

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
STATE OF HAWAI'I

In the Matter of the)
Incorporation)
)
 of)
)
 DAUGHTERS OF HAWAI'I)
)
 _____)

AMENDED AND RESTATED ARTICLES OF INCORPORATION

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DAUGHTERS OF HAWAI'I

The undersigned does hereby execute the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

DAUGHTERS OF HAWAI'I

ARTICLE II

OFFICES

The mailing address of the corporation's principal office is 2913 Pali Highway, Honolulu, Hawai'i 96817.

ARTICLE III

REGISTERED AGENT

The corporation has and continuously maintains in the State of Hawai'i a registered office and a registered agent. The agent will be an individual resident of Hawai'i who may be serving as the Regent of the corporation, whose business office is identical with the registered office. The street address of the corporation's current registered office in the State of Hawai'i is 2913 Pali Highway, Honolulu, Hawai'i.

ARTICLE IV

MEMBERSHIP

A. Membership. Membership in the corporation may be held by any person who is qualified and selected for membership, as specified in the corporation's Bylaws. Members of the corporation will be admitted or expelled in the manner provided in the Bylaws.

B. Voting Rights. Members will annually elect the directors of the corporation. Upon such election, the directors will hold office until the next annual meeting and thereafter until their successors are duly elected and qualified. Members may vote only on such other matters as may be specifically set forth in these Articles or in the corporation's Bylaws. For purposes of any vote of the members, each eligible member will be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE V

PURPOSES

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, with emphasis on educational and charitable purposes, including perpetuating the memory and spirit of old Hawai'i and of historical events and of preserving the nomenclature and pronunciation of the Hawaiian language. The corporation's motto shall be, "The Wing of Friendship Never Moults a Feather; its crest, a feather, and its badge a yellow lei." All of the assets and earnings shall be used exclusively for the charitable purposes hereinabove set out, including the payment of expenses incidental thereto.

ARTICLE VI

NONPROFIT

The corporation is nonprofit in nature and will not authorize or issue shares of stock. No dividend will be paid and no part of the income or profit of the corporation will be distributed to its members, directors or officers, except the corporation may pay compensation in a reasonable amount to its members, directors or officers for services actually rendered to the corporation, and the corporation may confer benefits on its members in conformity with its purposes.

ARTICLE VII

CHARITABLE

Notwithstanding any other provision of these Articles, the corporation is organized and will be operated exclusively for charitable, literary, or educational purposes. The corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by a corporation contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986, as amended. Accordingly:

A. No part of the income of the corporation will inure to the benefit of any member, trustee, director, or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, or officer of the corporation or any private individual will be entitled to share in distribution of any of the corporate assets on dissolution of the corporation;

B. No substantial part of the activities of the corporation will be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by § 501(h) of the Internal Revenue Code of 1986, as amended), and the corporation will not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office;

C. In the event of dissolution, all of the remaining assets and property of the corporation will be distributed, after payment of necessary expenses thereof, to another organization or organizations exempt under § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the federal government, or state or local government for public purpose; and

D. In any taxable year in which the corporation is a private foundation as described in § 509(a) of the Internal Revenue Code of 1986, as amended, the corporation will distribute its income for said period at such time and manner as not to subject it to tax under § 4942 of the Code, and the corporation will not (a) engage in any act of self-dealing as defined in § 4941(d) of the Code; (b) retain any excess business holdings as defined in § 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under § 4944 of the Code; or (d) make any taxable expenditures as defined in § 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII

BYLAWS

The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the members. Alterations, amendments, or repeal of the Bylaws, or adoption of new

Bylaws, will be deemed adopted upon receiving at least two-thirds of the votes which members present at an annual or special meeting of the members or represented by proxy are entitled to cast.

ARTICLE IX
AMENDMENT

The members are entitled to vote on any amendment of these Articles of Incorporation. The procedure for amendment is as follows: The Board of Directors will adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual or special meeting of the members. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby will be given to each member entitled to vote at the meeting within the time and in the manner provided for in the Bylaws for the giving of notice of meetings to members. The proposed amendment will be adopted upon receiving at least two-thirds of the votes which members present at the meeting or represented by proxy are entitled to cast. Any number of amendments may be submitted and voted upon at any one meeting.

AMENDED AND RESTATED BYLAWS
OF
DAUGHTERS OF HAWAI'I

195071

Approved February 26, 2021

AMENDED AND RESTATED BYLAWS

OF

DAUGHTERS OF HAWAI'I

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AMENDED AND RESTATED BYLAWS

OF

DAUGHTERS OF HAWAII

ARTICLE I

OFFICES

Section 1.01. Principal Office. The street and mailing address of the corporation's principal office is 2913 Pali Highway, Honolulu, Hawai'i 96817.

Section 1.02. Other Offices. In addition to its principal office, the corporation shall maintain an office at Hulihe'e Palace, 75-5718 Ali'i Drive, Kailua-Kona, Hawai'i 96740, and may maintain offices in such other place or places within or without the State of Hawai'i as may be from time to time designated by the Board of Directors.

ARTICLE II

MEMBERS

Section 2.01. Classes of Membership Voting Rights. The corporation will have a number of classes of membership, including: Junior Members, Annual Members, Sustaining Members, Life Members, and Inactive Members. All members except Junior Members and Inactive Members shall have a right to vote on corporate matters.

Section 2.02. Qualifications. All Members must be female, direct lineal descendants of a person who was a resident of Hawai'i prior to 1880, or is a legally adopted daughter of a direct lineal descendant of a person who was a resident of Hawai'i prior to 1880, with no restrictions as to race. These qualifications may not be amended unless the amendment is presented and discussed at a meeting and thereafter accepted by the concurrence of two-thirds of the members present at an Annual Meeting of the corporation.

Section 2.03. Admission of Members. Persons interested in serving as Members of the corporation shall complete an application in writing in such form as the Board of Directors from time to time prescribes, and shall submit the completed application for membership to the corporation, together with the initiation fees and dues for the current year. At the discretion of the Membership Committee, the application will

he accompanied by an official verification of the date of arrival of the applicant's ancestor in Hawai'i or date of ancestor's birth in Hawai'i, and any other family background (e.g. an affidavit or signed statement from the State of Hawai'i Archives or any other authentic source acceptable to the Membership Committee). An applicant will become a Member upon reading the applicant's name at a regular membership meeting and approval of her application by the Board of Directors.

Section 2.04. Dues and Assessments.

(a) Each Member except Life Members will pay to the corporation an initiation fee and annual dues in an amount and manner to be determined by the Board of Directors. The annual dues shall be due and payable in January of each year. Dues of new Members received by the corporation prior to September 30th shall be applied to the current year, and dues received on or after September 30th shall be applied to the following calendar year.

(b) The Chairperson of the Membership Committee shall be responsible for collection of dues, including having dues notices sent and payments recorded. All dues received will be handled in such manner as established by the Board of Directors or its designated committee.

Section 2.05. Membership Records. The Chairperson of the Membership Committee shall be responsible for keeping current and in alphabetical order, all of the volumes of membership applications. The Chairperson of the Membership Committee shall also maintain three membership files, one of paid current membership, one of inactive membership, and one of deceased membership.

Section 2.06. Termination. Any Member may resign from membership by submitting a written statement to the Chairperson of the Membership Committee evidencing a desire to terminate membership. Members who resign may be reinstated upon payment of current dues. Membership will also terminate upon the death of a Member.

Section 2.07. Disciplinary Action. The Board of Directors may terminate, suspend or expel a member from the corporation, or otherwise discipline a member, when, in its discretion, it determines that such termination, suspension or expulsion is in the best interest of the corporation. If the corporation decides to terminate, suspend or expel a member, the Board of Directors shall provide such member with not less than fifteen (15) days prior written notice of the termination, suspension or expulsion and the reasons therefor, and the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the termination, suspension or expulsion. A two-thirds majority vote of the Board of Directors is necessary for terminating, expelling, or suspending a Member. The procedure for terminating, expelling or suspending a Member must be fair and reasonable taking into consideration all of the relevant facts and circumstances.

ARTICLE III

MEMBERS' MEETINGS

Section 3.01. Annual Meeting. Unless dispensed with by unanimous written consent of the Members in accordance with law and with these Bylaws, the annual meeting of the Members will be held at such place and at such time in February of each year as the Regent will designate, or, if the Regent fails to designate a place and date, then the annual meeting for that year will be held at such place and on such date as will be fixed by the Board of Directors. If the Regent and the Board of Directors do not designate a place for the annual meeting, it shall be held at the corporation's principal office. The minutes of each Annual Meeting, as approved by the Board of Directors, shall be circulated to the membership at large by the Recording Secretary in the corporation's next newsletter following the Annual Meeting.

Section 3.02. Special Meetings. Special meetings of the Members will be called by the Corresponding Secretary upon the written request of the Regent, the Board of Directors or not less than five (5) of the Members entitled to vote at the meeting. Special meetings will be held at such place and at such times as will be fixed by the Board of Directors, provided that a special meeting will be held within a reasonable time after the filing of a valid request for a special meeting with the Corresponding Secretary and in any case not more than sixty (60) days after such filing. The Corresponding Secretary shall send a notice of the meeting to all voting Members stating the purpose of the meeting in accordance with the provisions for providing notice of Member meetings set forth in these Bylaws, and at such place and time as will be fixed by the Board of Directors. If notice is not delivered by the Corresponding Secretary within thirty (30) days of the demand for the special meeting, then the person or persons demanding the special meeting may set the time and place of the meeting and give notice of the meeting in accordance with the provisions for providing notice of Member meetings set forth in these Bylaws. At any special meeting such business will be brought before the Members and may be transacted as will have been specified in the notice of such meeting.

Section 3.03. Regular Meetings. The Board of Directors may fix places and dates for regular Member meetings as the business of the corporation requires, subject to the notice requirements set forth in Section 3.05.

Section 3.04. Quorum and Voting. Fifty Members entitled to vote, represented in person or by proxy, will constitute a quorum for the transaction of business at any meeting of the Members. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter will be the act of the Members and will be valid and binding upon the corporation, except as otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws. Each annual dues paying Member and Life Member over 18 years of age will be entitled to one vote in person or by proxy. Notwithstanding the foregoing, unless one-third of the voting power is present in person or by proxy at an annual or regular Member

meeting, only those matters that are described in the meeting notice may be voted upon at such meeting.

Section 3.05. Notice of Meetings. Written notice specifying the place, day and hour of each members' meeting, whether annual, regular, or special, and if an annual or regular meeting a description of any matter or matters requiring the approval of the Members, as listed in Section 414D-105(c)(2) of the Hawai'i Revised Statutes, and if a special meeting the purpose or purposes for which the meeting is called, will be delivered not less than ten nor more than sixty days before the date of the meeting, either personally, by mail or private carrier, or by other forms of wire or wireless communication, to each Member of record entitled to vote at such meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at the member's address as it appears on the membership records of the corporation, with postage thereon prepaid. If notice is given as aforesaid, non-receipt of such notice by any Member will not invalidate any business done at any meeting, either annual, regular, or special, at which the required quorum is present. The presence of any Member at any meeting will constitute a waiver of the requirement of giving of notice of said meeting to such Member, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Member may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing signed by such member or a duly authorized attorney-in-fact thereof.

Section 3.06. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all eighty percent (80%) of the Members entitled to vote with respect to the subject matter thereof. Written notice of Member approval by consent in writing shall be given to all Members who have not signed the written consent.

Section 3.07. Voting Record. The Recording Secretary, or such other officer or agent of the corporation having charge of the membership records of the corporation, will make a complete record of the members entitled to vote at any members' meeting, whether annual or special, or any adjournment thereof. Such record will be arranged in alphabetical order, with the address of each member, and will be produced and kept open at the time and place of the meeting and will be subject to the inspection of any member during the whole time of the meeting for the purposes thereof. Failure to comply with the requirements of this Section will not affect the validity of any action taken at such meeting.

Section 3.08. Proxies. At any meeting of the Members, a Member may vote in person or by proxy executed in writing by the Member or by the Member's duly authorized attorney-in-fact, officer, director, employee or agent. The Member's signature may be affixed to the writing by any reasonable means including, without limitation, the use of a facsimile signature. Such proxy must be filed with the Recording Secretary of the corporation before or at the time of the meeting. No proxy will be valid after eleven

months from the date of its execution. An appointment of a proxy is effective when received by the Recording Secretary or other officer or agent authorized to tabulate votes.

Section 3.09. Conduct of Member Meetings. The current edition of Roberts Rules of Order, Revised, shall govern at all meetings of the corporation's Members and Board of Directors, upon all matters not specifically covered by these Bylaws or by any special rules of procedure adopted at any meeting.

Section 3.10. Calabash Cousins. There shall be a support group for the corporation known as the Calabash Cousins, the purpose of which shall be to assist the corporation, the Queen Emma Summer Palace, Hulihe'e Palace, and the Kamehameha III Birthplace. Participation in the Calabash Cousins shall be open to anyone; however, participants in the Calabash Cousins shall not be Members of the corporation within the meaning set forth herein and in the Hawai'i Revised Statutes Chapter 414D, and shall not have the right to vote on any corporate matters.

ARTICLE IV

DIRECTORS

Section 4.01. Number and Qualifications. Subject to any limitations set forth in statutory provisions or in the Articles of Incorporation, the number of directors will be fixed each year at a number no less than eleven (11). The Board of Directors shall be comprised of the officers elected by the Members at the Members' annual meeting pursuant to Section 5.01, the Advisor(s), and the standing committee chairpersons appointed by the Regent. The number of directors may be increased, subject to the foregoing limitations, and the additional directors may be elected by the Members at any special meeting. The Advisor(s) shall be appointed to the Board of Directors by the Regent and shall serve in an *ex officio* capacity at the pleasure of the Regent. Each director will hold office until the next annual meeting and thereafter until the successor of such director is duly elected or appointed and qualified, subject, however, to removal by the Members.

Section 4.02. Quorum. A majority of the number of directors fixed in accordance with Section 4.01 of these Bylaws, except the Advisor(s), will constitute a quorum for the transaction of business at any meeting of the Board of Directors. In no event may the quorum be fewer than the greater of one-third of the number of directors (excluding the Advisor(s)) in office or two directors. The act of the majority of the directors present at a meeting (excluding the Advisor(s)) at which a quorum is present will be the act of the Board of Directors.

Section 4.03. Vacancies. In the case of any vacancy or vacancies in the positions of Advisor or standing committee chairpersons, the Regent shall appoint someone to fill the vacancy. A director elected to fill a vacancy will serve for the unexpired term of such director's predecessor in office. The determination by the Board

of Directors, as shown in the minutes, of the fact of any vacancy will be conclusive as to all persons and the corporation.

Section 4.04. Regular Meetings. Regular meetings of the Board of Directors will be held monthly, with the exception of the month of August.

Section 4.05. Special Meetings. Special meetings of the Board of Directors may be called by the Regent or upon the request of any three (3) Directors. Such special meetings will be held at such place and at such time as will be fixed by the person or one of the persons so authorized and calling such special meeting.

Section 4.06. Notice. Notice of the time and place of any meeting of the Board of Directors for which notice is required will be given to each director by the Corresponding Secretary or by the person or one of the persons calling the meeting, not less than two days before the date set for the meeting, by advising each director personally, by telephone, by other wire or wireless communication, or by sending written notice of such meeting by first-class mail, postage prepaid, to each director at such director's last known address as it appears on the records of the corporation. If mailed, such notice will be deemed to be delivered five (5) days after it is deposited with the United States Postal Service, as evidenced by the postmark, provided the notice is mailed with the correct address and with first class postage affixed. Non-receipt of any such notice will not invalidate any business done at any meeting at which a quorum is present. The presence of any director at any meeting will constitute a waiver of the requirement of giving of notice of said meeting to such director, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director or directors, whether attending a meeting or not, may, prior to, at the meeting, or subsequent thereto, waive notice of the meeting by written waiver signed by such director or directors.

Section 4.07. Telephone Meetings. Subject to the notice requirements in Section 4.06 of these Bylaws, members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means will constitute presence in person at a meeting.

Section 4.08. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee designated thereby may be taken without a meeting if all the directors or all of the members of the committee, as the case may be, sign a written consent setting forth the action taken or to be taken at any time before or after the intended effective date of such action. Such consent will be filed with the minutes of the Board of Directors or committee, as the case may be, and will have the same effect as a unanimous vote. Such consent shall be effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 4.09. Removal of Directors and Filling of Vacancies. At a meeting of Members called expressly for that purpose, any elected director may be removed, with cause, by a vote of a majority of the Members present. The Members of the corporation may, at any special meeting called for that purpose, increase or decrease the number of directors and fill any vacancies which may then exist in the Board of Directors, whether caused by resignations, removals or otherwise, including temporary vacancies. Any appointed director, such as the Advisor(s), may be removed without cause by the Regent.

Section 4.10. Powers of Directors. Subject to any limitations provided by law or set forth in the Articles of Incorporation or in these Bylaws, the Board of Directors will have full power to control and direct the business and affairs of the corporation and to exercise all the powers and perform all the acts which the corporation may legally exercise and perform.

Section 4.11. Presumption of Assent. A director present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless such director's dissent will be entered in the minutes of the meeting or unless such director will file a written dissent to such action with the Recording Secretary of the meeting before the adjournment thereof or will forward such dissent by registered mail to the Recording Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent will not apply to a director who voted in favor of such action.

Section 4.12. Executive Committee. The Board of Directors shall have an Executive Committee. The Executive Committee shall consist of each of the elected officers of the corporation and the Advisor(s) appointed by the Regent. The Executive Committee shall perform emergency duties of the corporation between meetings of the Board of Directors, subject to ratification by the Board of Directors at the immediately following meeting.

Section 4.13. Other Committees. The Board of Directors shall have committees that will, to the extent provided by resolution, have and may exercise the authority of the Board of Directors.

(a) The Membership Committee shall consist of not less than five (5) members, with the Chairperson of the Membership Committee appointed by the Regent.

(b) The members of the Nominating Committee shall be appointed at each March meeting of the Board of Directors, upon recommendation of the Regent. The Nominating Committee shall consist of a Chairperson and four (4) additional members, not more than two of whom (other than the Chairperson) shall be currently serving on the Board of Directors. The Nominating Committee members shall serve for a term of one (1) year.

(c) The powers and number of members of all other committees of the Board of Directors shall be fixed by resolution of the Board of Directors. No person may serve as chairperson of the same committee for more than four (4) consecutive years.

(d) The Board of Directors may designate one or more additional committees, from time to time, by resolution, setting forth the powers of the committee(s); provided, however, no committee of the Board of Directors may: (i) authorize distributions; (ii) approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (iii) elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or (iv) adopt, amend, or repeal the Articles of Incorporation or Bylaws of the corporation.

ARTICLE V

OFFICERS

Section 5.01. Generally. The officers of the corporation will consist of a Regent, four (4) Vice-Regents, a Recording Secretary, a Corresponding Secretary, a Treasurer, an Assistant Treasurer, and a Historian. Any two or more offices may be held by the same person. Prior to each annual meeting of the Members, the Members shall be presented with a slate naming each nominated officer. The officers will be elected by the Members at the annual meeting of the Members. The elected officers, together with the Advisor(s), shall comprise the Executive Committee of the Board of Directors. Each officer will hold office until the next annual meeting and thereafter until their successor is duly elected. No officer may be elected to the same office for more than four (4) consecutive years.

Section 5.02. Vacancies. Vacancies which may occur in any office will be filled by a vote of the membership for the remainder of the term of such office. In case of the absence from the State of Hawai'i or the temporary disability of any officer, the Board of Directors may appoint a temporary officer to serve during such absence or disability.

Section 5.03. Removals. The membership may instruct the Board of Directors to remove any officer whenever in the membership's judgment the best interests of the corporation will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer will not of itself create such contract rights. The Board of Directors may not remove an officer of the corporation without the approval of the membership.

Section 5.04. Regent. The Regent shall preside at all meetings of the corporation, shall see that the Bylaws are carried out, shall call special meetings when necessary, and shall appoint all committee chairpersons and an Advisor(s). The Regent may remove any committee chairperson and the Advisor(s) at her discretion. The Regent shall be an ex-officio member of all committees except the Nominating Committee.

Section 5.05. Vice-Regents. The Vice-Regents shall in their several order perform the duties of the Regent in case of the absence or disability of that officer. In case of the death or resignation of the Regent, the First Vice-Regent shall succeed to that office and the Second Vice-Regent shall become First Vice-Regent. The Executive Committee, with the assistance of the Nominating Committee, shall then appoint a Second Vice-Regent for the remainder of the term. The First Vice-Regent shall be chairperson of the Finance Committee and shall maintain the files for all business papers. The Second Vice-Regent shall be Ways and Means chairperson. The Third Vice-Regent shall be chairperson for the Queen Emma Summer Palace Committee. The Fourth Vice-Regent shall be a member residing on the Island of Hawai'i and shall be responsible for Hulihe'e Palace, meetings, and activities on the Island of Hawai'i.

Section 5.06. Recording Secretary. The Recording Secretary shall keep a complete record of meetings, including Membership, Board of Directors, Executive Committee, and Social and Business meetings. She shall be responsible to see that meeting minutes are corrected and inserted into the corporation's records. She shall notify Board members of all meetings of the Board of Directors.

Section 5.07. Corresponding Secretary. The Corresponding Secretary shall be responsible for all notices and other mailings to the membership, and shall assist the Regent with correspondence as directed. She shall be responsible for publication and mailing of the newsletter and Annual Report. She shall perform the duties of the Recording Secretary in her absence. The Secretaries shall perform such other duties as may be assigned from time to time by the Regent.

Section 5.08. Treasurer. The Treasurer shall be responsible for all monies of the corporation under the direction of the Board of Directors. She shall have an employed staff member to assist her in keeping full and accurate accounts of the corporation's funds. She shall submit financial reports at all Board of Directors Meetings, and an annual report to the membership. She shall report to the Board of Directors all expenditures in excess of One Thousand Dollars (\$1,000.00).

Section 5.09. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in her absence to carry out the Treasurer's duties.

Section 5.10. Historian. The Historian shall be the custodian of all historic papers of the corporation and shall conduct research and draft correspondence pertaining to the history of the corporation and Hawaiian history.

ARTICLE VI

EXECUTION OF INSTRUMENTS

Section 6.01. Instruments in General. All checks, drafts, dividend warrants, and other orders for the payment of money, notes, bonds, acceptances, contracts, deeds, leases, mortgages, agreements of sale, bills of lading, and all other instruments except as otherwise provided in these Bylaws, will be signed by such person or persons as will be provided by general or special resolution of the Board of Directors. In the absence of any such general or special resolution applicable to any instrument, such instrument will be signed by the Regent or any other two officers of the corporation.

Section 6.02. Facsimile Signatures. The Board of Directors may provide for the execution of written instruments, excluding checks, by the printed, lithographed or engraved facsimile signature or signatures of the person or persons authorized by the Board of Directors to sign such instruments.

ARTICLE VII

INDEMNITY

The corporation will and does indemnify each director and officer of the corporation to the broadest extent permitted by law under Sections 414D-159 through 167 of the Flawai`i Revised Statutes, as amended, or any successor provisions of the law.

ARTICLE VIII

DIRECTOR CONFLICTS OF INTEREST

An agreement or business transaction between the corporation and a director of the corporation (or an entity in which a director or officer has a financial interest) will not be voidable as conflict of interest if:

(a) the relationship or the director's interest is disclosed or known to the Board of Directors or committee when it votes to approve the agreement or business transaction (not including the interested director(s) vote); or,

(b) the relationship or the director's interest is disclosed or known to the membership, and the membership votes to approve the agreement or business transaction; or,

(c) the agreement or business transaction is otherwise fair and reasonable to the corporation.

ARTICLE IX

GENERAL PROVISIONS

Section 9.01. Adjournment. Whenever at any meeting provided for in these Bylaws less than a quorum is present or represented, such meeting may thereupon be adjourned without notice from time to time by a majority vote of those present or represented until a quorum is present or represented. Any meeting at which a quorum is present or represented may be adjourned in the same manner for such time as may be fixed by a majority vote at such meeting. Whenever a quorum is present at any adjourned meeting, any business may be transacted which could have been done at the meeting originally called.

Section 9.02. Fiscal Year. The fiscal year of the corporation will be as determined from time to time by the Board of Directors.

Section 9.03. Loans Prohibited. The corporation will not make any loans to or guaranty any obligation of its directors or officers. Any director or officer who assents to or participates in the making of such a loan or the guaranty of such an obligation will be liable to the corporation for the amount of the loan or any indebtedness resulting from the guaranty until the loan or indebtedness is repaid. For the purposes of this section, any director who votes against the making of such a loan or the guaranty of such an obligation will be deemed not to have assented to or participated in the making of the loan or the guaranty of the obligation.

Section 9.04. Shares of Stock and Dividends Prohibited; Compensation; Distribution. The corporation will not authorize or issue shares of stock. No dividend will be paid and no part of the income or profit of the corporation will be distributed to its Members, directors or officers. The corporation may pay compensation in a reasonable amount to its Members, directors or officers for services rendered, and the corporation may confer benefits upon its Members in conformity with its purposes, and no such payment, benefit or distribution will be deemed to be a dividend or a distribution of income or profit.

Section 9.05. Management of Funds. Use of all funds will be for purposes of the corporation. All funds received for Life Memberships and all gifts which are so designated shall be deposited in the Permanent Endowment Fund; other designated gifts may be placed in the Board-designated restricted funds, at the discretion of the Board. The Board of Directors shall manage these funds with full authority to invest and reinvest the funds. The Board of Directors shall appoint a Certified Public Accountant to perform an annual audit of the books of the corporation on recommendation of the First Vice-Regent.

ARTICLE X
AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the members present at an annual or special meeting of the members or represented by proxy.

CERTIFICATION

The undersigned Recording Secretary of the Corporation does hereby certify that the foregoing is a true, correct and complete copy of the Bylaws of the corporation as adopted by the Members as of this 26th day of February 2021.

JANIS KANE