

(SAMPLE - Use of This Form Is Not Required)

Homestead and Beneficiary Associations (HBA) List Registration Document Provided for the Convenience of HBA

**Organization Name (optional - please translate any Hawaiian names to English as best as possible)		‘ĀaĒēfiŌōŪi	
<h1>Ka'u hawaiian Home Lands Association</h1>			
** Your organization is a (please check the appropriate box): →		<input checked="" type="checkbox"/> Homestead Association	<input checked="" type="checkbox"/> HHCA Beneficiary Association
**Mailing Address (P.O. Box, Street, City, State, Zip Code)			
P.O. Box 153, Naalehu HI. , 96772			
**Electronic Mail Address to be listed	Telephone Number to be listed	World Wide Web address to be listed	Year Association founded
KHHLA@yahoo.com			
**Please summarize the services your organization provides:			
To improve the lives and promote the personal excellence of our native Hawaiian and other communities in the state and island of Hawaii. To promote, preserve, and encourage deeper understanding of social, cultural, and spiritual aspects of Hawaii through instructions of Hawaiian history, culture, and values. To preserve, protect, and enhance Hawaii's natural resources by educating the importance of protecting hawaii's environment.			
** For Homestead Associations: Please provide a description of the territory or geographic area your organization represents		** For HHCA Beneficiary Associations: Please provide a description of the beneficiaries your organization represents	
Homesteads and Hawaiian Home Lands in the District of Ka'u on the island of Hawaii		Beneficiaries represented by our organization are lessees who were awarded homesteads as well as beneficiaries on the State of Hawaii Department of Hawaiian Home Lands waitlist.	
**Please attach to this form a statement of your organization's governing procedures and check the box for completion: → (e.g., a copy of your organization's charter or other governing documents)			<input checked="" type="checkbox"/> Documents attached
**Please check the appropriate box below and sign and date the accompanying statement certifying that your organization is a Homestead Association or HHCA Beneficiary Association, and giving the U.S. Department of the Interior Office of Native Hawaiian Relations permission to list the information above and post it for public access on the Office's website.			
<input checked="" type="checkbox"/> Homestead Association: I/we the undersigned certify that I/we are the governing body for the organization listed above and that our organization is: controlled by HHCA beneficiaries; represents and serves the interests of its homestead community; and has as a stated primary purpose the representation of, and provision of services to, its homestead community.		<input checked="" type="checkbox"/> HHCA Beneficiary Association: I/we the undersigned certify that I/we are the governing body for the organization listed above and that our organization is: controlled by beneficiaries who submitted an application to the State of Hawai'i Department of Hawaiian Home Lands for a homestead and are awaiting the assignment of a homestead; represents and serves the interests of those beneficiaries; and has as a stated primary purpose the representation of, and provision of services to, those beneficiaries.	
<i>Jeffrey Kekoa</i> Signature	<i>Jeffrey Kekoa President</i> Printed Name and Title	<i>April 8, 2020</i> Date	
<i>Katherine Hashimoto</i> Signature	<i>Katherine Hashimoto VP</i> Printed Name and Title	<i>April 8, 2020</i> Date	
<i>Janice Javar</i> Signature	<i>Janice Javar Sec.</i> Printed Name and Title	<i>April 8, 2020</i> Date	
(if more signature lines are needed, please continue on the back of this page)			

**Denotes required field. All others are optional.

To register, complete and send this form and additional required information to the U.S. Department of the Interior, Office of Native Hawaiian Relations, 1849 C Street NW, MS 3561, Washington, DC 20240, or PO Box 50165, Honolulu, HI 96850. If you have any questions, please call (808) 541-2693, ext. 723.

Cynthia Baij
SIGNATURE

Cynthia Baij, Treasure
PRINTED NAME + TITLE

4/08/2020
DATE

William Kehoa Jr.
SIGNATURE

WILLIAM KEHOA JR.
PRINTED NAME + TITLE
Board Member

4/08/2020
DATE

BY LAWS

KA'U HAWAIIAN HOME LANDS ASSOCIATION

(A Hawaii nonprofit corporation)

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Our Kahua (Foundation) being: "Nana I Ke Kumu, Look to the Source" in order for us to fulfill the dreams of our ancestors and the future of our generations to come.

ARTICLE I

ORGANIZATION OF CORPORATION AND ACTIVITIES

Ka'u Hawaiian Home Lands Association's (hereafter, referred to as the "Corporation") purpose, vision and mission statements articulate the essence of the Corporation's values and beliefs. The Corporation's exempt purposes express the reasons for its existence, while the vision expresses its desired outcome. Between such purposes and desired outcome (the vision) is the *how* of the Corporation -- its mission or strategy to achieve its desired outcome.

As described in the articles of incorporation, the Corporation exists and is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, including for such purposes (1) to improve the lives and promote the personal excellence of our Native Hawaiian and other communities in the State of Hawaii and on Hawaii Island, in particular, including youth and families, by developing and supporting activities that increase their capabilities and well-being, and encourage life-long learning, (2) to promote, preserve and encourage interest in and a deeper understanding of the social, cultural and spiritual aspects of Hawaii and increase the self-esteem and cultural identity of Hawaii's youth and community through instruction in Hawaiian history, culture and values, and (3) to preserve, protect and enhance Hawaii's natural resources by educating Hawaii's youth and community on the importance of protecting Hawaii's environment and developing learning methods that promote and facilitate a deeper understanding of Hawaiian culture and values in regard to the environment and its protection.

The Corporation envisions a dedicated community involved in creating the productive usage of the inventoried lands specified for agricultural, pastoral, residential and all others in compliance with the Hawaiian Home Lands Trust in Ka'u. And, such vision will be achieved by uniting the beneficiaries, lessees, applicants, and all others of Ka'u to protect, preserve, perpetuate, be productive and uphold the Hawaiian Home Lands Trust created in 1920 (Hawaiian Homes Commission Act), to culturally enhance the betterment of our Hawaiian people in utilizing the resources available and creating other sources to achieve self sufficiency and economic sustainability.

The Corporation is organized for such purposes, vision and mission, as permitted to a Hawaii nonprofit corporation exempt from federal income tax under Section 501(c)(3) and all of the Corporation's activities shall be performed in furtherance of such purposes, vision and mission as required by law.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1 Powers/Duties of the Board and Inspection of Records. All corporate powers are vested in the Board of Directors to the fullest extent permitted by the laws of the State of Hawaii and the Internal Revenue Code, including the power to do all things necessary, not inconsistent with the law, to further the activities of the Corporation. The Board shall conduct, manage and control the affairs and business of the Corporation consistent with State and federal laws, the articles of incorporation, and the bylaws.

Without limiting the foregoing, a director is entitled to inspect and copy the Corporation's books, records and documents at any reasonable time to the extent reasonably related to the performance of the director's duties, but not for any other purpose or in any manner that would violate any duty to the Corporation or law.

Section 2.2 Composition and Number of Directors. The Board of Directors shall be composed of the following individuals:

(1) Designated directors: The President, Vice-President, Secretary and Treasurer, who shall automatically take office as a director upon being elected as officers (hereafter referred to as the "Designated Directors"); and

(2) Elected directors: Three (3) additional directors elected by the members (hereafter referred to as the "Elected Directors").

The Board may increase or decrease the number of directors from time to time, provided that the number of directors shall in no event be less than three as required by the Hawaii Nonprofit Corporations Act, Hawaii Revised Statutes Chapter 414D.

All directors shall serve without remuneration or expectation of remuneration in their role as directors. Remuneration does not include payment of reasonable expenses and indemnification or insurance for actions as a director.

Section 2.3 Qualifications, Nomination, Election/Designation, and Term of Office. The Elected Directors and officers shall be nominated and selected, as follows:

(1) All director and officer candidates must be individuals and members of the Corporation in good standing, as described in Section 10.2 of these bylaws. A nomination committee created by the Board under Article IV will submit a slate of candidates for the office of Elected Director and the officers to the membership;

(2) Further nominations may be made from the floor at the annual membership meeting held for the elections (or other special meeting);

(3) The members entitled to vote shall elect the Elected Directors and the officers at each annual meeting of the members or at any special membership meeting held for that purpose. (See Article XI for member meeting and notice requirements.)

The officers of the Corporation shall automatically take office as Designated Directors on the Board upon being elected as officers.

All directors shall hold office for a term of two (2) years; provided, that those directors who are designated as such by virtue of being an officer may only hold their directorship concurrently with maintaining their positions as an officer. Provided, further, that directors/officers may only hold office concurrently with their membership in good standing with the Corporation. Directors and officers may hold office for successive terms. The term of a director or officer filling a vacancy expires at the end of the unexpired term that the director or officer is filling.

Section 2.4 Vacancies. The members entitled to vote may fill a vacancy on the Board by an Elected Director and in the officer positions in accordance with Section 2.3. If a vacancy will occur at a specified later date (by reason of a resignation effective at a later date or otherwise), such vacancy may be filled before it actually occurs so long as the new director or officer does not take office until the vacancy occurs.

Section 2.5 Resignation of Directors. A director may resign at any time by giving written notice to the Board of Directors, President or Secretary. Such resignation will be effective when the notice is effective, unless the notice specifies a future effective date. If the notice specifies a future date, the pending vacancy may be filled before that date so long as the successor does not take office until the effective date.

Section 2.6 Removal. The members entitled to vote may remove one or more of the Elected Directors without cause unless otherwise provided in the articles or bylaws at a meeting duly called for that purpose, and the notice must state the purpose of the meeting. Amending the bylaws and deleting or changing the designation may remove a designated director. The person(s) removing the director shall do so by giving written notice of the removal to the director and either the President or Secretary. A removal is effective when the notice is effective, unless the notice specifies a future effective date.

A director may be subject to removal for failing to attend three (3) consecutive board meetings without good and sufficient reason. The director may be removed only if a majority of the directors in office vote for the removal.

Any vacancy created as a result of the above, shall be filled in accordance with Section 2.4.

Section 2.7 Return of Documents and Records. All directors whose terms have expired or who have resigned, been removed or otherwise whose seat is vacated shall turn over all papers and other property of the Corporation entrusted to them to the President or Board of Directors.

ARTICLE III

MEETINGS OF THE BOARD OF DIRECTORS

Section 3.1 Regular and Special Meetings. If the bylaws or the Board fixes the date, time and place of a directors' meeting, the meeting is a regular meeting. All meetings other than regular meetings are special meetings. Notice of regular and special meetings shall be given in accordance with Section 3.2.

Section 3.2 Call and Notice of Meetings. Regular meetings of the Board shall be held at such date, time and place as the Board of Directors may determine. Unless the articles or bylaws provide otherwise, the President or twenty percent (20%) of the directors may call special meetings of the Board. The individual(s) calling the meeting may fix the date, time and place for holding the meeting. The Secretary shall give notice of each meeting of the Board for which notice is required in accordance with this Section.

(1) Notice Requirements. Except as otherwise required in the articles of incorporation, bylaws or law, regular meetings may be held without notice (so long as the Board has received previous notice of the date, time and place of the meeting). Special meetings shall be preceded by at least two (2) days' notice to each director of the date, time and place, and may state the purpose of the meeting.

(2) Form of Notice and Effectiveness. Unless otherwise required, notice may be oral or written and communicated in person, by telephone or other form of wireless communication, or by electronic transmission. Oral notice is effective when it is communicated. Except for a notice provided to the members under Section 11.4, written notice to the directors is effective at the earliest of the following: when received, five (5) days after it is mailed, or on the date signed by or on behalf of the addressee, if sent by registered or certified mail.

Notice may be provided by electronic transmission: provided, that the director to whom the notice is given consents ("electronic transmission" means a form of communication that does not involve the transmission of paper and that creates a record). The following means of electronic transmission shall be deemed to have been given as follows:

(a) If by facsimile, when directed to a number at which the director has consented to receive notice;

(b) If by electronic mail, when directed to an electronic mail address at which the director has consented to receive notice;

(c) If by posting on an electronic network together with separate notice to the director of the specific posting, upon the later of the posting and the giving of the separate notice; and

(d) If by any other form of electronic transmission, when directed to the director.

A director may revoke such consent by written notice or electronic transmission to the Corporation. Such consent shall be deemed to be revoked if (1) the Corporation is unable to deliver by electronic transmission two consecutive notices in accordance with the consent, and (2) such inability becomes known to the Secretary or other person responsible for giving notice; provided, that the inadvertent failure to treat the inability to give electronic notice as a revocation shall not invalidate any meeting or other action.

If the Hawaii Nonprofit Corporations Act prescribes notice requirements for particular circumstances, those requirements shall govern. If the articles of incorporation or the bylaws prescribe notice requirements, which are not inconsistent with this Section or the Nonprofit Corporations Act, those requirements shall govern.

(3) Waiver of Notice. A director may waive any required notice by submitting a signed waiver of notice or by attending or participating in a meeting without objecting to the lack of notice.

Section 3.3 Decision-Making By Meeting and Quorum. The Board of Directors shall make decisions by holding a meeting at which a quorum is present either in person and/or by wireless communication, as described below. Alternatively, the Board may make decisions without holding a meeting under Section 3.4. In making any such decision, a director may not vote by proxy.

Where Board decisions will be made at a meeting, a majority (that is, more than half) of the directors in office will constitute a quorum. Unless the Hawaii Nonprofit Corporations Act, articles or bylaws require a greater vote, a vote of a majority of the directors at a meeting at which a quorum is present will be the decision of the Board. Each director shall be entitled to one (1) vote.

In establishing a quorum, the Board may allow any director (or all directors) to participate in the meeting by any means of communication whereby all participating directors can hear each other at the same time (for example, telephone conference). Participation by such means whereby directors can hear each other at the same time shall constitute presence in person at a meeting. (Please note that email communication is not an allowable method to hold a meeting by wireless communication, unless all directors are able to "hear" each other at the same time.)

Section 3.4 Decision-Making Without Meeting. Any action permitted to be taken at a meeting of the Board may be taken without a meeting if all the directors unanimously sign one or more written consents (or resolutions) describing the action taken and include such consent(s) in the corporate records. The action taken is effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent(s) shall have the same effect as a meeting vote.

ARTICLE IV

COMMITTEES OF THE BOARD AND ADVISORY COMMITTEES

The Corporation may have two types of committees: committees of the board and advisory committees. A "committee of the board" is a committee that can exercise Board authority and consists solely of directors (that is, two (2) or more directors). The Board of Directors may create committees of the board and appoint directors to serve on them by a vote of the number of directors required to take action under Section 3.3. Each committee of the board may exercise such Board authority as specified by the Board. However, a committee of the board may not authorize distributions; approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove directors or fill vacancies on the Board or on committees; or adopt, amend, or repeal the articles or bylaws.

An "advisory committee" is a committee that does not exercise Board authority. Advisory committee members may include non-directors. The Board may create advisory committees in the same manner as committees of the board. Advisory committees shall have such powers as authorized by the Board; provided, however, that advisory committees may only act in an advisory capacity to the Board and cannot exercise Board authority.

Committees of the board and advisory committees may further be classified as standing or special (ad hoc) committees. Standing committees are those committees with a continuing existence. Special committees are those committees created for a special situation and whose existence may not be permanent.

Sections 3.1 to 3.4, above, which govern meetings of the Board apply to committees of the board and their members.

ARTICLE V

OFFICERS

Section 5.1 Designation and Authority. The officers of the Corporation shall be the President, Vice-President, Treasurer and Secretary, and such assistant officers as the Board of Directors may designate. The officers shall perform the duties and have the authority as set forth in the bylaws, determined by the Board, or directed by an officer authorized to prescribe the duties of other officers. All officers shall report to the Board.

Section 5.2 Election and Term of Office. The members shall elect the officers at the annual meeting of the members or at such other special membership meeting as the Board may determine, in accordance with Section 2.3. Officers shall serve a term of two (2) years and may hold office for successive terms. The same individual may hold more than one office in the Corporation, provided that not less than two (2) persons shall be officers.

Section 5.3 Resignation, Removal and Vacancies/Return of Records. An officer may resign by delivering notice to the Corporation. If the resignation is made effective at a future date, the members may fill the pending vacancy before the effective date, provided, the successor does not take office until the effective date. The Board or members may remove an officer at any time with or without cause. Any vacancies in office shall be filled in accordance with Section 2.4.

All officers whose terms have expired or who have resigned, been removed or otherwise whose seat is vacated shall turn over all papers and other property of the Corporation entrusted to them to the President or Board of Directors.

Section 5.4 President. The President shall preside at all meetings of the Board of Directors and members and have general charge and supervision of the Corporation. The President shall work with the other officers, directors and staff, if any, to ensure that the Corporation complies with State and federal mandates, including those described in Articles VII and VIII. The President shall perform such other duties as are incident to the office or are required by the Board.

Section 5.5 Vice-President. In the absence of the President, the Vice-President shall perform the duties of the President and when so acting shall have the powers of and be subject to the restrictions upon the President. The Vice-President shall be the custodian of all the property of the Corporation. The Vice-President shall have such powers and perform such other duties as from time to time may be prescribed by the Board of Directors or President.

Section 5.6 Treasurer. The Treasurer shall exercise general supervision over the receipt, custody, and disbursement of corporate funds and have the following duties:

- (1) Collect all monies in the name of the Corporation;
- (2) Issue receipts for all monies collected and deposit the same in a bank or depositories as approved by the Board of Directors;
- (3) Issue all checks countersigned by the President or Vice-President for the payment of all bills or expenses, claim or claims or otherwise approved by the Board of Directors; two authorized signatures is required to make valid a payment instrument;
- (4) Submit at each regular meeting of the Board a complete report of all monies received and disbursed;
- (5) Make an annual report at the end of each year, stating the condition of the treasury and have all books and records available for auditing;
- (6) Keep a record of all dues collected or from other sources not mentioned or from any other money making process for the benefit of the Corporation;

(7) The Treasurer shall perform all other duties assigned by the Board of Directors or President.

Section 5.7 Secretary. The Secretary shall have the following duties:

(1) Prepare (or cause to be prepared) the minutes of directors', committee, and member meetings;

(2) Give (or cause to be given) proper notice of all meetings of the Board of Directors, committees and members;

(3) Authenticate records;

(4) Keep and maintain in good order (or cause to be kept and maintained in good order) the records and reports of the Corporation, including those described in Section 7.4;

(5) Manage and draft correspondence; and

(6) Perform all other duties assigned by the Board of Directors or President;

Section 5.8 Succession of President's Duties. In the absence of the President, the other officers shall perform the duties of the President in the following order: Vice-President or, in the absence of the Vice-President, the Secretary or, in the absence of the Secretary, the Treasurer.

ARTICLE VI

STANDARDS OF CONDUCT: DIRECTORS AND OFFICERS

A director and an officer shall discharge his or her duties as a director/officer or member of a committee in good faith, with ordinary care, and in the Corporation's best interests. In performing such duties, a director and an officer are entitled to rely on information, opinions, reports, or statements if prepared or presented:

(1) By one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented.

(2) By legal counsel, public accountants, or other persons regarding matters the director or officer reasonably believes are within the person's professional or expert competence, or

(3) In the case of a director, by a committee of the board of which the director is not a member regarding matters within its jurisdiction and the director reasonably believes the committee merits confidence.

A director or officer is not acting in good faith if the director or officer has knowledge, which would make reliance upon these persons or the committee unwarranted.

A director or an officer who acts in compliance with this Section will not be liable to the Corporation or other person for actions and omissions. A director or an officer who serves without remuneration or expectation of remuneration shall not be liable for any action or omission while in office, unless grossly negligent.

ARTICLE VII

ADMINISTRATION AND COMPLIANCE

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30, or as the Board of Directors may otherwise determine.

Section 7.2 Maintenance of Mailing Address and Agent. The Corporation shall continuously maintain in this State a mailing address of its principal office and a registered agent, as required under HRS 414D-32, and if the mailing address or agent changes, notify the State Department of Commerce and Consumer Affairs (also known as the "DCCA"), IRS, and Department of Taxation.

Section 7.3 State Annual Report to be Filed. The Corporation shall deliver an annual report to the State Department of Commerce and Consumer Affairs on a form furnished by the Department. The annual report shall be filed each year.

Section 7.4 Records to be Kept. The Corporation shall maintain the following records (and others necessary to the operations of the Corporation):

(1) Permanent records of the following: minutes of the meetings of the members and Board of Directors, a record of all actions taken by the Board without a meeting under Section 3.4, and a record of all actions taken by committees of the board as authorized under Article IV, above;

(2) Appropriate accounting records;

(3) An alphabetical list of the names and addresses of the members, indicating the number of votes each member is entitled to cast;

(4) The articles of incorporation, bylaws, and all amendments in effect;

(5) Resolutions adopted by the Board relating to the members' characteristics, qualifications, rights, limitations, and obligations;

(6) Records of all actions approved by the members for the past three (3) years.

(7) Financial statements furnished to the members upon demand under Hawaii Revised Statutes Section 414D-306 (see Section 12.3) for the past three (3) years.

(8) A list of the names and business or home addresses of the current directors and officers;

(9) The State annual reports filed with the Department of Commerce and Consumer Affairs under Section 7.3;

(10) The State general excise tax (GET) license and employer identification number (EIN);

(11) The application for exemption from federal income taxes (Form 1023) and all documents in support of the application, the IRS exemption ruling letter, and federal annual information returns (Form 990 series);

(12) The State application for exemption from general excise taxes (Form G-6S), all documents in support of the application, and the State exemption certification.

Section 7.5 Designation of Persons With Signing Authority. The Board of Directors shall designate by resolution an individual or individuals to sign checks, contracts and other instruments, as approved by the Board. Unless authorized by the Board, no director, officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or other instrument.

Section 7.6 Regular Review of Articles and Bylaws. The Board of Directors shall review the articles of incorporation and bylaws on a regular basis to ensure that they reflect the current exempt purposes of the Corporation and comply with existing operations and State and federal laws. All amendments to the bylaws shall be consistent with the articles of incorporation.

Section 7.7 Notification of State and IRS of Material Changes. The Corporation shall notify the IRS, Department of Commerce and Consumer Affairs, and State Department of Taxation of any material change in the Corporation, including structural and operational changes, as required by law.

Section 7.8 State and Federal Taxes; Annual Filings. Hawaii imposes three taxes that are potentially applicable to the Corporation: income, general excise, and use taxes. Employment and other State, federal and local taxes may also be applicable. The Board of Directors shall consult with the Corporation's tax advisor to ensure that all periodic and annual State and federal (Form 990 series) filings are timely submitted and taxes are properly paid.

Section 7.9 Solicitation and Registration With State Attorney General.

(1) Registration With Attorney General Prior to Solicitation. The Corporation shall register with the State department of the attorney general before conducting any solicitation for money or thing of value, as defined in Hawaii Revised Statutes Section 467B-1. Such registration must be completed at such time and include such financial and other reports as required under the law. Certain exemptions to this registration rule exist. (See the Hawaii Charity Registration System at ag.hawaii.gov/tax/.)

(2) Use of Unregistered Professional Persons Prohibited. The Corporation shall not use the services of an unregistered professional solicitor or professional fundraising counsel as defined in Chapter 467B of the Hawaii Revised Statutes in the solicitation of contributions.

Section 7.10 Policies Required by Law and Operations. The Board of Directors shall create and adopt such policies necessary to the operations of the Corporation and required by law (including the whistleblower and document retention and destruction policies, which are required by federal law). All policies shall be consistent with Hawaii State, federal and local laws.

Section 7.11 Public Support. The Corporation must be publicly supported in order to maintain tax-exempt status. The Board of Directors shall consult with the Corporation's tax advisor to ensure that the Corporation obtains the required "public support" to satisfy the IRS's public support test.

Section 7.12 Real Property Tax Exemption - Optional. The Corporation may consider the following if it may benefit from an exemption from real property taxes as an owner of real property or lessee by passing such benefit on to the property owner: the county of each island may exempt from real property taxes on certain designated real property exclusively used for nonprofit purposes. The designated properties may include real property owned in fee simple or leased or rented by a corporation or association. The Corporation may wish to consult with the county where it is located to determine if such exemption is available.

Section 7.13 Hawaii Compliance Express (HCE) – Optional. The Corporation shall consider the following if it plans to conduct business as a vendor for State or county agencies:

State and County procurement personnel are required to utilize the HCE to obtain proof of compliance prior to an award for funding (when required by HRS §103D-310(c), HAR §3-120-112, and HRS chapter 103F). The HCE is an electronic system that allows vendors doing business with State or county agencies to quickly and easily obtain proof that they are compliant with applicable laws. The HCE certificate, "Certificate of Vendor Compliance," is submitted in place of a tax clearance, labor certificate, and a Certificate of Good Standing required in Hawaii Revised Statutes (HRS) §103D-310(c) and Hawaii Administrative Rules (HAR)

§3-122-112. This certificate of vendor compliance is also utilized as proof of tax clearance and good standing for contracts for health and human services pursuant to HRS chapter 103F. (Taken from ehawaii.gov site (Vendors.ehawaii.gov), Dept. of Accounting and General Services, HCF Frequently Asked Questions – FAQ.)

ARTICLE VIII

LIMITATIONS: DISTRIBUTIONS; LOANS/GUARANTIES; PRIVATE INTEREST/LEGISLATIVE ACTIVITIES; CONFLICTS OF INTEREST

Section 8.1 Distributions Prohibited. The Corporation shall not make any distribution, except as otherwise authorized under the law. "Distribution" means "the payment of a dividend or any part of the income or profit of a corporation to its members, directors, or officers." (HRS 414D-14.)

Section 8.2 Loans or Guaranties Prohibited. The Corporation shall not lend money to or guaranty the obligation of a director or officer of the Corporation. The Corporation shall further not lend money where the money is intended to be used for political purposes, such that it would violate the prohibition against political campaign activity of an exempt corporation.

Section 8.3 Restrictions--Private Interest; Political and Legislative Activities.

(1) Private Benefit and Inurement. The Corporation shall not allow more than an insubstantial accrual of private benefit to individuals or organizations. This restriction is to ensure that a tax-exempt organization serves a public interest, not a private one. Accordingly, no part of the Corporation's net earnings may inure to the benefit of any person who has a personal or private interest in the activities of the Corporation such as an officer, director, or a key employee.

(2) Political Campaign Intervention. The Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) a candidate for public office. Contributions to political campaign funds or public statements of position made on behalf of the Corporation in favor of or in opposition to any candidate for public office is a violation of this prohibition against political campaign activity.

(3) Legislative Activities. The Corporation shall not engage in substantial legislative activity, commonly referred to as lobbying. Generally, an organization will be regarded as attempting to influence legislation if it contacts, or urges the public to contact, members or employees of a legislative body for purposes of proposing, supporting or opposing legislation or if the organization advocates the adoption or rejection of legislation.

Section 8.4 Managing Conflicts of Interest/Excess Benefit Transactions Prohibited. The Board of Directors shall ensure that the affairs of the Corporation are managed in an ethical manner without improper conflicts of interest by following the mandates of the

Corporation's conflict of interest policy. The Board shall further ensure that transactions with "disqualified persons" conform to the IRS's Intermediate Sanctions rule.

Under the Intermediate Sanctions rule, a tax-exempt corporation is prohibited from entering into any transaction in which an economic benefit is provided to or for the use of any "disqualified person" if the value of the economic benefit provided exceeds the value of the consideration (including the performance of services) received for providing the benefit. A "disqualified person" is any person who was, at any time during the five-year period ending on the date of the transaction involved, in a position to exercise substantial influence over the affairs of the organization, a family member of a disqualified person, or a 35% controlled entity of persons in the previous two categories. An authorized body composed of individuals who do not have a conflict of interest must approve any such transaction in advance, and the authorized body must rely upon appropriate data as to comparability and adequately document the basis of the decision concurrently with the decision. The Board shall consult with its legal or other expert advisor to ensure proper compliance with this federal mandate.

ARTICLE IX

LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION

The personal liability of a director to the Corporation and the members for any monetary damage because of a breach of the director's duties to the Corporation and the members shall be limited to the extent specified in Article VII of the articles of incorporation and the Hawaii Nonprofit Corporations Act. The Corporation shall further indemnify and advance expenses to a director and an officer, employee, or agent of the Corporation consistent with Article VII of the articles of incorporation and the Act.

If the Corporation indemnifies or advances expenses under Article VII in connection with a proceeding by or in the right of the Corporation, the Corporation shall report such action taken in writing to the members with or before the notice of the next meeting of the members.

ARTICLE X

MEMBERS AND MEMBERSHIPS

Section 10.1 Members of the Corporation. The members of the Corporation shall consist of those persons who are admitted into the membership under the provisions of the articles of incorporation, bylaws and policies that the Board may adopt. Membership in the Corporation is evidenced by the Corporation's current list of members.

Section 10.2 Member Admission, Criteria and Good Standing. The Board of Directors shall have the power to establish conditions for admission of members, admit members, and issue memberships. Unless otherwise determined by the Board, membership in the Corporation shall require the following:

- (1) The membership shall consist of paid members of the Corporation.
- (2) Members shall be 18 years of age or older.
- (3) Members shall agree to abide by these bylaws, the articles of incorporation and policies addressing members and membership that the Board may adopt.
- (4) Membership shall be renewed annually.

No person shall be admitted as a member without the person's consent.

A member shall be in good standing if all the foregoing criteria listed in Subsections (1) through (4) have been met, as well as other criteria that the Board may establish from time to time in the best interest of the Corporation. Only members who are in good standing shall be entitled to vote on matters submitted to a vote of the membership.

Section 10.3 Member's Liability to Third Parties. A member shall not be personally liable for the acts, debts, liabilities or obligations of the Corporation by reason of being a member.

Section 10.4 Resignation/Termination, Expulsion or Suspension of Members.

(1) Resignation of Members. Any member may resign by submitting a written letter of resignation at a meeting or by mailing the same to the Corporation at its principal mailing address, and upon receipt of such resignation, it shall be effective without need of acceptance, unless otherwise specified.

(2) Termination, Expulsion or Suspension of Members. No member may be expelled or suspended, and no membership or memberships may be terminated or suspended unless such action is fair and reasonable and carried out in good faith. The procedure shall be deemed fair and reasonable if the Corporation provides the member with at least fifteen (15) days prior written notice, which states the reason(s) for the action, and the member is given an opportunity to be heard, orally or in writing, by persons authorized to decide to cancel such action not less than five (5) days before the effective date. Alternatively, the Corporation may follow such other procedure that is fair and reasonable under the facts and circumstances. Any written notice given by mail shall be sent to the member's last known address as shown in the Corporation's records.

(3) Termination of Office as Director/Officer. A member who resigns, is terminated or is suspended shall automatically lose his or her position as an officer and/or director on the Board.

ARTICLE XI

MEMBERS' MEETINGS AND VOTING

Section 11.1 Annual, Regular and Special Membership Meetings.

(1) Annual/Regular Meetings. The Corporation shall hold an annual membership meeting and may have other regular meetings at such time and place as determined by the Board. The annual membership meeting shall be held in the fourth (4th) quarter of each fiscal year or at such other time as the Board may determine. At each annual meeting, the President and Treasurer shall report on the activities and financial condition of the Corporation and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements in Section 11.4.

(2) Special Meetings. The Board of Directors, persons authorized to do so by the articles or bylaws, or five percent (5%) of the voting members may call special meetings of the members by submitting a signed and dated writing to an officer, describing the purpose for which the meeting is to be held. The close of business on the thirtieth (30th) day before delivery of the demand for a special meeting to the officer shall be the record date under Section 11.2 for the purpose of determining whether the five percent requirement has been met under this Section for determining if there is an adequate number of voting members for calling a meeting.

Upon delivery of the written demand, the Corporation shall provide notice of the meeting to the members in accordance with Section 11.4 within thirty (30) days. If such notice is not given, a person signing the demand may set the time and place of the meeting and give appropriate notice. Only those matters within the purpose described in the meeting notice may be conducted at a special meeting of members.

Section 11.2 Record Date: Determining Members Entitled to Notice, Vote, and Other. Under Hawaii law, a corporation may set a date, called a "record date," to determine and set an official count of the members for the purpose of providing notice, to vote or other action. This allows a corporation to use the official count of the membership as of that date to ensure that it meets the notice and quorum requirements or taking other action since members may join from day-to-day.

(1) Record Date For Entitlement to Notice of Members' Meetings. The Board of Directors may fix a future date as the record date for determining the members entitled to notice of a members' meeting. If no such record date is fixed, members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held, are entitled to notice of the meeting.

(2) Record Date For Entitlement to Vote. The Board may fix a future date as the record date for determining the members entitled to vote at a members' meeting. If no such record date is fixed, members on the date of the meeting who are otherwise eligible to vote are entitled to vote.

(3) Record Date For Entitlement to Other Rights. The Board may fix a future date as the record date for the purpose of determining the members entitled to exercise any other lawful action. If no such record date is fixed, members at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later, are entitled to exercise such rights.

A record date may not be more than seventy (70) days before the meeting or other member action. A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting, unless the Board fixes a new date for determining the right to notice or the right to vote, which the Board must do if the meeting is adjourned to a date more than seventy (70) days after the record date for determining members entitled to notice of the original meeting.

Section 11.3 Corporation to Prepare Members' List for Meetings.

(1) Preparation and Maintenance of List. After fixing a record date for a notice of a meeting under Section 11.2, the Corporation shall prepare an alphabetical list of the names of all members entitled to notice of the meeting. The list shall include the members' addresses and number of votes each member is entitled to cast at the meeting. The Corporation shall further prepare on a current basis through the time of the membership meeting, a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of members.

(2) Inspection of List Upon Demand. The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting. The list shall be available at the Corporation's principal office or other reasonable place identified in the meeting notice in the city where the meeting will be held, beginning two (2) business days after notice of the meeting for which the list was prepared is given and continuing through the meeting.

A member is entitled on written demand to inspect and, subject to the limitations outlined in Sections 12.1(7) and 12.2, copy the list at a reasonable time and at the member's expense during the period that it is available.

(3) Inspection at Meeting Upon Request. If a request is submitted at least five (5) business days prior to the meeting, the Corporation shall make the list of members available at the meeting. Any member may inspect the list at the meeting or any adjournment.

Section 11.4 Notice of Meetings of Members. Unless otherwise required, notice to members may be oral or written. Notice may also be provided by electronic transmission; provided, that the member to whom the notice is given consents ("electronic transmission" means a form of communication that does not involve the transmission of paper and that creates a record). Oral notice is effective when it is communicated. Unless otherwise indicated in the Hawaii Nonprofit Corporations Act, written notice to members is effective when mailed so long as the notice is postpaid and correctly addressed to the member's last known address as shown in the Corporation's current list of members.

The following means of electronic transmission shall be deemed to have been given as follows:

(1) If by facsimile, when directed to a number at which the member has consented to receive notice;

(2) If by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice;

(3) If by posting on an electronic network together with separate notice to the member of the specific posting, upon the later of the posting and the giving of the separate notice; and

(4) If by any other form of electronic transmission, when directed to the member.

The member may revoke such consent by written notice or electronic transmission to the Corporation. Such consent shall be deemed to be revoked if (1) the Corporation is unable to deliver by electronic transmission two consecutive notices in accordance with the consent, and (2) such inability becomes known to the Secretary or other person responsible for giving notice; provided, that the inadvertent failure to treat the inability to give electronic notice as a revocation shall not invalidate any meeting or other action.

If the Hawaii Nonprofit Corporations Act prescribes notice requirements for particular circumstances, those requirements shall govern. If the articles of incorporation or the bylaws prescribe notice requirements, which are not inconsistent with this Section or the Nonprofit Corporations Act, those requirements shall govern.

All notices to the members shall be provided in a fair and reasonable manner. Notice shall be deemed fair and reasonable if given as follows:

(1) The Corporation gives notice to the members of the date, time, and place of the meeting within a period, no fewer than ten (10) days or more than sixty (60) days before the meeting date; and

(2) The notice also includes a description of any matter that must be approved by the members under the following circumstances as required by law: director conflict of interest (HRS 414D-150); determination and authorization of indemnification (HRS 414D-164); amendment of the articles of incorporation (HRS 414D-182); approval of a plan of merger (HRS 414D-202); approval of a sale, lease, exchange or other disposition of all, or substantially all, of the Corporation's assets other than in the usual and regular course of activities (HRS 414D-222); and approval of a plan of dissolution (HRS 414D-241; -242) (the descriptions shall include that which is required under the provisions of the applicable Hawaii Revised Statute (HRS) sections).

Other means of giving notice may also be fair and reasonable when all the circumstances are considered; provided, however, that notice of the matters referred to in subsection (2), above, must be given. If a meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place, so long as the new date, time or place is announced at the meeting prior to the adjournment. However, if the new date is more than seventy (70) days from the original record date for determining members entitled to notice, then a new record date must be set under Section 11.2 and notice given to the members of record as of the new record date.

Section 11.5 Waiver of Notice by Member. A member may waive any required notice before or after the date and time stated in the notice by delivering to the Corporation a signed waiver of notice. A member may also waive any objection to holding the meeting by attending the meeting without objecting to the meeting and to consideration of a particular matter at the meeting by not objecting when it is presented.

Section 11.6 Decision-Making By Meeting and Quorum. Ten percent (10%) of the voting members shall constitute a quorum, unless otherwise indicated in the articles of incorporation, bylaws or the Hawaii Nonprofit Corporations Act. Any amendment to decrease the quorum may be approved by the members or, unless prohibited by the bylaws, the Board of Directors. The members must approve any amendment to the bylaws to increase the quorum required for any member action. Unless one-third (1/3) or more of the voting members are present in person, the only matters that may be voted upon at a meeting of members are those that are described in the meeting notice.

If a quorum is present, a majority vote of the members present at the meeting shall be the act of the members, unless the articles of incorporation, bylaws or the Hawaii Nonprofit Corporations Act require otherwise. The members must approve any amendment to the bylaws to increase or decrease the vote required for any member action.

Unless otherwise limited, enlarged or denied in the articles of incorporation, each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of members. Members must be present to vote.

Unless the articles or bylaws provide otherwise, if a membership stands of record in the names of two (2) or more persons, if one votes, the act binds all; if more than one votes, the vote shall be divided on a pro rata basis.

Section 11.7 Proxy Voting, Action by Written Consent, Ballot Voting and Participation by Electronic Means Prohibited. All members must be present to vote. Accordingly, proxies, action by written consent, ballot voting and participation by electronic means as provided under the law shall not be recognized, unless otherwise determined by resolution of the Board amending these bylaws.

ARTICLE XII

INSPECTION OF CORPORATE RECORDS

Section 12.1 Inspection of Records by Members. A member is entitled to inspect and copy the following records at a reasonable time and location; provided, that the member gives at least five (5) business days written notice:

- (1) The articles of incorporation, bylaws, and all amendments in effect;
 - (2) Resolutions adopted by the Board relating to the members' characteristics, qualifications, rights, limitations, and obligations;
 - (3) Minutes of member meetings and records of actions approved by the members for the past three (3) years;
 - (4) Financial statements furnished to members under Section 12.3 for the past three (3) years;
 - (5) The names and business or home addresses of the current directors and officers; and
 - (6) The most recent State annual report filed with the State Department of Commerce and Consumer Affairs.
- (7) Additionally, a member may inspect and copy excerpts of the minutes of the meetings of the members and Board, records of actions taken by the directors without a meeting, and records of actions taken by committees of the board (to the extent not subject to inspection above); accounting records; and subject to Sections 11.3(2) and 12.2, the membership list. However, in addition to the five-business day notice, the demand to inspect must be made in good faith and for a proper purpose, must describe the purpose for the inspection and the specific records to be inspected, and such records must directly be connected with the purpose. The Corporation may comply with a member's demand to inspect the membership list by providing the member with a list that was compiled no earlier than the date of the member's demand.

The Corporation may impose a reasonable charge for labor and materials to cover the cost of copies; provided, that such charge shall not exceed the estimated cost of production or reproduction of the records.

This Section does not affect a member's right to inspect records under Section 11.3 or as the member may otherwise be entitled to as a litigant or by court order.

Section 12.2 Limitation on Use of Membership List. Without the Board's consent, the membership list (or any part) shall not be obtained or used by any person for a purpose unrelated to a member's interest as a member. Without limiting the foregoing, without the Board's consent, the membership list shall not be used to solicit money or property (unless the money or property will be used solely to solicit the votes of the members in an election to be held by the Corporation), used for any commercial purpose, sold to or purchased by any person, or published in whole or in part to the public.

Section 12.3 Inspection and Copying of Financial Statements. Upon a member's written demand, the Corporation shall provide the member with its latest annual financial statements. If a public accountant reports upon annual financial statements, the accountant's report must accompany them. If not, the statements must be accompanied by a statement of the President or person responsible for the financial accounting records, stating the person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation and describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

ARTICLE XIII

AMENDMENTS

Section 13.1 Amendment of Bylaws. Subject to Section 13.3, the Board of Directors may alter, amend, or repeal the bylaws or adopt new bylaws by an affirmative vote of not less than a majority of the Board at a meeting duly called and noticed for that purpose.

Section 13.2 Amendment/Restatement of Articles of Incorporation. Subject to Section 13.3, the articles of incorporation may be amended or restated by the Board of Directors by an affirmative vote of not less than a majority of the Board at a meeting duly called and noticed for that purpose and in the manner provided by the bylaws. Provided, that if a restatement includes an amendment requiring member approval, the Board must submit the restatement to the members for approval.

If the Board seeks to have the restatement approved by the members at a membership meeting, the Corporation shall notify each member of the meeting in accordance with these bylaws for giving notice to members. The notice must also state that the purpose of the meeting is to consider the proposed restatement and contain or be accompanied by a copy or summary of the restatement. A restatement requiring member approval must be approved by receiving at least two-thirds (2/3) of the votes which members present at the meeting are entitled to cast.

Section 13.3 Amendment Terminating or Canceling Members. The members must approve any amendment to the articles of incorporation or the bylaws, which would terminate all or any class of members or redeem or cancel all memberships or any class of memberships by the following procedure:

(1) Before adopting a resolution proposing such amendment, the Board of Directors shall give notice of the general nature of the amendment to the members.

(2) After adopting a resolution proposing such amendment, the Board must give notice to the members proposing the amendment, and the notice shall include one or more statements of up to five hundred (500) words opposing the amendment if such statement is submitted by any five (5) members or three percent (3%) or more of the voting members, whichever is less; provided, that such statements are received not later than twenty (20) days after the Board has voted to submit the amendment to the members for approval.

(3) The proposed amendment must be approved by the members by two-thirds (2/3) of the votes cast at the meeting at which the amendment is voted upon.

Section 10.4 shall not apply to any amendment meeting the requirements of this Section.

CERTIFICATION

I certify that I am an authorized officer of the Corporation and that the Board of Directors adopted these bylaws on May 5, 2014, and the bylaws are currently effective.

Date: May 8, 2014

Jeffrey Kekoa President
Authorized Officer (signature and office held)