon approval by the Treasurer, the Committee Financials shall be submitted the Board of Directors for final approval.

Section 5.6 Advisory Committees. The Board of Directors may create such advisory committees as the Board of Directors may from time to time determine would promote and further the purposes and objectives of the Corporation. The President, with the approval of the Board of Directors, may appoint both Directors and other persons to serve on such advisory committees, shall appoint the chairs of such advisory committees, and shall set the general procedures for the operation of the advisory committees. Advisory committees shall not have any authority to act on behalf of, or otherwise bind, the Corporation. An individual's membership on an advisory committee does not independently qualify such individual as an Officer, Director or agent of the Corporation, and such individual shall keep confidential all confidential information gained by virtue of such position.

(a) Procedure. The Board of Directors shall fix the rules of procedure for any committee which shall not be inconsistent with these Bylaws, or in lieu thereof shall use Robert's Rules of Order (11th ed.).

ARTICLE VI OFFICERS AND MANAGEMENT

Section 6.1 Officers. The Officers shall be the President, President-Elect, Vice President, Secretary, and Treasurer, and if so elected in addition thereto, an Assistant Secretary, an Assistant Treasurer and such other Officers, with such duties, as the Board of Directors shall from time to time determine. All Officers must be members of the Board of Directors. No person may hold more than one office. The Board of Directors may, in its discretion, from time to time, limit or enlarge the duties and powers of any Officer appointed by it. The immediate Past-Past President shall serve as an ex officio member of the Board of Directors.

Section 6.2 Election; Term. The Officers will enter office in the following manner:

(a) Elected Positions. The President-Elect, Vice President, Secretary, and Treasurer, (and Assistant Secretary and Assistant Treasurer if such positions are authorized by the Board of Directors) shall be elected by the Members at a duly noticed meeting of the Members or by electronic ballot as described in Section 3.12(b) above. The candidate receiving the greatest number of votes for each office shall win the election and shall serve a one-year term..

(b) Succeeded Positions.

(1) After serving a one-year term as President-Elect, that individual will succeed to the role of President for a one-year term.

(2) After serving a one-year term as President, that individual will succeed to the role of Past-President for a one-year term as an ex-officio member of the Board of Directors.

(c) Appointed Positions. A Legal Counsel, and such other appointed officers as may be determined by the Board of Directors from time to time, shall be appointed by the President, subject to the approval of the Board of the Directors.

Each Officer shall serve until the next annual meeting and thereafter until their respective successors shall be duly elected or appointed and qualified, or until his or her earlier death, resignation or removal. Any Elected Officer may be reelected, subject, however, to a limitation of two (2) consecutive one-year terms in the same office. The Appointed Officers shall not be subject to a term limitation.

Section 6.3 Nominations and Qualifications of Officers.

(a) Recommendations for Officer-nominees may be submitted by Members, Directors and Officers to the Nominating Committee of the Board of Directors. The Nominating Committee, after giving due consideration pursuant to its procedures to such recommendations and to such other persons as it may wish to consider, shall present its slate of Officer-nominees

to the Members during their annual meeting or a special meeting called specifically to consider such recommendations.

(b) Only recommended individuals who satisfy the following qualification requirements shall be eligible for inclusion on the Nominating Committee's slate of Officer nominees:

(1) The recommended individual must be Regular Member of the Corporation at the time of the recommendation;

(2) The recommended individual must have been a Regular Member of the Corporation for the three (3) years prior to the time of the recommendation;

(3) For offices of Treasurer, Assistant Treasurer, Secretary, and Assistant Secretary, the recommended individual must have served at least one term on the Board of Directors as an Elected Director;

(4) For the offices of President Elect and Vice President, the recommended individual must have served at least two terms on the Board as either an Officer or an Elected Director.

(5) The recommended individual shall not have any outstanding membership dues owed to the Corporation; and

(6) The recommended individual shall not have any outstanding debts owed to the Corporation.

(7) The recommended individual shall not has served as Past-President of the Corporation.

Section 6.4 Removal; Temporary Officers. The Board of Directors, or a Board committee appointed by the Board of Directors for such purpose, may at any time, with or without cause, remove from office any Officer, subordinate Officer, agent or employee appointed by it or by any person under authority delegated by it, whenever, in their judgment, the best interests of the Corporation will be served thereby. The Board of Directors may, in its discretion, elect acting or temporary officers, elect officers to fill vacancies occurring for any reason whatsoever, and limit or enlarge the duties and power of any Officer elected by it. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not in itself create contract rights.

Section 6.5 Resignation. Any Officer may resign at any time, subject to any rights or obligations under any existing contracts between the Officer and the Corporation, by delivering written notice of resignation to the President or the Secretary. A resignation is effective when the notice is received, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board of Directors accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provided that the successor does not take office until the effective date.

Section 6.6 Authority and Duties of Officers. The Officers shall have the authority and shall exercise the powers and perform the duties specified by the Board of Directors, the President or these Bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by law.

Section 6.7 The President. The President shall be the Chief Executive Officer of the Corporation. The President shall be a voting member of all Board committees except the Nominating and Audit Committees. The President shall preside at all meetings of the Board of Directors, and may call special meetings of the Board of Directors at the President's discretion and shall call annual meetings of Board of Directors, as provided by these Bylaws. Subject to the general direction and control of the Board of Directors, the President shall:

- (a) be in personal charge of the principal office of the Corporation;
- (b) have the general management, supervision and control of all of the property, business and affairs of the Corporation, prescribe the duties of the employees of the Corporation, and exercise such other powers as the Board of Directors may from time to time confer upon the President; and
- (c) The President shall at all times keep the Board of Directors fully advised as to all of the Corporation's business.

Section 6.8 The President-Elect. The President Elect shall assist the President in the performance of his or her duties; perform all of the duties and exercise all of the powers of the President provided by these Bylaws or otherwise during the absence or disability of the President or whenever the office of President shall be vacant; perform all other duties assigned to him or her by the Board of Directors or the President; and shall succeed to the office of President upon the completion of his or her term.

Section 6.9 The Vice President. The Vice President shall perform all of the duties and exercise all of the powers of the President provided by these Bylaws or otherwise during the absence or disability of the President or whenever the office of President shall be vacant, and shall perform all other duties assigned to him or them by the Board of Directors or the President.

Section 6.10 The Secretary. The Secretary shall attend the meetings of the Board of Directors and, to the extent feasible, of all Board committees, and shall record the proceedings of the Corporation and of the Board of Directors and of all Board committees, at their respective meetings. The Secretary shall provide for notification to the Directors of their respective meetings in accordance with these Bylaws, shall be the custodian of the Corporation's records and seal, shall furnish certifications of Board of Directors' actions, Bylaws and organizational documents, and shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Directors or the President. In the absence of the Secretary, the President shall appoint a person to act as Secretary of a particular meeting. In the absence of the President, President-Elect, and Vice President, the Secretary shall have power to call such meetings and shall preside thereat until a President Pro Tempore shall be chosen.

Section 6.11 The Treasurer. The Treasurer shall be the financial Officer of the Corporation, shall exercise general oversight over the receipt, custody and disbursement of

corporate funds and financing matters, and shall have custody of all of the funds, notes, bonds and other evidences of property of the Corporation. The Treasurer shall deposit or cause to be deposited in the name of the Corporation all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be designated by the Board of Directors. The Treasurer shall make such disbursements as the regular course of the business of the Corporation may require or the Board of Directors may order. The Treasurer shall perform all other duties incident to such office or which may be assigned to the Treasurer by the President or the Board of Directors. At the end of his or her term of office, the Treasurer shall deliver to his or her successor all books, monies, and other property of the Corporation then in his or her possession.

Section 6.12 Assistant Secretary and Assistant Treasurer. The Assistant Secretary and Assistant Treasurer, if elected or appointed, shall perform all of the duties and exercise all of the powers of the Secretary and Treasurer, respectively, during the absence or disability, or a vacancy in the office, of the Secretary or Treasurer, respectively, and shall perform all of the duties assigned to such Officer or Officers by the President, the Secretary in the case of the Assistant Secretary, the Treasurer in the case of Assistant Treasurer, or the Board of Directors.

Section 6.13 Absence of Officers. In the absence or disability of the President, President-Elect, and Vice President, the duties of the President (other than the calling of meetings of the Board of Directors) shall be performed by such persons as may be designated for such purpose by the Board of Directors. In the absence or disability of the Secretary and of the Assistant Secretary, or of the Treasurer and the Assistant Treasurer, the duties of the Secretary or of the Treasurer, as the case may be, shall be performed by such person or persons as may be designated for such purpose by the Board of Directors.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1 Powers. The Board of Directors shall have and exercise the management and control of the assets of the Corporation as may be authorized by the Articles of Incorporation, Bylaws, or federal or State of Hawaii law. Assets shall be managed, and operations conducted so as to preserve the nonprofit character and tax-exempt status of the Corporation.

Section 7.2 Corporate Trustee. The Board of Directors may authorize the deposit of all or any portion of the assets of the Corporation with a corporate trustee under such custodial or trust arrangements as the Board of Directors shall deem necessary or desirable, provided that such corporate trustees shall be a bank having trust powers, organized under the laws of the United States or of any state thereof, or a trust company organized under the laws of the United States or any state thereof.

Section 7.3 Investments.

(a) The Corporation shall have the right to retain all or any part of any cash, securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, and in accordance with the investment

policy of the Corporation as adopted by the Board of Directors from time to time, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would adversely affect the tax-exempt status of the Corporation.

(b) The Board of Directors may from time to time appoint one or more investment managers and may delegate to such investment manager or managers such authority to invest, manage, acquire, dispose of, and reinvest such part or all of the assets of the Corporation, as the Board of Directors shall from time to time determine.

Section 7.4 Conveyance of Real Property. Subject always to the specific directions of the Board of Directors, the President may be authorized by resolution of the Board of Directors to sell, lease, exchange, mortgage, pledge or otherwise convey or dispose of all or any part of the real property, fixtures, improvements of chattels real of the Corporation, by instruments duly executed according to law and attested by the Secretary, the Treasurer or Assistant Treasurer, and in such case no further authorization or consent of the Board of Trustees shall be required.

Section 7.5 Leases. The Corporation shall not enter into any leases of any kind (e.g., real property, equipment, etc.) in the name of the Corporation, unless specifically authorized by or under the authority of a resolution of the Board of Directors.

Section 7.6 Borrowings. The Corporation shall not contract for, or incur, any indebtedness for borrowed money on behalf of the Corporation and shall not issue any evidence of such indebtedness in the name of the Corporation, unless specifically authorized by or under the authority of a resolution of the Board of Directors.

Section 7.7 Loans Prohibited. The Corporation shall not make any loans to, or guarantee any obligation of, any of its Directors, Officers, or agents. Any Director or Officer who assents to or participating in the making of such a loan or the guaranty of such an obligation will be liable to the Corporation for the amount of the loan or any indebtedness resulting from the guarantee until the loan or indebtedness is repaid in full. For the purpose of this Section 7.6, any Director who votes against the making of such a loan or guarantee of such an obligation will be deemed not to have assented to or participated in the making of the loan or the guarantee of the obligation.

ARTICLE VIII CONFLICTS OF INTERESTS; CODE OF ETHICS

Section 8.1 Conflict of Interest Defined; Disclosure. A conflict of interest may exist when any Member, Director, Board committee member, Officer has a financial or other personal interest (including a conflicting fiduciary interest due to such person's status as an officer or director of another organization) in a transaction, contract or other matter that is presented to the Board of Directors or a Board committee for authorization, approval or ratification. In such situation, the person involved (the "Interested Person") shall provide prompt, full and frank disclosure of such interest to the Board of Directors or Board committee prior to any action on

such contract or transaction if the Interested Person is a Director or an Officer, or to the President if the Interested Person is not a Director or Officer.

Section 8.2 Evaluation of Conflict-of-Interest Matters. The Board of Directors or Board committee, as applicable, to which such disclosure is made shall determine, by a majority vote, whether a conflict of interest exists or can reasonably be construed to exist, which would reasonably be expected by an objective third party to affect the Interested Person's ability to make an unbiased decision in the best interest of the Corporation.

Section 8.3 Action When a Conflict of Interest Is Found. If a conflict of interest is deemed to exist, the Interested Person shall not vote on, or use his or her personal influence on, or be present for or participate (other than to present factual information or to respond to questions) in the discussions or deliberation with respect to such contract or transaction. The Interested Person may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is voted upon.

Section 8.4 Minutes. The minutes of the meeting of the Board of Directors or Board committee shall reflect the disclosure made of any conflict or potential conflict of interest, the vote thereon, and, where applicable, the abstention from voting, presence and participation, and whether a quorum was present.

Section 8.5 Annual Review. A copy of this Article IX shall be furnished to each Member, Director, Officer and senior staff member who is presently serving the Corporation, or who may hereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of Directors, Officers and staff members. Any new Voting Member, Director, Officer and staff member shall be advised of this policy upon undertaking the duties of such office.

ARTICLE IX EMERGENCY GOVERNANCE PROVISIONS

Section 9.1 Definitions.

(a) A "Major Emergency" means a major national or local emergency caused by a natural disaster, pandemic, terrorist, or other significant event resulting in serious disruption in normal life over multiple days or an extended period of time; including but not limited to the declaration of a civil defense emergency by the U.S. President or concurrent resolution of the U.S. Congress, or a proclamation of a civil defense emergency by the Governor of the State of Hawaii that relates to an attack on the United States or any of its possessions.

(b) "Necessary Emergency Action" means action that is deemed by the Board of Directors, during a State of Emergency, to be necessary to be taken by such body immediately, under circumstances in which it is not reasonable to wait until normal conditions have returned. All necessary emergency actions taken by the Board of Directors pursuant to this Article IX shall be deemed duly authorized and approved.

(c) "State of Emergency" means the period of time during which Major Emergency conditions exist in the State of Hawaii.

Section 9.2 Emergency Quorum, Notice, and Meeting Provisions. If as a result of a Major Emergency, a sufficient number of Directors are not available or cannot be located in order to satisfy the quorum requirements for meetings of the Board of Directors otherwise set forth in these Bylaws, then the number of the available Directors shall be deemed a quorum for purposes of a meeting and for due authorization of any necessary emergency action. The available Directors shall determine reasonable notice for a meeting pursuant to this Section 9.2.

Section 9.3 Emergency Representation and Actions in the Absence of Members of the Board of Directors. If during a State of Emergency, no available Directors are able to be located to appoint interim or replacement Directors, the Board of Directors shall consist of the most senior executive officers of the Corporation in the following order:

- (a) Vice President(s); Treasurer; Secretary; and the persons listed in (d); or
- (b) Treasurer; Secretary; and the persons listed in (d); or
- (c) Treasurer; and the persons listed in (d); or
- (d) If there are less than five (5) persons in the combined groups above, all Assistant Secretaries, if any, and all Assistant Treasurers, if any; and the persons listed in (e); and
- (e) If there are less than five (5) persons in the combined groups above, the senior management employees until the total of five persons is attained.]

ARTICLE X AUDIT OF BOOKS

The Board of Directors shall cause a quality control review to be made of the books of the Corporation at least once in each fiscal year and more often if required by the Board of Directors, and shall thereafter make appropriate reports to all members of the Board of Directors as soon as administratively feasible. Further, the Board of Directors shall cause a complete audit to be made of the books of the Corporation on a regular basis that shall be determined by the Board at its discretion. The Board of Directors may appoint some person, firm or corporation engaged in the business of auditing to act as the auditor of the Corporation.

ARTICLE XI EXECUTION OF INSTRUMENTS

Section 11.1 Proper Officers. Except as hereinafter provided or as required by law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, bills of exchange, orders for the payment of money, licenses, endorsements, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, mortgages and other instruments or writings of any nature, except as otherwise provided in these Bylaws, which require execution on behalf of the Corporation, shall be signed by such person or persons as provided in a general or special resolution of the Board of Directors. In the absence of any such general or special resolution applicable to any instrument, the President and any other Officer shall sign such instrument(s). Unless authorized by the Board of Directors, no Officer, agent or employee of the Corporation

shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 11.2 Electronic Signatures. The Board of Directors may, from time to time by resolution, provide for the execution of any corporate instrument or document, including but not limited to checks, warrants, letters of credit, drafts and other orders for the payment of money, by a mechanical device or machine or by the use of electronic signatures under such terms and conditions as shall be set forth in any such resolution.

ARTICLE XII INDEMNIFICATION

Section 12.1 Claims by Third Parties. The Corporation shall have the power to indemnify and hold harmless any Director, Officer, or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including an action by or in the right of the Corporation), by reason of the fact that this person is or was a Director, Officer, or agent of the Corporation (“the Indemnified Party”), against expenses (including attorney’s fees), judgments, fines, and amounts paid or necessarily incurred in settlement or otherwise, by him or her in connection with such action, suit, or proceeding. Unless otherwise determined by a relevant court of law, this indemnification shall not apply in situations which the indemnified party is adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 12.2 Claims Brought by or in the Right of the Corporation. The Corporation shall have the power to indemnify a Director, Officer, or agent who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that they are or were a Director, Officer, or agent of the Corporation, against expenses, including actual and reasonable attorneys' fees, amounts paid in settlement incurred by the person in connection with the action or suit, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification under this Section 12.2 shall not be made for a claim, issue, or matter in which they have been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, they are fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 12.3 Approval of Indemnification. An indemnification under Section 12.1 or Section 12.2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct has been met. This determination shall be made in any of the following ways: (a) By a majority vote of a quorum of the Board of Directors consisting of Board Members who were not parties to the action, suit, or proceeding; or (b) if a quorum of disinterested Directors is not obtainable, then by a majority vote of a committee of

Board Members who are not parties to the action (not less than two (2) disinterested Directors; or (c) by independent legal counsel in a written opinion.

Section 12.4 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 12.1 or Section 12.2 above shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the person being indemnified to repay the expenses if it is ultimately determined that they are not entitled to be indemnified by the Corporation. The undertaking shall be by an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 12.5 Liability Insurance. The Corporation shall be required to purchase insurance for the purpose of such indemnification as described in this Article XIII.

ARTICLE XIII CORPORATE BOOKS AND RECORDS; INSPECTION OF SAME AND BYLAWS

Section 13.1 Books and Records.

(a) The Corporation shall keep at its registered or principal office in the State of Hawaii (and in digital format on a secure, cloud-based server), correct and complete books and records of account and financial statements of the Corporation and minutes of the proceedings of the Members, Board of Directors and Board committees.

(b) The Corporation shall keep at its registered office or principal office in the State of Hawaii (and in digital format on a secure, cloud-based server), a record of the names and addresses of the Members, Directors and Officers.

(c) All books and records of the Corporation may be inspected, upon written demand, by any Member, Director or Member's or Director's agent or attorney for any proper purpose at any reasonable time. Demand of inspection other than at a meeting shall be made in writing upon the President, the Secretary or any other Officer designated by the Board of Directors.

Section 13.2 Inspection of Bylaws. The Corporation shall keep in its principal office for the transaction of business a copy of the Bylaws of the Corporation, as amended or otherwise altered to date, which shall be open to inspection by the Directors at all reasonable times during normal office hours.

ARTICLE XIV FISCAL YEAR

The fiscal year of the Corporation shall be such as may from time to time be established by resolution by the Board of Directors. After the close of each fiscal year of the Corporation, the financial transactions of the Corporation for the preceding fiscal year shall be reviewed by certified public accountants, as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors within ninety (90) days after the close of the fiscal year.

ARTICLE XV
USE OF THE NAME FILIPINO CHAMBER OF COMMERCE OF HAWAII

A Member shall not use the name "Filipino Chamber of Commerce of Hawaii", the acronym "FCCH", or any trademarks or services marks of the Corporation, or any intellectual property belonging to the Corporation for any purpose without obtaining prior written approval of such purpose by the Board of Directors or its designee, and requests for such approval shall be made at least three (3) months in advance of the date proposed first use of such name, acronym, trademark, or service mark. For the purposes of this Article XV, "intellectual property" shall include, without limitation, any of the following: websites; social media posts; written materials (e.g., reports, programs, brochures, publications, etc.), photographs, and video recordings.

ARTICLE XVI
DISPUTE RESOLUTION

Section 16.1 Procedures. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to these Bylaws, or out of any aspect of the operations of the Corporation cannot be resolved in private meetings between the parties, then, without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set forth in these Bylaws or under Hawaii law, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

Section 16.2 Mediation. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one (1) mediator, the other party (or if applicable the Board of Directors) appoints one (1) mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. The total number of mediators serving on the panel may be reduced upon the mutual agreement of the parties.

Section 16.3 Arbitration. If the parties are not successful in resolving the dispute through mediation, the dispute shall be promptly resolved by final and binding arbitration with Dispute Prevention & Resolution, Inc. ("DPR").

(a) Each party to the dispute shall waive their respective right to a jury trial as to such dispute, and understands and agrees that the arbitrator's decision shall be final and binding to the fullest extent permitted by law and enforceable by any court having jurisdiction thereof.

(b) The dispute shall be heard by a single neutral arbitrator. The arbitration shall be conducted in accordance with the Arbitration Rules, Procedures & Protocols of DPR then in effect and to the extent consistent with applicable law.

(c) All proper costs and expenses of such arbitration including, without limitation, witness fees, attorneys' fees, the fees of the arbitrator, and all related costs shall be charged to the party or parties in such amounts as the arbitrator shall determine at the time of the award. An award so rendered shall be binding in all aspects and shall be subject to the provisions of Chapter 658A, Hawaii Revised Statutes, as the same may be amended from time to time.

ARTICLE XVII
AMENDMENT TO BYLAWS

The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by two-thirds majority vote of the Board of Directors, subject to repeal or change upon a two-thirds majority vote of the Members,

ARTICLE XVIII
SEVERABILITY

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

ARTICLE XIX
DEFINITIONS

The word "person" or any pronoun used in place thereof, where the context so requires or admits, shall include and mean individuals, firms, corporations, partnerships and associations. The singular shall include and mean the plural, or vice versa. Masculine, feminine and neuter genders shall include or interchange each of the other genders as the context shall imply.

CERTIFICATE OF SECRETARY

I certify that:

1. I am the Secretary of the Filipino Chamber of Commerce of Hawaii_.
2. The attached Bylaws are the Bylaws of the Corporation adopted by the Board of Directors at a meeting held on April 12, 2023.

DATED: April 12, 2023.

Zhoydell C. Magaoy

Secretary