

BYLAWS
OF
HAWAII CONFERENCE FOUNDATION

ARTICLE I. MISSION STATEMENT

The mission of the Hawaii Conference Foundation is to provide faithful and fruitful stewardship of the purposes and powers entrusted to it by the Hawaii Conference of the United Church of Christ, successor to the Hawaiian Evangelical Association.

ARTICLE II. MEMBERS

Section 1. Membership. The Members of the Foundation, hereinafter referred to as Members, shall be the same persons who are members of the Conference Council of the Hawaii Conference of the United Church of Christ, hereafter referred to as Conference, and the Board of Trustees of the Hawaii Conference Foundation, hereafter referred to as Foundation, during their term of office in the respective Boards/Council; and such persons as are elected or appointed from time to time to the Conference Council and the Board of Trustees of this Foundation, respectively, as successor Directors and Trustees. Such membership ceases upon the date the term as Member of the Conference Council or as Trustee of this Foundation ceases or upon the death or resignation of such Member.

ARTICLE III. MEETING, NOTICE, QUORUM AND VOTING

Section 1. Meetings. The four (4) meetings of the Members, one of which will include the Annual Meeting, shall be held at any date set by the Board of Trustees of this Foundation before the end of a fiscal year of the Foundation, and at a place and time to be specified in the notice of such meeting for the purpose of establishing general principles and policies for the Foundation within the limits set forth in the Charter and Bylaws and to transact such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the Members shall be called at any time by the Secretary upon the written request of the Chairperson or any three or more members of the Board of Trustees, or any five or more Members. Any special meeting shall be held at a time and place to be specified in the notice of such meeting.

Section 3. Notice. Notice of all meetings of the Members shall be either in writing and sent to each Member entitled to vote thereat by mail, e-mail or FAX,

addressed to the last known postal address, e-mail address or FAX number, of each such Member, or by publication, not less than three (3) days before the time designated for such meeting. All Notices of meetings shall state the purpose, time and place of the meeting. Notice of meeting at which an amendment to the Bylaws is to be acted on must be given not less than thirty (30) days prior to each meeting.

Section 4. Quorum. At any meeting a majority of the Members shall constitute a quorum for the transaction of business. Any decision of a majority of such quorum shall be valid and binding upon the Foundation, except as otherwise specifically provided by laws, the Charter of Incorporation or these Bylaws. In the absence of a quorum at any meetings, a majority of the members present may adjourn from time to time without other notice than by announcement at the meeting until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which could have been transacted at the meeting as originally called.

Section 5. Voting. At each Meeting of the Members, every Member shall be entitled to one vote, even if that person is a member of both Boards. Upon demand of any Member, the vote upon any question before the meeting may be by ballot.

Section 6. Meetings Presided By. The Chairperson of the Conference Council of the Hawaii Conference, or the successor or the substitute, shall preside over all of the Meetings of the Members.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. Number and Term.

1: There shall be a Board of Trustees, consisting of 11 voting Members as follows:

- (a) Three Members of the Conference Council elected by such Conference Council.
- (b) The Conference Minister and the Chairperson of the Conference Council.
- (c) Four persons nominated by the Board of Trustees and elected by the Conference Council.
- (d) Two persons nominated by the Conference Council and elected by the Members of the Conference at an Aha Pae'aina (annual meeting) of the Conference.

2. The term of office of those Trustees in Section 1 (a) shall be for two (2) years commencing with the start of the fiscal year. The term of office for a person in Section 1 (b) shall be the same as the term of the particular office.

3. The term of office of those Trustees in Section 1(c) and 1(d) shall be for four (4) years.

(a) Whenever the term of office of any of the four (4) Trustees named herein to the class referred to in Section 1(c) above expires, a replacement shall be nominated by the Board of Trustees and elected by the Conference Council to serve a term of four (4) years commencing with the start of the fiscal year.

(b) Whenever the term of office of any of the two (2) Trustees named herein to the class referred to in Section 1(d) above expires, a replacement shall be nominated by the Conference Council and elected at an Aha Pae'aina, to serve a term of four (4) years commencing with the start of the fiscal year.

4. A Trustee from Section 1(a) may be re-elected upon the completion of any term. Except as stated in Section 1, paragraph 5, of this Article IV below, a Trustee from Section 1(c) and 1(d) may serve for two complete consecutive terms, and after which an interval of at least one (1) year must take place before such Trustee may again serve on the Board.

5. One Trustee from Section 1(d) shall be elected each even-numbered year.

Section 2. Vacancies. a. In case of any vacancy in Section 1(a), Section 1(b) and Section 1(d) of the Board of Trustees for any cause, such vacancy shall be filled by a successor elected by the Conference Council to serve upon election for the unexpired term for a Section 1(a) or Section 1(d) Trustee, or until a new Section 1(b) Trustee is elected.

b. In case of any vacancy among those named in Section 1(c) of the Board of Trustees for any cause the remaining Trustees by an affirmative vote of a majority of the whole Board may elect a successor, who upon ratification by the Conference Council shall serve during the unexpired term.

c. In case of a temporary vacancy in Section 1(a), Section 1(b) and Section 1(d) due to the absence of a Trustee, the Conference Council may elect or designate a substitute Trustee who shall be a Trustee during such absence, illness or disability and until such absent or disabled Trustee returns to duty. For Section 1(b), a duly appointed Conference Minister or Chairperson of the Conference Council may be designated as a substitute with the same rights, powers and restrictions.

d. In case of a temporary vacancy in Section 1(c) due to the absence of any Trustee from Oahu or from illness or disability, for a period in excess of 60 days, the remaining Trustees, whether constituting a majority or a minority of the Whole Board, may elect some person a substitute Trustee, who, upon ratification of the Conference

Council, shall be a Trustee during such absence, illness or disability and until such absent or disabled Trustee returns to duty.

Section 3. Meetings. The Board of Trustees shall hold meetings at such time and place set by the Chairperson, or in the absence of the Chairperson, by the Secretary. Special meetings may be called at any time by the Chairperson or in the absence of the Chairperson, by the Secretary. The annual meeting of the Board of Trustees shall be the first meeting of the Board of Trustees in the next fiscal year. Members of the Board of Trustees or any committee may participate in a meeting of the Board of Trustees or any committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 4. Notice. The Secretary shall give notice, in writing of each meeting of the Board of Trustees to each Trustee at least one day before the meeting. The failure to give notice shall not invalidate any action at a meeting of the Board of Trustees if a quorum is present. No notice of a meeting need be given a Trustee who is absent from the State. The presence of any Trustee at a meeting shall constitute a waiver of notice to such Trustee.

Section 5. Quorum and Voting. A majority of the Trustees shall constitute a quorum for the transaction of business, provided, however, at least three of the total members referred to in Section 1(c) and Section 1(d) above must be present at any meeting. In every case, the affirmative vote of a majority of the Trustees present shall be necessary for the validity of any action of the Board. Each member shall have voting rights at a meeting of the Board of Trustees.

Section 6. Committees. The Board of Trustees may from time to time create and appoint such standing or special committees as the affairs of the Foundation may require, and define the authority and duties of such committees.

There may be an Executive Committee consisting of the Chairperson of the Foundation, the Conference Minister, the Chairperson of the Conference Council, the Secretary and the Treasurer of the Foundation. During intervals between meetings of the Board, the Executive Committee shall possess and may exercise such powers which are delegated to it. It shall meet at the call of the Chairperson or the Secretary.

ARTICLE V. OFFICERS

Section 1. Principal Officers. The principal officers of the Foundation shall be the Chairperson, Vice Chairperson, Secretary, and Treasurer, all of whom shall be elected annually by the Board of Trustees at its annual meeting (Article IV, Section 3). The Chairperson and Vice Chairperson shall be chosen from the Trustees named

pursuant to Section 1(c) and Section 1(d) of Article IV above. Such officers shall serve until the next annual meeting and thereafter until their successors are elected.

Section 2. Other Officers. The Board of Trustees may elect such other officers as it may deem necessary who shall have such authority and perform such duties as from time to time may be prescribed by the Board of Trustees. One person may hold more than one office.

Section 3. Removals and Vacancies. All officers shall be subject to removal at any time by the affirmative vote of a majority of the Board of Trustees. If the office of any officer shall become vacant for any reason, the Board of Trustees may appoint a successor.

Section 4. Qualifications. The officers, except the Executive Director, shall be Members. The Chairperson and Vice Chairperson must be Trustees named pursuant to Section 1(c) and Section 1(d) of Article IV above.

Section 5. Chairperson. The Chairperson shall preside at all meetings of the Board of Trustees and shall have general charge of the affairs of the Foundation. Unless the Board of Trustees otherwise directs, the Chairperson shall have full authority to vote the stock of other corporations which is owned by the Foundation at all meetings of such corporations. The Chairperson shall have the powers and perform the duties customarily incidental to the office and such other powers and duties as may be assigned by the Board of Trustees.

Section 6. Vice Chairperson. The Board of Trustees shall elect a Vice Chairperson who shall have the powers and shall perform the duties of Chairperson during the Chairperson's absence or disability or whenever the office is vacant. The Vice Chairperson shall have such other powers and perform such other duties customarily incidental to such office and such other powers and duties as may be assigned by the Board of Trustees.

Section 7. Treasurer. The Treasurer shall be responsible for the safekeeping of all monies, notes, bonds, and other money instruments, belonging to the Foundation. The Treasurer shall be responsible for keeping all the books and accounts and rendering statements thereof as may be required from time to time by the Board of Trustees. The Treasurer shall have the powers and perform the duties customarily incidental to the office and such other powers and duties as may be assigned by the Board of Trustees.

Section 8. Assistant Treasurers. The Board of Trustees may elect one or more Assistant Treasurers who shall, in the order determined by the Board of Trustees, perform the duties of the Treasurer during his or her absence or disability or whenever the office is vacant. Each Assistant Treasurer shall have such powers and perform such duties as may be assigned by the Board of Trustees.

Section 9. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees and the Members in books provided for that purpose, and he or she shall attend to the giving and serving of all notices of the Foundation. The Secretary shall have the powers and perform the duties customarily incidental to the office and such other powers and duties as may be assigned from time to time by the Board of Trustees.

Section 10. Assistant Secretaries. The Board of Trustees may elect one or more Assistant Secretaries, who shall, in the order determined by the Board of Trustees, perform the duties of the Secretary during his or her absence or disability or whenever the office is vacant. Each Assistant Secretary shall have such powers and perform such duties as may be assigned by the Board of Trustees.

ARTICLE VI. FOUNDATION STAFF

The Executive Director of the Foundation is responsible for implementing the purpose of the Foundation in its support for the mission of the Hawaii Conference of the United Church of Christ and its local churches. The Executive Director reports to the Board of Trustees of the Foundation in carrying out the policies and decisions of the Board of Trustees; assists the Trustees in the performance of their duties and responsibilities; has overall supervision of the operations of the Foundation office and any employees; is responsible for the management of real properties and other assets held by the Foundation; coordinates the operation of the Foundation with the Hawaii Conference through its Conference Minister.

ARTICLE VII. AUDITOR

The Auditor shall be elected by the Members at their Annual Meeting to serve until the next Annual Meeting and thereafter until a successor is elected.

ARTICLE VIII. EXECUTION OF INSTRUMENTS

Section 1. Execution of Instruments. All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, and all other such instruments, shall be signed by such person or persons as may be designated by general or special resolution of the Board of Trustees, and in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the Chairperson or Vice Chairperson and by the Treasurer or the Secretary or an Assistant Treasurer or Assistant Secretary. The Board of Trustees may by resolution provide for the use of facsimile signatures on any instrument and may also provide that any instrument may be sealed with the facsimile seal of the Trustees.

Section 2. Seal. The Foundation shall have a seal of such form and device as the Board of Trustees shall from time to time determine, which seal shall be in the care of the Executive Director. When directed by the Board of Trustees a duplicate seal may be kept and used by such other officers or agents as the Board may direct.

ARTICLE IX. SERVICE OF PROCESS

Service of process may be made upon any of the principal officers of the Foundation.

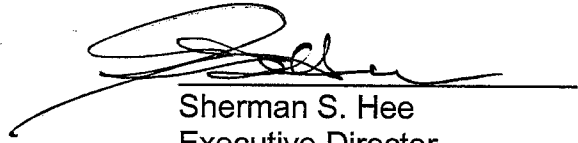
ARTICLE X. AMENDMENTS

These Bylaws may be altered, amended or repealed by a vote of not less than two-thirds (2/3rds) of the Members at a meeting of the Members duly called and held for such purpose, provided, that a written notice of the proposed amendment or repeal shall be given to the Members thirty (30) days prior to such meeting. In the event of amendment, a copy of the proposed amendment shall be sent with the notice.

CERTIFICATE

This is to certify that the attached Bylaws of the HAWAII CONFERENCE FOUNDATION was adopted at a meeting of the Members of this Foundation, duly called and held on November 6, 2010.

Dated: November 6, 2010



Sherman S. Hee
Executive Director
Hawaii Conference Foundation