

*Note: At its meeting held on August 10, 2019,
the members voted to make these Articles
effective July 1, 2022.

BYLAWS
OF
HAWAII CONFERENCE FOUNDATION
(REVISED EFFECTIVE JULY 1, 2019) *

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ARTICLE I

OFFICES

Section 1.01. Principal Office. The street and mailing address of the corporation's initial principal office will be 1848 Nuuanu Avenue, Honolulu, Hawaii 96817.

Section 1.02. Other Offices. In addition to its principal office, the corporation may maintain offices in such other place or places within or without the State of Hawaii as may be from time to time designated by the Board of Directors.

ARTICLE II

DIRECTORS

Section 2.01. Number and Qualifications. Subject to any limitations set forth in statutory provisions or in the Articles of Incorporation, the number of directors will be eleven voting directors and one non-voting director, and will be comprised of: (a) the Chair of the Conference Council, as a voting ex-officio director, as well as four other directors designated by the Hawaii Conference of the United Church of Christ, (b) the Conference Minister of the Hawaii Conference of the United Church of Christ, as a non-voting ex-officio member, and (c) six directors elected by the directors at their annual meeting, or in case of failure to act at said meeting, at a special meeting held thereafter, or by written consent in accordance with Section 2.08 of these Bylaws in lieu of such meeting. Each director will hold office for a term of three years, and thereafter until the successor of such director is duly elected or appointed and qualified. A director may not serve more than two terms consecutively.

Section 2.02. Quorum. A majority of the number of directors fixed in accordance with Section 2.01 of these Bylaws will constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 2.03. Vacancies. In the case of any vacancy or vacancies in the Board of Directors, the Hawaii Conference of the United Church of Christ, or the remaining directors, although less than a quorum (depending on the nature of the vacancy under Section 2.01 above),

may fill the vacancy. A director elected to fill a vacancy will be elected 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 2.04. Regular Meetings. Unless dispensed with by unanimous written consent of the directors in accordance with law and with Section 2.08 of these Bylaws, the annual meeting of the directors will be held at such place and at such time as the Executive Director will designate, or, if the Executive Director 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. At the annual meeting, the directors will elect the directors under Section 2.01 above to hold office for a term of three years, and thereafter until their successors are duly elected and qualified and, subject to any requirements of law or of the Articles of Incorporation or of these Bylaws with respect to notice, may transact any other business that may be brought before the meeting and take any other corporate action. Other regular meetings of the Board of Directors may be held at such times as the business of the corporation will require according to resolutions of the Board of Directors. Except as otherwise required by resolution of or policy adopted by the Board of Directors, no notice of regular meetings of the Board of Directors will be required.

Section 2.05. Special Meetings. Special meetings of the Board of Directors may be called by resolutions of the Board of Directors or upon the call of any director. 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 2.06. 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 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 by telephone, by electronic message, by word of mouth, or by leaving written notice of such meeting with each director or at the residence or usual place of business of each director, or by sending written notice of such meeting by first-class mail, postage prepaid, not less than five days before the meeting, to each director at such director's last known address as it appears on the records of the corporation. 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 2.07. 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 2.08. 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.

Section 2.09. Removal of Directors and Filling of Vacancies. At a meeting of directors called expressly for that purpose, with at least seven days' written notice given, any director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the directors then entitled to vote at an election of directors. Any vacancy caused by such a removal will be filled as set forth under Section 2.03 above.

Section 2.10. 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 2.11. 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 secretary of the meeting before the adjournment thereof or will forward such dissent by registered mail to the 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 2.12. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee, and may designate from among its member or other qualified persons a personnel committee, a finance committee, a property management committee, and a board governance committee, as well as one or more other committees at the discretion of the Board of Directors, each of which, to the extent provided in such resolution, will have and may exercise all the authority of the Board of Directors, except as limited by law, the Articles of Incorporation, or these Bylaws. The chair of each such committee must be a director of the corporation. Each committee member will be appointed for a term of two years and may not serve more than three terms consecutively.

ARTICLE III

OFFICERS

Section 3.01. Generally. The officers of the corporation will consist of a Chair, a Vice Chair, a Treasurer, and a Secretary. Any two or more offices may be held by the same

person; provided, however, that the person serving as Treasurer may not hold another office at the same time, and the corporation will have two or more individuals as officers. The officers will be appointed annually by the Board of Directors at its first meeting after the annual or special meeting of the members at which the Board of Directors is elected and will hold office until the next annual meeting and thereafter until their successors are duly appointed and qualified, subject, however, to removal by the Board of Directors. There may also be one or more Assistant Treasurers, Assistant Secretaries, and other subordinate officers who will be appointed by the Board of Directors and the number thereof will be determined from time to time by the Board of Directors.

Section 3.02. Vacancies. Vacancies which may occur in any office will be filled by appointment by the Board of Directors for the remainder of the term of such office. In case of the absence from the State of Hawaii or the temporary disability of any officer, the Board of Directors may appoint a temporary officer to serve during such absence or disability.

Section 3.03. Removals. Any officer or agent may be removed by the Board of Directors whenever in its 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 or agent will not of itself create such contract rights.

Section 3.04. Chair of the Board. The Chair will preside at all meetings of the members and of the Board of Directors at which the Chair is present, and will perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 3.05. Vice Chair. It will be the duty of the Vice Chair to assume and perform the duties of the Chair in the absence or disability of the Chair or whenever the office of Chair is vacant. Each Vice Chair will do and perform such additional duties as may be prescribed by the Board of Directors.

Section 3.06. Treasurer. The Treasurer shall oversee the financial and accounting matters of the corporation, including custody of all money, valuable papers and documents of the corporation, which shall be kept for safekeeping in such depositories as may be designated by the Board of Directors, and the Treasurer shall see that the funds of the corporation are expended as directed by the Board of Directors. The Treasurer will cause to be kept a book or books setting forth a true record of the receipts and expenditures, assets and liabilities, losses and gains of the corporation and will, when and as required by the Board of Directors, render a statement of the financial condition of the corporation. If required to do so by the Board of Directors, the Treasurer will give a bond in such amount and with such surety as may be prescribed by the Board of Directors for the faithful discharge of the duties of the office. The Treasurer will also do and perform such additional duties as may be prescribed by the Board of Directors. In the absence or disability of the Treasurer, the duties of the office will be performed by the Secretary or by an Assistant Treasurer.

Section 3.07. Secretary. The Secretary will be ex officio secretary of the Board of Directors, will give or cause to be given all required notices of meetings of the members and

the Board of Directors, will record the proceedings of meetings of the members and the Board of Directors in a book or books to be kept for that purpose, and will perform such other duties as may be assigned from time to time by the Board of Directors. The Secretary will have custody of the seal of the corporation. In the absence or disability of the Secretary, the duties of the office will be performed by the Treasurer or by an Assistant Secretary.

Section 3.08. Subordinate Officers. The powers and duties of any subordinate officers will be as prescribed by the Board of Directors.

ARTICLE IV

EXECUTIVE DIRECTOR

The Board of Directors may appoint an Executive Director. Subject to the control of the Board of Directors, the Executive Director will have general charge and care of the business and property of the corporation, will appoint and discharge employees and agents of the corporation and determine their compensation, and will do and perform such additional duties as may be prescribed by the Board of Directors.

ARTICLE V

EXECUTION OF INSTRUMENTS

Section 5.01. 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 any two officers of the corporation.

Section 5.02. Facsimile Signatures. The Board of Directors may provide for the execution of checks and other written instruments by the electronic, printed, lithographed or engraved facsimile signature or signatures of the person or persons authorized by the Board of Directors to sign such instruments.

Section 5.03. Seal. Any officer or subordinate officer of the corporation, and any other person authorized to do so by the Board of Directors, may affix the seal of the corporation, if any, to any instrument and may attest the same.

ARTICLE VI

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 Hawaii Revised Statutes, as amended, or any successor provisions of the law.

ARTICLE VII

DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, will be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because the vote or votes of such director or directors are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorized, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to this corporation.

ARTICLE VIII

GENERAL PROVISIONS

Section 8.01. 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 8.02. Corporate Seal. The corporation may have a corporate seal in such form as will be determined by the Board of Directors.

Section 8.03. Fiscal Year. The fiscal year of the corporation will be as determined from time to time by the Board of Directors.

Section 8.04. 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 8.05. 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.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the affirmative vote of sixty percent (60%) of the members of the Board of Directors of the corporation.

CERTIFICATION

The undersigned Secretary of the Corporation does hereby certify that the foregoing is a true, correct and complete copy of the Bylaws of the corporation, to be effective as of July 1, 2019*, as adopted by the Board of Directors on the 13 day of October, 2018.



***Note: At its meeting held on August 10, 2019, the members voted to make these Articles effective July 1, 2022.**