

BY LAWS

**HAWAII GEOGRAPHIC INFORMATION
COORDINATING COUNCIL (HIGICC)**
(A Hawaii nonprofit corporation)

TABLE OF CONTENTS

ARTICLE I: ORGANIZATION OF CORPORATION AND ACTIVITIES.....	1
ARTICLE II: BOARD OF DIRECTORS.....	1
Section 2.1 Powers and Duties of the Board	
Section 2.2 Number and Qualification of Directors	
Section 2.3 Annual Meetings, Election, and Term of Office	
Section 2.4 Vacancies	
Section 2.5 Resignation of Directors	
Section 2.6 Removal	
ARTICLE III: MEETINGS OF THE BOARD OF DIRECTORS.....	2
Section 3.1 Regular and Special Meetings	
Section 3.2 Call and Notice of Meetings	
Section 3.3 Decision-Making By Meeting and Quorum	
Section 3.4 Decision-Making Without Meeting	
ARTICLE IV: COMMITTEES OF THE BOARD AND ADVISORY COMMITTEES.....	4
ARTICLE V: OFFICERS.....	5
Section 5.1 Designation and Authority	
Section 5.2 Election and Term of Office	
Section 5.3 Resignation and Removal	
Section 5.4 President	
Section 5.5 Vice-President	
Section 5.6 Treasurer	
Section 5.7 Secretary	
ARTICLE VI: STANDARDS OF CONDUCT: DIRECTORS AND OFFICERS.....	6
ARTICLE VII: ADMINISTRATION.....	7
Section 7.1 Fiscal Year	
Section 7.2 Maintenance of Mailing Address and Agent	
Section 7.3 State Annual Report to be Filed	
Section 7.4 Records to be Kept	
Section 7.5 Designation of Persons With Signing Authority	
Section 7.6 Regular Review of Articles and Bylaws	
Section 7.7 Notification of State and IRS of Material Changes	
Section 7.8 State and Federal Taxes; Annual Filings	
Section 7.9 Solicitation and Registration With State Attorney General	
Section 7.10 Policies Required by Law and Operations	
Section 7.11 Public Support	

ARTICLE VIII: LIMITATIONS: DISTRIBUTIONS; LOANS/GUARANTIES; PRIVATE INTEREST/LEGISLATIVE ACTIVITIES; CONFLICTS OF INTEREST.....	9
Section 8.1 Distributions Prohibited	
Section 8.2 Loans or Guaranties Prohibited	
Section 8.3 Restrictions--Private Interest; Political and Legislative Activities	
Section 8.4 Managing Conflicts of Interest/Excess Benefit Transactions Prohibited	
ARTICLE IX: LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION.....	10
ARTICLE X: MEMBERS AND MEMBERSHIPS.....	11
Section 10.1 Membership Role of the Corporation	
Section 10.2 Admission and Qualifications of Members	
Section 10.3 Member’s Liability to Third Parties	
Section 10.4 Termination, Expulsion or Suspension of Members	
ARTICLE XI: MEMBERS’ MEETINGS AND VOTING.....	12
Section 11.1 Annual, Regular and Special Membership Meetings	
Section 11.2 Record Date: Determining Members Entitled to Notice, Vote, and Other	
Section 11.3 Corporation to Prepare Members’ List for Meetings	
Section 11.4 Notice of Meetings of Members	
Section 11.5 Waiver of Notice by Member	
Section 11.6 Decision-Making By Meeting and Quorum	
Section 11.7 Proxy Voting	
Section 11.8 Decision-Making Without Meeting	
ARTICLE XII: INSPECTION OF CORPORATE RECORDS.....	17
Section 12.1 Inspection of Records by Members	
Section 12.2 Limitation on Use of Membership List	
Section 12.3 Inspection and Copying of Financial Statements	
ARTICLE XIII: AMENDMENTS.....	18
Section 13.1 Amendment of Bylaws	
Section 13.2 Amendment/Restatement of Articles of Incorporation	
Section 13.3 Amendments Terminating or Canceling Members	
CERTIFICATION (date of adoption).....	19

ARTICLE I

ORGANIZATION OF CORPORATION AND ACTIVITIES

The Corporation is organized and shall be operated exclusively for the exempt purposes set forth in the articles of incorporation, as permitted to a Hawaii nonprofit corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and all of the Corporation's activities shall be performed in furtherance of such exempt purposes.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1 Powers and Duties of the Board. 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.

Section 2.2 Number and Qualification of Directors. The Board of Directors shall consist of three (3) or more individuals. The Board may increase or decrease the number of directors from time to time, provided that the number of directors is not less than three.

All directors shall be members of the Corporation and 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 Annual Meetings, Election, and Term of Office. The annual meeting of the Board of Directors shall be held at such time as the Board may designate. The Corporation shall also have an annual meeting of the members in accordance with Section 11.1(1), which may be held at the same time as the annual meeting of the Board.

The members entitled to vote shall elect the directors at each annual meeting of the members or at any special meeting held for that purpose. (See Article XI for member meeting and notice requirements.) Such election may be conducted by mail in the discretion of the Board.

All directors shall hold office for a term of two (2) years. Directors may hold office for successive terms. The term of a director filling a vacancy expires at the end of the unexpired term that the director is filling. Even if a term has expired, a director shall continue to serve until the director's successor is selected, or until there is a decrease in the number of directors.

Section 2.4 Vacancies. The Board of Directors may fill a vacancy on the Board. If the directors remaining in office constitute fewer than a quorum of the Board, the directors may fill the vacancy by a majority vote of the directors remaining in office.

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 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 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. If a director was elected by a class of membership, only members from such class may vote for removal. The vacancy shall be filled in accordance with Section 2.4.

ARTICLE III

MEETINGS OF THE BOARD OF DIRECTORS

Section 3.1 Regular and Special Meetings. If the bylaws or the Board fixes the 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 time and place as the Board of Directors may determine. 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 place and time 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, bylaws or law, regular meetings may be held without notice (so long as the Board has received previous notice of the 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 or may not 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. 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 also 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.

The 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 (i.e., 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, if a quorum of the directors is present at the

meeting, a vote of a majority of the directors present at the meeting 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 (e.g., 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 (i.e., 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 a majority of the Board. 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. Officer candidates and officers need not be members of the Corporation. The Board of Directors shall elect the officers at the annual meeting of the Board or at such other time as the Board may determine. Officers shall serve one (1) year terms 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 and Removal. An officer may resign by delivering notice to the Corporation. If the resignation is made effective at a future date, the Board of Directors may fill the pending vacancy before the effective date, provided, the successor does not take office until the effective date. The Board may remove an officer at any time with or without cause.

Section 5.4 President. The President shall preside at all meetings of the Board of Directors 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 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. The Treasurer shall ensure that periodic and annual State and federal tax filings are timely prepared and submitted as described in Section 7.8. 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 (or cause to be kept and maintained) the records and reports described in Section 7.4; and

(5) Perform all other duties assigned by the Board of Directors or President.

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

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 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 Director of 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 or members without a meeting under Sections 3.4 and 11.8, 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 by class and 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 members upon demand under Hawaii Revised Statutes 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) If the Corporation has applied for and obtained exemption from State general excise taxes, the State application for exemption from general excise taxes (Form G-6 or 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. 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 change in the Corporation, including structural and operational changes.

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 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. The Corporation shall consult with its legal advisor to ensure proper compliance.

(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 to maintain tax-exempt status.

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. 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. 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 Membership Role 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 and bylaws. Membership in the Corporation is evidenced by the Corporation's current list of members.

Section 10.2 Admission and Qualifications of Members. The members of the Corporation shall consist of three classes of membership: Organizational Membership, Individual Membership, and Student Membership. Organizational Members and Individual Members in good standing shall be entitled to all the benefits of membership, including the right to vote on matters submitted to a vote of the membership (described in Sections 11.6, 11.7, and 11.8). Student Members in good standing shall be entitled to all the benefits of membership, but do not have a right to vote on matters submitted to a vote of the membership.

The Board of Directors shall have the power to and shall establish conditions for admission of members, admitting members, issuing memberships, and being in good standing. No person shall be admitted as a member without the person's consent.

Except as described above and in the articles of incorporation, all members shall have the same rights and obligations.

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 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.

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, as determined by the Board. 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 or ten percent (10%) 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 ten 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 helps alleviate the challenge of deciding who the official members are for purposes of providing adequate notice for a specific meeting 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, 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.

A 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: 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 or by proxy (if allowed), 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 at a meeting, a majority vote of the members entitled to vote that are present 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 Organizational Member and Individual Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of members. If an Organizational Membership stands of record in the names of two (2) or more persons, such Organizational Membership shall be entitled to one vote, which shall bind all such persons.

If authorized by the Board, members or proxies of members may participate at an annual, regular or special meeting of the members by means of the Internet, teleconference, or other electronic transmission technology in a manner that allows members the opportunity to read or hear the proceedings substantially concurrently with the occurrence of the proceedings, vote, pose questions, and make comments. The Corporation shall implement reasonable measures to verify that each person deemed present in this manner and permitted to vote is a member or proxy of a member.

Section 11.7 Proxy Voting. In the discretion of the Board of Directors, the members entitled to vote may appoint a proxy to vote or otherwise act for the member by signing an appointment form. An appointment of a proxy is effective when received by the Secretary or

other officer or agent authorized to tabulate votes. Such appointment shall remain valid for eleven (11) months, unless otherwise expressly provided in the appointment form; provided, that no proxy shall be valid for more than three (3) years from execution. An appointment of a proxy is revocable by the member making the proxy, unless the appointment form states that it is irrevocable and the appointment is coupled with an interest.

Section 11.8 Decision-Making Without Meeting.

(1) Action by Written Consent: Any action to be approved by the members at a meeting may be approved without a meeting if at least eighty percent (80%) of the members entitled to vote approve such action by written consent, and the consent is signed by those members, describes the action taken, and is delivered to the Corporation. Such written consent shall have the same effect as a meeting vote.

If the record date is not otherwise determined by the Board under Section 11.2, the record date for determining members entitled to take action without a meeting is the date the first member signs the written consent. Written notice of member approval under this Section shall be given to all members who have not signed the written consent. If written notice is required, member approval under this Section shall be effective ten (10) days after the written notice is given.

(2) Action by Ballot: Ballot voting may be performed in the Board's discretion. If ballot voting is allowed, any action that may be taken by the members at a meeting of members may be taken without a meeting if the Corporation delivers a ballot to every member entitled to vote on the matter. The Corporation may deliver the ballot by electronic transmission. To be effective, the ballot must: (a) be in written form or in the form of an electronic transmission, (b) set forth each proposed action, (c) provide an opportunity to vote for or withhold a vote for each candidate for election as a director or an officer, and (d) provide an opportunity to vote for or against each proposed action.

All solicitations for votes by ballot shall (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each action, and (c) specify the time by which a ballot shall be received by the Corporation in order to be counted.

Approval by ballot shall be valid if (a) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting to authorize the action, and (b) 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.

Except as provided in the bylaws or articles, a ballot may not be revoked.

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 members or 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. If the Board seeks to have the restatement approved by written ballot or consent, the material soliciting the approval shall 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 or represented by proxy (if allowed) 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, whether through attendance or proxy (as allowed under the bylaws), by two-thirds (2/3) of the votes cast by each class present 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.

C E R T I F I C A T I O N

I certify that I am the Secretary of the Corporation and that the members adopted these bylaws on _____, and the bylaws are currently effective. These bylaws supersede the bylaws adopted on May 17, 2000, and all amendments thereto.

Date: _____

Secretary