

III. ANNUAL REPORTS

200th Aha Pae‘aina of the Hawai‘i Conference United Church of Christ

Conference Minister Report

Rev. Dr. David K. Popham



The symbolism of stairs is widely used among congregations and churches to indicate growth of one kind or another. The growth can be numerical, but it may also be in goal attainment or community engagement. It is a widely used image as it communicates an agreed upon truth: climbing equals achieving and achieving equals success. As Vaclav Havel noted, “it is not enough to stare up the steps, we must step up the stairs.”

Such an image focuses our attention on the vertical step. How far up we are stepping. Many church growth books are filled with paradigms, strategies, and “fool proof” tactics aimed at mounting the next step.

There is nothing wrong with these books nor with this focus. But as Vaclav Havel perceives staring up the steps accomplishes very little. With that in mind, I also think the horizontal shelf that actually forms the step where we are placing our weight on is just as important as the vertical climb. In organizational language the horizontal shelf is the infrastructure which supports the heft of the organization. No matter how robust our mission and vision and strategic plan, if we do not have the infrastructure to support it, we will tumble back down.

This past year and the year before, due primarily to COVID, became years of giving attention to our infrastructure.

In the Conference Office, at least for the Conference side of life, we have realigned the job descriptions of the Support Staff. Primarily letting go of “personal assistant” duties so that all Support Staff now have duties directly related to servicing the Conference at large. Our new part

time Associate Conference Ministers are deployed to live on neighboring islands as presence is a symbol of caring. And as a Staff we adopted the 2022 Conference Office Playbook (see attached) to assist in ensuring our focus is on local church and pastor support.

Within the Conference, we graduated our first cohort in the Certificate in Theological Education Leadership from the Pacific School of Religion. Our “beta test” group, if you will, and are ready to launch a more solid CTTEL cohort this fall. We also provided guidance and recommendations for our congregations as we move through the pandemic stage of COVID-19 and into an endemic stage. We transitioned our weekly Wednesday Zoom meetings to a First Wednesday Conversation seeking to address new tools available for the local church and topical discussions. First Wednesdays have also provided a regular platform to engage discussions on the life of the Conference and to provide transparency on issues before either the Conference Council or the Foundation Board of Trustees.

By focusing on infrastructure we can put more and more weight on the next step up the stairs before us. No doubt more infrastructure strengthening is needed. It is hoped that in this coming year we can begin to convene special interest conversations with our Samoan and Micronesian leaders. It is also hoped that we will begin quarterly meetings with the presidents of the Associations. There are plans to launch two ministerial Community of Practice groups to augment the present two Pastoral Support Groups. Hopes are high with the exciting venture of the Innovation and Engagement Missional Team. The Council is engaging a conflict resolution consultant to help us better address the sharp, rubbing edges of the Conference.

This seems is a lot to reinforce this horizontal step that we are placing our weight on. Yet, it must also be acknowledged that the step had been made strong with the adoption of the Ka Papa Ho‘olālā 2018 – 2028 (Strategic Plan 2018 – 2028). One piece not foreseen at that time by the Conference was the need for a Capital Campaign to give adequate resourcing to the aspirations of the Conference. The Conference leadership approved a Capital Campaign and this coming year we will engage in inviting people into the vision of the Campaign before a public launch in 2023.

By our stair-step model very few of these components compose the exciting vertical strut of the stairs God is calling us to climb. However, they are intricate components of the horizontal surface that will support us as we place our full weight as the Hawai‘i Conference on it.

Hawai'i Conference Office 2022 Playbook

The Playbook of the Conference Office answers six critical questions that provide clarity and alignment to *Ka Papa Ho'olālā 2018 – 2028*, the Hawai'i Conference Strategic Plan.

Why does the Conference Staff exist?

To provide services of support, resources, and connections to bless the Hawai'i Conference's 118 churches, ministers, laity, five Associations, and all affiliates.

How does the Conference Staff behave?

We live out our Core Values, follow our Guideposts and embrace our Mindsets:

Core Values

Be Kind / Be respectful / Be faithful to the Gospel / Be compassionate / Be helpful / Be transparent

Guideposts

- Embrace our Mission, Vision and Core Values
- Be intentional in the inclusion of historical trauma of the Hawaiian people and its ramifications for today
- Be malleable to model growth into new ways of being church
- Manage assets with transparency and sustainability
- Celebrate the full 'ohana of the Conference
- Include marginal voices in ongoing discussions
- Honor Christ as the center of our common life

Mindsets

- Celebrate traditions without becoming trapped by traditionalism
- Cultivate a culture of innovation
- Engage other members of the staff and partners
- Make our successors proud of us
- Embrace teamwork by building on each other's strengths
- Celebrate the rich diversity which is the Hawai'i Conference United Church of Christ

What does the Hawai'i Conference United Church of Christ do?

The Hawai'i Conference UCC advances the gospel of God's good news in Jesus Christ, while living in the tension between the gospel's God-given nobility and its human-agenda entrenchment.

How will the Hawai'i Conference United Church of Christ succeed?

By being "Sent forth by the Spirit to walk humbly in Christ's footsteps pursuing peace, justice and the renewal of creation."

What most important right now?

For the Conference:

Engage with our churches / Prioritize relationships

For the Staff:

Promote and Encourage self-care / Value one another / Honor each other's voices / Maintain confidentiality as appropriate / Hold regular staff meetings (systems attention) / Promote open, honest communications within staff (culture attention)

Who must do what?

One team dedicated to "One 'ohana: a unified, radiant and transforming expression of the body of Christ."



*Hawaii Conference United Church of Christ
200th Aha Pae'aina*

*State Council of Hawaiian Congregational Churches
(SCHCC)
Aha Iki - via ZOOM
June 15, 2022*

Advisor's Report

Aloha mai kakou!

As we prepare for the closing of FY 2021–2022, we say “Mahalo Ke Akua” for your agape love, faith and aloha that the State Council of Hawaiian Congregational Churches (SCHCC), continues to be blessed with, because of your presence in everything we do.

We have been dealing with many challenges during the course of this fiscal year, and as Advisor of the SCHCC, I extend my sincere “mahalo nui loa” to all of you, for your faith and trust of each other, as you continue to work for what is “in the best interest” of our Hawaiian Churches.

The love you all continue showing and sharing as you continue supporting our Officers of the State Council of Hawaiian Congregational Churches (SCHCC) is sincerely appreciated.

To our Island Council Presidents / Representatives and Partners; **Kauai, Oahu, Top-side Molokai, Maui, East Hawaii, West Hawaii, and Pu'a Foundation**.....MAHALO for your leadership. YOU ARE ALL STILL AWESOME!!!!

Mahalo Nui Loa, Officers of the SCHCC Board of Directors: Boyd Matsuyama – **President**, Lorna Motas - **Vice President**, Retired Kahu Kealahou Alike - **Secretary**, Frank Mulec – **Treasurer**, for your outstanding leadership representing the State Council of Hawaiian Congregational Churches.

As my term comes to an end, my sincere mahalo for allowing me the privilege of serving as Advisor to this Council, the SCHCC.

God's Blessings,

Sharon Matsuyama

Sharon Matsuyama - Advisor, SCHCC

cc: SCHCC Board of Directors



STATE COUNCIL OF HAWAIIAN CONGREGATIONAL CHURCHES
P.O. BOX 407 HOLUALOA, HAWAII 96725
(SCHCC)

200th Aha Pae'aina/Aha Iki

SCHCC Annual Meeting
June 15, 2022

Aloha Kakou,

It has been an exciting year for the SCHCC. To begin, our 2021 Annual meeting had no quorum to conduct any official business. After receiving legal advice, ballots were mailed to registered delegates of active member churches to vote on two action items.

Proposed revisions to amend the current Articles of Incorporation & Bylaws were distributed to all active SCHCC member churches for review and discussion. These documents will be presented for action at the annual meeting on June 15, 2022.

Addendum to the “Celebrating Advocacy – Past, Present & Future” book, continues to move forward to the final step of being printed.

The Funds allocated for Repair & Maintenance of Small Membership Hawaiian Churches, a line item in the Hawaii Conference Foundation’s budget, remained at \$40,000.00 for FY 2021-2022. Four (4) churches applied and were approved for funding; Olaa First Hawaiian Church (\$3.9k), Lahuiokalani Kaanapali Cong’l Church (\$9k), Kalaiakamanu Hou Cong’l Church (\$12.3k), and Waialua Cong’l Church (\$14.8k).

A question was raised (after the closing of the 2019 Aha Pae'aina) about what has transpired, since the apology by the UCC, regarding the overthrow of the Hawaiian Kingdom/Nation. To address this question, Interim Conference Minister Gabrielle Chavez, formed a Reconciliation Working Group, requesting that two (2) representatives be appointed from each of the following organizations, HCUCC, SCHCC, AHEC and the Hawaiian Community. This Reconciliation Working Group has been in existence for two plus years and a report recapping their discussions will be submitted to the Hawaii Conference UCC.

Unfortunately 2021 ended with some disappointing challenges. A letter dated September 07, 2021, addressed to me and received via US mail, and I share in quotes, **“This letter is being addressed to you at this point because hidden sin has recently come to light. Based on the evidence provided by our Resolution Committee that indict you of your part in the coercion, collusion, and flagrantly deceptive actions taken at the July General Synod, it is the authoritative decision of the AHEC Board of Directors to immediately dissolve the standing of the State Council of Hawaiian Congregational Churches as a Partnership Ministry”**. For reasons unknown, and no explanation or evidence (mentioned) shared by AHEC to SCHCC, we the Board of Directors of SCHCC have determined that these accusations will not deter us from our purpose.

Our Preamble: The State Council of Hawaiian Congregational Churches celebrates and nourishes its biblical roots in the Christian faith, while sustaining the richness of Hawaiian traditions and cultural values. The State Council of Hawaiian Congregational Churches draws together Churches which strive to create opportunities for spiritual growth, leadership and commitment in order to attain a common vision. This vision embraces the nurturing of all people to become instruments for building a better world and community.

Our Purpose: To advocate at all levels of the Hawai'i Conference of the United Church of Christ in the best interest of the Hawaiian churches.

Boyd Matsuyama – President

cc: SCHCC Files w/copy of September 07, 2021 letter attached

State Council of Hawaiian Congregational Churches
Repair and Maintenance of Small Membership Hawaiian Churches
‘AHA IKI – JUNE 15, 2022

Aloha,

Here is a summary of the Repair and Maintenance completed, ongoing and newly awarded projects.

There are currently two outstanding grant projects from 2019 that are in progress: the Helani Congregational Church (Hawaii Island) and the Hau’oli Kamana’o Congregational Church (Hawaii Island). One church completed their project, Kalaiakamanu Hou Congregational Church, (Molokai)

- Helani Cong. Church-The last report received was October 16, 2021. Contractor resubmitting updated permits with the Hawaii County Office.
- Hau’oli Kamana’o Cong. Church reported in January 2022 that the kitchen cabinet installation would be completed at the end of January. Still waiting for final report with photos.
- Kalaiakamanu Hou Congregational Church 2019 grant project was completed in October of 2021. A final report and photos were submitted.

The following four churches submitted Repair and Maintenance (R &M) applications by December 31, 2021, for projects in 2022; Ola’a First Hawaiian Church (Hawaii Island), Lahuiokalani Ka’anapali Congregational Church (Maui), Kalaiakamanu Hou Congregational Church and Waialua Congregational Church (Molokai).

Their combined request exceeded the \$40,000 amount in the R & M budget however, each church was granted a percentage of the \$40,000 based on their percent to the total requested amount. (See Spreadsheet for details). Each church contributed their one third portion of their total project cost.

The R & M Committee approved the final grant request on January 16, 2022. The SCHCC also approved the final grants listed on the R & M spreadsheet at the SCHCC BOD meeting on January 29, 2022.

(See the attached R & M spreadsheet)

A final R & M report was submitted to the Hawaii Conference Foundation, and they issued checks to the four respected churches in February 2022.

Respectfully submitted,

Lorna Motas

Chair of the SCHCC-Repair and Maintenance of Small Membership Hawaiian Churches Committee

2021 Repair and Maintenance of Small Membership Hawaiian Churches Requests For 2022 Work							
	CHURCH AND SCOPE OF WORK	Amount of Project	Church 1/3 Portion	Request From R&M	% to Total	R&M Suggested Grant	Difference in Request and Actual Grant
1-	Ola'a First Hawaiian Church (Hawaii Island) Termite Treatment of Hall, Church and Restroom	\$ 6,597.90	\$ 2,200.00	\$ 4,398.00	9.8%	\$ 3,900.00	\$ 498.00
2-	Lahuioalani Ka'anapali Congregational Church Replace 8 Sanctuary Windows from 1929 (Maui Island)	\$ 15,038.33	\$ 5,038.33	\$ 10,000.00	22.4%	\$ 9,000.00	\$ 1,000.00
3-	Kalaikamanu Hou Congregational Church (Molokai) Repair Kitchen interior, Hall wall, lights, doors windows	\$ 20,600.00	\$ 7,000.00	\$ 13,600.00	30.7%	\$ 12,300.00	\$ 1,300.00
4-	Waiialua Congregational Church (Molokai) Window installation, Electrical upgrades, Fan install, upgrade elec. main panel, exterior meter, LED Lighting upgrade.	\$ 24,869.44	\$ 8,300.00	\$ 16,600.00	37.1%	\$ 14,800.00	\$ 1,800.00
	TOTAL	\$ 67,105.67	\$ 22,538.33	\$ 44,598.00	100%	\$ 40,000.00	\$ 4,598.00

**Kahu Richard W. Wong Endowment Fund
Report of Awards for 2022
June 15, 2022**

On June 25, 1990, Kahu Richard W. Wong established the “KAHU RICHARD W WONG ENDOWMENT FUND “to help Hawaiian churches for: educational, mission, scholarship, evangelistic, personnel, and building needs.” However, “Grants are **NOT** to be given to build, maintain, or renovate *income producing facilities*.” The annual fund allocation is **\$7,000**.

For calendar year, 2022, no applications were submitted. Therefore, the annual allocation remained in the fund. However, at the January 29, 2022 State Council meeting, Lorna Motas, chairperson for the Repairs and Maintenance Committee, reported that there was a shortage of funds to fully fund the repairs requests from 4 churches. Each church had to absorb the shortage of funds, which was burdensome.

Aileen Trout, chairperson for the Kahu Richard Wong Fund, noted that the Kahu Wong fund **does allow for building repairs**. Might the unused funds for 2022 be used to kokua these churches? It was resolved that State Council re-open the Kahu Richard Wong Fund application process to **all** member churches. Island Council Presidents were tasked to alert all churches with a new deadline of March 15, 2022. Four churches applied for funding.

Wai`oli Hui`ia Church: funding for weekly Friday night gathering for Youth

Kalaikamanu Hou Congregational Church: Building Repairs

Lahuiokalani Ka`anapali Congregational Church: Building Repairs

Wai`alua Congregational Church UCC: Building Repairs

Church	Reason	Requested Amount	Project Cost	Grant Amount
Wai`oli Hui`ia	Youth Activity	\$2,000	\$10,000	\$2,000
Kalaikamanu Hou	Building Repairs	\$1,300	\$20,600	\$1,300
Lahuiokalani Ka`anapali	Building Repairs	\$1,000	\$15,038	\$1,000
Waialua	Building Repairs	\$1,800	\$24,869	\$1,800
TOTAL		\$6,100	\$70,507	\$6,100

Kahu Richard W Wong Endowment Fund Committee

Aileen Trout, Chairperson; Lāhuiokalani Ka`anāpali Congregational Church

Linda Norrington, Waiola Church, Boyd Matsuyama, Puka`ana Congregational Church

William Kahuakai Keliihoomalu Scholarship Fund

(State Council of Hawaiian Congregational Churches)
Sharon Matsuyama, Chairperson
c/o Hawaii Conference United Church of Christ
1848 Nuuanu Avenue Honolulu, Hawaii 96817
(808) - 936-1385

Hawaii Conference United Church of Christ
200th Aha Pae'aina

Aha Iki - via ZOOM

June 15, 2022

Annual Report

Aloha e na hoahanau me na hoaloha,

The “William Kahuakai Keliihoomalu Scholarship Fund” was established as a memorial Scholarship in 1979, following the passing of Licentiate Kahu, William K. Keliihoomalu. The fund was started with a monetary gift of \$25.00 by Mrs. Ada Larrison, a friend of the family, and continued growing with support from members of the Keliihoomalu ‘Ohana, Kalapana Maunakea Congregational Church, and many friends. She requested that this gift be placed in a Custodial Account with the Hawaii Conference Foundation, for the purpose of providing financial aid for seminary, postgraduate and continuing education expenses. When the fund grew to the amount of \$500.00, the State Council of Hawaiian Congregational Churches (SCHCC) was appointed Custodian of this Scholarship fund. The State Council of Hawaiian Congregational Churches turned the funds over to the Hawaii Conference Foundation to be invested, setting a goal of reaching the amount of \$5,000.00, with the intention of using the earned interest income towards the granting of scholarships, for the purpose stated.

For FY 2021-2022, no applications were received, requesting funds. As a reminder, the deadline for applying for funding through the William Kahuakai Keliihoomalu Scholarship Fund is by October 15 of each year.

Interested individuals are encouraged to consider requesting financial assistance through this Scholarship fund. Please refer to the William Kahuakai Keliihoomalu Scholarship Policy on the SCHCC website by logging on to www.hcucc.org then clicking on Affiliate Organizations.

If there are any questions, call the telephone number shown on the letterhead of this report.

In His Service,

Sharon Matsuyama

Sharon Matsuyama,
Chairperson - William Kahuakai Keliihoomalu Scholarship

State Council of Hawaiian Congregational Church
KATHERINE & CLAY WERY FUND

200th Aha Pae'āina/Aha Iki
Annual Meeting
June 15, 2022

Aloha Kakou,

In July 2016, Dr Naleen Andrade, hanai daughter of Katherine Hanley Wery, met with the SCHCC Executive Committee to discuss funding, benefiting Rural Hawaiian Churches.

The Hawaii Conference UCC and Dr Naleen Andrade approved the SCHCC Executive Committee to be the oversight committee of this fund.

Molokai Topside Council was approved funding but have not requested funds due to the COVID Pandemic.

Boyd Matsuyama – President

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727



AMENDED AND RESTATED ARTICLES OF INCORPORATION

(Section 414D-184, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Amended and Restated Articles of Incorporation, certify as follows:

1. The name of the corporation is:
State Council of Hawaiian Congregational Churches

2. The Amended and Restated Articles of Incorporation adopted is attached.

3. The Amended and Restated Articles of Incorporation was adopted on: _____
(Month Day Year)

(Check one)

at a meeting of the **members**:

Designation (class) Of membership	Total Number of Memberships (votes) outstanding	Total Number of Votes Entitled to be Cast By each Class	Number of Votes Cast by each class For Amendment	Number of Votes Cast by each class Against Amendment

OR

by written consent of the **members** holding at least eighty per cent of the voting power.

OR

by a sufficient vote of the **Board of Directors** or **incorporators** because member approval was not required.

4. Check one:

The written approval of a specified person or persons named in the articles of incorporation was obtained.

The written approval of a specified person or persons is not required.

5. The attached Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation and all amendments thereto.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, I/we are authorized to make this change, and that the statements are true and correct.

Signed this _____ day of _____, _____

(Type/Print Name & Title)

(Type/Print Name & Title)

(Signature of Officer)

(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

CONFIDENTIAL ATTORNEY-CLIENT PRIVILEGE

[11.17.2021 DRAFT]

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

STATE COUNCIL OF HAWAIIAN CONGREGATIONAL CHURCHES
(Affiliate Organization of the Hawai`i Conference of the United Church of Christ)

ARTICLE I

CORPORATE NAME

The name of the corporation shall be State Council of Hawaiian Congregational Churches (referred to in these Articles of Incorporation as the “SCHCC”).

ARTICLE II

PRINCIPAL OFFICE; REGISTERED AGENT; INCORPORATOR

Section 2.1 Mailing Address of Principal Office. The mailing address of the SCHCC’s principal office is P.O. Box 407, Holualoa, Hawai`i 96725.

Section 2.2 Registered Agent and Street Address For Service of Process. The SCHCC shall have and continuously maintain in the State of Hawai`i a registered agent who shall have a business address in this State.

- (1) The name of the SCHCC’s registered agent in the State of Hawai`i is Kealahou Alika.
- (2) The street address of the place of business of the person in the State of Hawai`i to which service of process and other notice and documents being served on or sent to the entity represented by the person may be delivered to is 2035 Pakolu Street, Wailuku, Hawai`i 96793.

Section 2.3 Incorporator. The incorporator is Charlene H. Taketa, 79-7196 St. Paul Road, Kealahou, Hawai`i 96750.

ARTICLE III

CORPORATE PURPOSES AND FORM OF ORGANIZATION

Section 3.1 Purposes. The SCHCC is organized exclusively for charitable, literary, religious, or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, including for such purposes as follows:

- (1) To advocate at all levels of the Hawai'i Conference of the United Church of Christ in the best interest of the Hawaiian Member churches.
- (2) The State Council of Hawaiian Congregational Churches celebrates and nourishes its biblical roots in the Christian faith, while sustaining the richness of Hawaiian traditions and cultural values.
- (3) The State Council of Hawaiian Congregational Churches draws together Churches which strive to create opportunities for spiritual growth, leadership and commitment in order to attain a common vision. This vision embraces the nurturing of all people to become instruments for building a better world and community.
- (4) To operate exclusively for charitable, scientific, literary, religious, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), with all powers granted to nonprofit corporations under the laws of the State of Hawai'i, and all other lawful purposes.

Section 3.2 Form of Organization.

(1) The SCHCC is not organized for profit and it will not authorize or issue shares of stock. No part of the net earnings of the SCHCC shall inure in whole or in part to the benefit of, or be distributable to, private shareholders or individuals, except as allowed by law. The SCHCC may pay a reasonable compensation to its directors or officers for services rendered to the SCHCC in furtherance of its purposes; provided, that no such payment shall be deemed to be a dividend or a distribution of income or profit.

(2) No substantial part of the activities of the SCHCC shall be lobbying activities or otherwise attempting to influence legislation, and the SCHCC shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(3) Notwithstanding any other provision in these Articles of Incorporation, the SCHCC shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986

(or the corresponding provision of any future federal tax code) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

ARTICLE IV

CORPORATE POWERS

The SCHCC shall have and possess all the powers permitted to nonprofit corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, as allowed under the laws of the State of Hawaii and the Internal Revenue Code.

ARTICLE V

CORPORATE LIFE

The SCHCC shall have perpetual duration.

ARTICLE VI

DIRECTORS AND OFFICERS

Section 6.1 Board of Directors. The Board of Directors shall consist of not less than three (3) individuals. The number of directors shall be fixed and the directors selected in accordance with the Bylaws. The Board shall have and may exercise all the powers of the SCHCC except as otherwise provided by the Articles of Incorporation, Bylaws, or law.

Section 6.2 Officers. The SCHCC shall have the officers described in the Bylaws. The officers shall have the powers, perform the duties, and be selected at such time, in such manner, and for such terms according to the Bylaws.

ARTICLE VII

**LIABILITY AND INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES, AND AGENTS**

Section 7.1 Limitation of Liability. No director of the SCHCC shall be personally liable to the SCHCC or the Members for monetary damages because of a breach of the director's duties to the SCHCC and the Members; provided, that such liability shall not be eliminated as provided by law and in the following circumstances:

- (1) For breach of the director's duty of loyalty to the SCHCC or the Members;
- (2) For acts or omissions not made in good faith or that involve intentional misconduct or knowing violation of the law;
- (3) For transactions from which a director derived an improper personal economic benefit;
- (4) For any improper conflict of interest transaction with the SCHCC in which a director had a direct or indirect interest;
- (5) For any transaction in which a director received a loan or guaranty of obligation from the SCHCC; or
- (6) For any transaction where a director votes for or assents to an unlawful distribution.

Section 7.2 Definitions. The definitions summarized below, which are further defined in the Hawaii Nonprofit Corporations Act (HRS 414D-159), apply to Section 7.3:

- (1) "Director" means an individual who is or was a director of the SCHCC.
- (2) "Expenses" includes counsel fees.
- (3) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses actually incurred with respect to a proceeding.
- (4) "Official capacity" means with respect to a director, the office of director in the SCHCC and with respect to an officer, employee, or agent of the SCHCC who is not a director, the office in the SCHCC held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the SCHCC.
- (5) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
- (6) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 7.3 Indemnification. The SCHCC may indemnify and advance expenses to an officer, employee, or agent of the SCHCC who is not a director to the same extent as a director. An officer of the SCHCC who is not a director is further entitled to mandatory

indemnification under Section 7.3(3) and is entitled to apply for court-ordered indemnification under Section 7.3(5) to the same extent as a director.

(1) Authority to Indemnify. Except in connection with a proceeding by or in the right of the SCHCC or in any other proceeding in which the director was found liable on the basis of the director's improper receipt of a personal benefit (more particularly described below), the SCHCC may indemnify a former or current director made a party to a proceeding against liability if the individual:

- (a) Acted in good faith, and
- (b) In a manner the individual reasonably believed (i) in the case of conduct in an official capacity, that the conduct was in the SCHCC's best interests or (ii) in all other cases, that the conduct, at a minimum, did not oppose the SCHCC's best interests, and
- (c) With respect to a criminal proceeding, that the individual had no reasonable cause to believe the conduct was unlawful.

A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of Subsection (1)(b)(ii), above. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not by itself determinative of a director's failure to meet the standard of conduct described in this Section.

The SCHCC may not indemnify a director's liability where such liability has been determined in connection with a proceeding by or in the right of the SCHCC or in any other proceeding whether or not involving action in an official capacity, in which the director was found liable on the basis of the director's improper receipt of a personal benefit. Indemnification permitted in connection with a proceeding by or in the right of the SCHCC is limited to reasonable expenses incurred in connection with the proceeding.

The SCHCC shall only indemnify a director under this Section 7.3(1) if authorized in the specific case after a determination has been made that the director has met the standard of conduct set forth herein under Section 7.3(4).

(2) Advancement of Expenses. Before a final decision is made in a proceeding, the SCHCC may advance funds to pay for or reimburse the reasonable expenses incurred by a director who is a party to the proceeding, provided that (a) the director gives the SCHCC a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 7.3(1), above, (b) agrees in writing to repay the advance if it is ultimately determined that the director did not meet the standard of conduct, and (c) the individuals making the determination, determine that the facts then known do not preclude indemnification. Such determinations and authorizations under this Section shall be made in the manner described in Section 7.3(4), below.

(3) Mandatory Indemnification. The SCHCC shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the SCHCC against reasonable expenses incurred in connection with the proceeding.

(4) Determination/Authorization of Indemnification. Unless otherwise indicated or required by law, the SCHCC shall make indemnification payments under Sections 7.3(1) and (2), above, only if authorized in the specific case upon a determination that the director seeking indemnification has met the standard of conduct required in those sections. The determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who are not at the time parties to the proceeding, or (b) if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board (in which designation directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding, or (c) if a committee cannot be designated, by special legal counsel selected by the Board or its committee in the manner prescribed in Subsections (a) or (b), or a majority vote of the full Board (in which selection directors who are parties may participate), or (d) the determination shall be made by the Members but directors who are at the time parties to the proceeding may not vote on the determination.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if special legal counsel makes the determination, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Subsection (c) to select counsel.

(5) Court-Ordered Indemnification. A director who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or another court of competent jurisdiction. On receipt of the application, the court after giving any notice it considers necessary may order indemnification in an amount it considers proper if it determines (a) that the director is entitled to mandatory indemnification under Section 7.3(3), in which case the court shall also order the SCHCC to pay the director's reasonable expenses incurred to obtain court-ordered indemnification, or (b) the director is fairly and reasonably entitled to indemnification under all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 7.3(1), above, or was found liable in connection with a proceeding by or in the right of the SCHCC, or any other proceeding whether or not involving action in an official capacity, in which the director was found liable on the basis of the director's improper receipt of a personal benefit, but if the director was found liable indemnification is limited to reasonable expenses incurred.

(6) Director as a Witness in a Proceeding. This Section 7.3 shall not limit the SCHCC's power to pay or reimburse expenses incurred by a director in connection with appearing as a witness in a proceeding at a time when the director has not been made a named defendant or respondent to the proceeding.

(7) Insurance. The SCHCC may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the SCHCC against liability asserted against or incurred by the individual in that capacity.

ARTICLE VIII

MEMBERSHIP

The SCHCC will have Members. The Members shall consist of the churches of the State Council of Hawaiian Congregational Churches. Each active Member church shall be entitled to select the following representative delegates: One (1) lay delegate of the Member church. Member churches having more than two hundred members shall be entitled to select one (1) additional lay delegate. In addition to the lay delegate or delegates, each Member church shall be entitled to select one (1) young adult delegate as described in the Bylaws and one (1) authorized minister delegate of the church.

Each active Member church in good standing shall enjoy all the benefits of Membership, with such limitations as described in the Bylaws and determined by the Board of Directors, and have the number of votes based on the representative delegate(s) of the church on matters submitted to a vote of the Members. Provided, however, that for purposes of amending or restating the Bylaws or Articles of Incorporation, each active Member church in good standing shall only be entitled to one vote. Member churches who are not active and/or in good standing, as determined by the Board, shall not enjoy the benefits of Membership and shall not have a right to vote on matters submitted to a vote of the Members.

ARTICLE IX

CORPORATE LIABILITY

The property of the SCHCC shall alone be available in law for the debts and liabilities of the SCHCC. The directors and officers of the SCHCC shall incur no personal liability for said debts and liabilities by reason of such positions, except as otherwise provided by law.

All checks and other orders for the payment of money, notes, contracts, and all other instruments shall be signed by such individual or individuals as the Board of Directors shall designate by resolution. Unless authorized by the Board, no person shall have any power or authority to bind the SCHCC by any contract or other instrument or to pledge its credit or to render it liable for any purpose or amount.

ARTICLE X

CORPORATE DISSOLUTION

Upon the dissolution of the SCHCC, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the SCHCC is then located exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

ADOPTION AND AMENDMENT OF ARTICLES AND BYLAWS

These Amended and Restated Articles of incorporation may be amended or restated from time to time in the manner provided by the Bylaws and the Hawaii Nonprofit Corporations Act, Chapter 414D of the Hawaii Revised Statutes, as amended.

The Bylaws may be altered, amended, restated or repealed or new Bylaws may be adopted in the manner provided by the Bylaws.

These Amended and Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended and the restated Articles of Incorporation supersede the original Articles of Incorporation and any amendments thereto.

[11.17.2021 DRAFT]

BY LAWS

STATE COUNCIL OF HAWAIIAN CONGREGATIONAL CHURCHES
(Affiliate Organization of the Hawai'i Conference of the United Church of Christ)

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ARTICLE I

ORGANIZATION OF SCHCC AND RULES OF LAW

The State Council of Hawaiian Congregational Churches celebrates and nourishes its biblical roots in the Christian faith, while sustaining the richness of Hawaiian traditions and cultural values. The State Council of Hawaiian Congregational Churches draws together Churches which strive to create opportunities for spiritual growth, leadership and commitment in order to attain a common vision. This vision embraces the nurturing of all people to become instruments for building a better world and community.

Our purpose and mission are as follows:

- To advocate at all levels of the Hawai'i Conference of the United Church of Christ in the best interest of the Hawaiian Member churches.
- The State Council of Hawaiian Congregational Churches celebrates and nourishes its biblical roots in the Christian faith, while sustaining the richness of Hawaiian traditions and cultural values.
- The State Council of Hawaiian Congregational Churches draws together Churches which strive to create opportunities for spiritual growth, leadership and commitment in order to attain a common vision. This vision embraces the nurturing of all people to become instruments for building a better world and community.
- To operate exclusively for charitable, scientific, literary, religious, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), with all powers granted to nonprofit corporations under the laws of the State of Hawai'i, and all other lawful purposes.

We are organized as State Council of Hawaiian Congregational Churches (referred to in these Bylaws as the "SCHCC"), a tax-exempt Hawaii nonprofit corporation under Section 501(c)(3), and all of our activities will be performed in furtherance of our vision, purposes and mission. The SCHCC is an affiliate organization of the Hawai'i Conference of the United Church of Christ (referred to in these Bylaws as the "HCUCC").

These Bylaws, as well as the Articles of Incorporation and other governing documents of the Board of Directors, provide the foundation upon which the Board and officers will govern the SCHCC and are based on the operations of the SCHCC, as well as applicable Hawai'i and federal rules. References to Hawai'i law, the Hawaii Nonprofit Corporations Act in Chapter 414D of the Hawaii Revised Statutes (HRS), and IRS rules are referenced within parenthesis following the provisions for which they apply. Unless otherwise indicated in these

Bylaws, references to “Member,” “Members” or “Membership” with an initial capital letter refers to persons within the class of Membership of the SCHCC in Article X of these Bylaws with such rights and limitations described in the Bylaws, the Articles of Incorporation and Hawai`i law.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1 Powers/Duties of the Board and Inspection of Records. All corporate powers are vested in the Board of Directors to the extent permitted by the laws of the State of Hawai`i and the Internal Revenue Code, including the power to do all things necessary, not inconsistent with the law, to further the activities of the SCHCC. (HRS 414D-52(17) and -131(b).) The Board shall conduct, manage and control the affairs and business of the SCHCC consistent with State and federal laws, the Articles of Incorporation, the Bylaws, and policies and resolutions of the Board.

Without limiting the foregoing, a director is entitled to inspect and copy the SCHCC’s books, records and documents at any reasonable time to the extent reasonably related to the performance of the director’s duties, including the duties as a committee member, but not for any other purpose or in any manner that would violate any duty to the SCHCC or law. (HRS 414D-306.5(a).)

Section 2.2 Composition, Selection and Qualifications of Directors. The Board of Directors shall be composed of the following directors:

- (1) Officer-Directors: The officers of SCHCC, as described in Article V of these Bylaws (the President, Vice-President, Treasurer, Secretary and Advisor). The officers shall take office as designated members of the Board concurrently with their respective positions and terms as the President, Vice-President, Treasurer, Secretary and Advisor of SCHCC.
- (2) Island Council Representative-Directors: To the extent possible, one (1) representative from each of the Island Councils (Kaua`i, O`ahu, Moloka`i, East Hawai`i, West Hawai`i and Maui). Each of the Island Councils shall appoint one (1) representative as a member of the Board. Such appointment may be conducted by mail in the Board’s discretion.
- (3) Conference Minister-Director: To the extent possible, the Conference Minister of the Hawai`i Conference, United Church of Christ, or his/her representative. The Conference Minister of the Hawai`i Conference, United Church of Christ, or his/her appointed representative shall take office as a designated member of the Board concurrently with the term of office as the Conference Minister.

- (4) Other Representative-Directors: Other representatives from organizations or bodies that the Board determines will help further the purposes of SCHCC. The representatives shall be appointed by their respective organizations or bodies. Such appointment may be conducted by mail in the Board's discretion.

The Board may increase or decrease the number of directors from time to time at a regular or special meeting of the Board by amending the composition of the Board and deleting or adding to the composition requirements above, provided that the number of directors may in no event be less than three as required by Hawai'i law. All director candidates and directors must be individuals and have a strong commitment to furthering the purpose and mission of the SCHCC, as described in Article I. (HRS 414D-115, -132, -133 and -134.)

Any person who does not have the authority to vote as a member of the Board of Directors shall not be a "director" as that term is used under the Hawaii Nonprofit Corporations Act, Chapter 414D of the HRS. (HRS 414D-14 (defining "directors").)

All directors will 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. (HRS 414D-149(f).)

Section 2.3 Term of Office of the Directors. The directors shall hold office as members of the Board as follows:

- (1) Officer-Directors: The officers of SCHCC shall hold office as a member of the Board concurrently with their respective offices as officers.
- (2) Island Council Representative-Directors: The Island Council representatives shall hold and remain in office as a member of the Board, unless they resign or are otherwise removed under Section 2.6.
- (3) Conference Minister-Director: The Conference Minister of the Hawai'i Conference, United Church of Christ, or his/her appointed representative shall hold office as a member of the Board concurrently with the term of office as Conference Minister or in the case of the appointed representative, for so long as the Conference Minister who made the appointment remains in office.
- (4) Other Representative-Directors: Other representatives from other organizations or bodies that the Board determines will help further the purposes of SCHCC shall hold and remain in office as a member of the Board, unless they resign or are otherwise removed under Section 2.6.

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. (HRS 414D-135.)

Section 2.4 Vacancies. A vacancy on the Board by a designated officer-director (that is, the President, Vice-President, Treasurer, Secretary and Advisor) or Conference Minister shall be filled by the successor who fills the designated office as an officer or Conference Minister. (HRS 414D-141(c).) If an appointed representative director of an Island Council, Conference Minister or other organization/body held a vacant office, the respective Island Council, Conference Minister or organization/body who appointed the director may only fill such vacancy. (HRS 414D-141(b).)

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. (HRS 414D-141(d).)

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 is made effective at a later date, the Board may fill the pending vacancy before that date so long as the successor does not take office until the effective date. (HRS 414D-137.)

A resignation of a director who is holding office as a director by virtue being an officer in Section 2.2 (that is, the President, Vice-President, Treasurer, Secretary and Advisor) will automatically be a resignation as an officer, unless the Board amends these Bylaws to delete the designated officer-director position in Section 2.2.

Section 2.6 Removal. The designated officer-director (that is, the President, Vice-President, Treasurer, Secretary and Advisor) or Conference Minister may be removed by amending the Articles of Incorporation and Bylaws and removing the designated position. (HRS 414D-139(a).)

An appointed representative director of an Island Council, Conference Minister or other organization/body may be removed without cause by the person appointing the director or the Board of Directors. (HRS 414D-139(b).) The person removing the director shall do so by giving written notice of the removal to the director, and either the President or Secretary. A removal is effective when the notice is effective, unless the notice specifies a future effective date. (HRS 414D-139(c) and (d).)

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; Pule `Ohana. If the Bylaws or the Board fixes the date, time and place of a directors' meeting, the meeting is a regular meeting. All meetings other than regular meetings are special meetings. (HRS 414D-143(a).) Notice of regular and special meetings shall be given in accordance with Section 3.2.

The Board of Directors shall meet at least quarterly, unless otherwise determined by the Board. All meetings of the Board of Directors (and Members) shall be opened and closed with pule `ohana.

Section 3.2 Call and Notice of Meetings. The President or Board of Directors may call and give notice of a meeting of the Board. (HRS 414D-145(d).) The Secretary shall give (or cause to be given) notice of each meeting of the Board for which notice is required in accordance with this Section.

(1) Notice Requirements. Except as otherwise required in the Articles of Incorporation, Bylaws or law, regular meetings may be held without notice (provided, that the Board has previously fixed and provided notice of the date, time and place of the meeting). Special meetings shall be preceded by at least two (2) days' notice to each director of the date, time and place, and may state the purpose of the meeting. (HRS 414D-145(a) and (b).) Note: The form of notice and its effectiveness, as provided for in Subsection (2), below, must be taken into consideration when providing notice under this Section.

(2) Form of Notice and Effectiveness. Unless otherwise required, notice may be oral, written or in the form of an electronic transmission. Oral notice is effective when it is communicated. Except for a notice provided to the Members under Section 11.4, written notice to the directors is effective at the earliest of the following: when received, five (5) days after its deposit with the US Postal Service, as evidenced by the postmark, or on the date shown on the return receipt signed by or on behalf of the addressee, if sent by registered or certified mail. (HRS 414D-15(a), (b), (c) and (e).)

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

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

- c) If by posting on an electronic network together with separate notice to the director of the specific posting, upon the later of the posting and the giving of the separate notice; and
- d) If by any other form of electronic transmission, when directed to the director.

A director may revoke such consent by written notice or electronic transmission to the SCHCC. Such consent shall be deemed to be revoked if (1) the SCHCC 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 these Bylaws prescribe notice requirements, which are not inconsistent with this Section or the Nonprofit Corporations Act, those requirements shall govern. (HRS 414D-14 (defining “electronic transmission”); -15(i), (j) and (k).)

(3) Waiver of Notice. A director may waive any required notice by submitting a written and signed waiver or by attending or participating in a meeting, unless the director at the beginning of the meeting or prior to a vote on a matter not noticed in conformity with law or these Bylaws, objects to the lack of notice and does not thereafter vote for or assent to the objected to action. (HRS 414D-146.)

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

Where Board decisions will be made at a meeting, a majority (that is, more than half) of the directors in office will constitute a quorum. (HRS 414D-147(a).) If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board, unless the Hawaii Nonprofit Corporations Act, Articles of Incorporation or these Bylaws require a greater vote. (HRS 414D-147(b).) Each director shall be entitled to one (1) vote.

In establishing a quorum, the Board may allow any director (or all directors) to participate in the meeting by any means of communication whereby all participating directors can hear each other at the same time (for example, telephone conference). Participation by such means whereby all directors can hear each other at the same time shall constitute presence in person at a meeting. (HRS 414D-143(c).)

Section 3.4 Decision-Making Without Meeting. Any action permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all the directors unanimously sign one or more written consents describing the action taken and include such consent(s) in the corporate records.

“Written consent” includes a consent executed by an electronic or digital signature; provided that the SCHCC employs reasonable measures to authenticate the electronic or digital signature. Reasonable measures include commercially available security measures used by board meeting portal systems.

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. (HRS 414D-144.)

ARTICLE IV

COMMITTEES OF THE BOARD AND ADVISORY COMMITTEES

The SCHCC may have two types of committees: committees of the board and advisory committees. A “committee of the board” is a committee of the Board of Directors that can exercise the authority of the Board and consists solely of directors (that is, two (2) or more members of the Board), who serve at the pleasure of the Board. The Board may create committees of the board and appoint directors to serve on them by an affirmative vote of a majority of the directors then in office. (Note: the vote to create a committee of the board is greater than the vote to create an advisory committee, which is described below.)

Each committee of the board may exercise such authority of the Board of Directors 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 SCHCC’s assets; elect, appoint or remove Board members or fill vacancies on the Board or on committees; or adopt, amend, or repeal the Articles of Incorporation or Bylaws. (HRS 414D-148(a), (b), (d) and (e).)

Sections 3.1 to 3.4, above, that govern meetings of the Board apply to committees of the board and their members. (HRS 414D-148(c).)

An “advisory committee” is a committee that does not exercise Board authority. Advisory committee members may include non-Board members. The Board may create advisory committees by a vote of the number of directors required to take action under Section 3.3 (that is, by a majority vote of the directors at a meeting at which a quorum is present). The President may also create advisory committees with the approval 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.

All committees that are created shall have committee descriptions, as necessary, which are kept in a corporate file and disseminated to committee members. Such committee descriptions may include the name of the committee and its purpose, member composition, whether it is a committee of the board or advisory committee, whether it is a standing or special committee, who it will report to, and other information, as appropriate.

ARTICLE V

OFFICERS

Section 5.1 Designation and Authority. The officers of the SCHCC shall be the President, Vice-President, Treasurer, Secretary, and Advisor. The officers shall perform the duties and have the authority as set forth in these Bylaws, prescribed in a resolution of the Board, or directed by an authorized officer. (HRS 414D-153(a) and -154.)

Section 5.2 Qualifications, Election and Term of Office. All officer candidates and officers must have a strong commitment to furthering the purpose and mission of the SCHCC and be in good standing in an active Member church or a past member of a Member church and in good standing, as determined by the Board of Directors.

Except for the Advisor, all officers shall be elected by the active Members at the annual meeting of the Members during the `Aha Iki or at such other time as the Board may determine. Preferably, no more than two of the four officers shall be from the same island. The officers elected by the Members shall hold office for a term of two (2) years and may hold office for successive terms. The same individual may hold more than one office in the SCHCC, provided that not less than two (2) persons shall be officers. (HRS 414D-153(a), (c) and (d).)

The President shall appoint the Advisor, who shall hold office concurrently with the appointing President unless otherwise removed or the Advisor resigns.

Section 5.3 Resignation and Removal; Vacancies. An officer may resign by delivering notice to the SCHCC and the resignation will be effective when the notice is effective unless the notice specifies a future effective date. If the resignation is made effective at a future date and the Board accepts that 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. Any officer may be removed by a majority vote of the Membership whenever the best interest of the Hawaiian Member Churches and the SCHCC is not served. (HRS 414D-156.)

The President shall have the authority, with approval by the Board of Directors, to fill a vacancy in the office of the Vice-President, Treasurer, Secretary, and Advisor for the

unexpired term until the next scheduled election. In the event that the President is unable to serve or resigns, the Vice-President shall assume the presidency and fill the vacancy in the office of the Vice-President, with the Board's approval, for the unexpired term of the office of Vice-President.

Section 5.4 President. The President shall have the following duties:

- (1) Have general charge and supervision of the SCHCC and preside at all meetings of the Board of Directors and Executive Committee.
- (2) Prepare an Annual Report.
- (3) May create advisory committees under Article IV, as needed, with the Board of Director's approval.
- (4) Represent the SCHCC on the HCUCC Council.
- (5) Work with the other officers, directors and staff, if any, to ensure that the SCHCC complies with State and federal mandates, including those described in Articles VII and VIII.
- (6) Perform such other duties as are incident to the office or are required by the Board. (HRS 414D-154.)

Section 5.5 Vice-President. The Vice-President shall have the following duties:

- (1) Assist the President and in the President's absence, be the presiding officer, perform the duties of the President, and have all the powers of and be subject to all the restrictions upon the President.
- (2) Assume the presidency in the event the President resigns or is not able to serve.
- (3) Chair the Committee for Repair and Maintenance of Small Membership Hawaiian Churches.
- (4) Prepare an Annual Report of the Committee for Repair and Maintenance of Small Membership Hawaiian Churches.
- (5) Have such powers and perform such other duties as from time to time may be prescribed by the Board of Directors or President. (HRS 414D-154.)

Section 5.6 Treasurer. The Treasurer shall have the following duties:

- (1) Exercise general supervision over the receipt, custody, and disbursement of corporate funds.
- (2) Receive and deposit all funds in an accredited financial institution approved by the Board of Directors.
- (3) Keep an accurate accounting of all funds received and disbursed and shall give a detailed report of all accounts at each Board of Directors meeting.
- (4) Prepare a financial report for the Annual Meeting.
- (5) Keep an accurate record of all Member churches current with payment of their dues and notify the Secretary of those Member churches in arrears by March 01 of each year prior to the Annual Meeting.
- (6) Perform all other duties assigned by the Board of Directors or President. (HRS 414D-154.)

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

- (1) Prepare (or cause to be prepared) the minutes of Board, Executive Committee, and Member meetings including the Annual Meeting.
- (2) Give (or cause to be given) proper notice of all meetings of the Board of Directors, committees and Members under Sections 3.2, Article IV and Section 11.4.
- (3) Be responsible for compiling and preparing reports submitted by all officers, the Advisor, Island Council Presidents, committee chairs and others for the Annual Meeting handbook.
- (4) Provide a sign-in sheet for all meetings of the Board of Directors and Executive Committee, as well as for all delegates attending the Annual Meeting or other Membership meeting.
- (5) Include a copy of the previous year's Annual Meeting minutes in the current year Annual Meeting handbook.
- (6) Send Board of Directors meeting minutes to the members of the Board of Directors two weeks prior to each scheduled Board meeting, with the agenda for the scheduled meeting. Record any corrections and additions to the minutes of all meeting minutes after approval by the Board.

- (7) Send Executive Committee meeting minutes to the Executive Committee within two weeks after the meeting. Record any corrections and additions to the minutes of all meeting minutes after approval by the Executive Committee.
- (8) Authenticate records.
- (9) Keep and maintain (or cause to be kept and maintained) the records and reports described in Section 7.1(3).
- (10) Perform all other duties assigned by the Board of Directors or President. (HRS 414D-14 (defining “secretary”), -153(b) and -154.)

Section 5.8 Advisor. The Advisor shall have the following duties:

- (1) Have thorough understanding and experience of the SCHCC.
- (2) Advise the Board of Directors in matters of function, policy, church polity, past practices and historical background.
- (3) Prepare a report for the Annual Meeting.
- (4) Serve a term concurrently with the term of the President who appointed the Advisor.
- (5) Perform all other duties assigned by the Board of Directors or President. (HRS 414D-154.)

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, in a manner that is consistent with the director's/officer's duty of loyalty to the SCHCC, with ordinary care, and in the best interests of the SCHCC and Members. 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 SCHCC who 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 (see Article IV) 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. (HRS 414D-149(a) - (c) and -155(a) - (c).)

ARTICLE VII

ADMINISTRATION AND COMPLIANCE

Section 7.1 Corporate Requirements and Records.

(1) State Annual Report to be Filed. The SCHCC shall file an annual business report with the State Department of Commerce and Consumer Affairs (“DCCA”) on a form furnished by the DCCA. The annual report allows the DCCA to keep up-to-date on information required by the State on the statutory requirements to be a Hawaii nonprofit corporation. The SCHCC’s annual report must be filed with the DCCA on or before December 31 of each year and reflect the state of affairs of the SCHCC as of October 1 of the year when filed. (HRS 414D-308.)

(2) Maintenance of Mailing Address and Agent. The SCHCC shall continuously maintain in this State a mailing address of its principal office, a registered agent and a business street address of the agent. To change the mailing address, agent or address of the agent, the SCHCC must file a form provided by the DCCA. (HRS 414D-71 and -72.)

(3) Records to be Kept. The SCHCC shall maintain the following records, as well as others necessary to the operations of the SCHCC:

- a) 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;
- b) Appropriate accounting records;
- c) An alphabetical list of the names and addresses of the Members by class, as applicable, and indicating the number of votes each Member is entitled to cast;

- d) The Articles of Incorporation, Bylaws, and all amendments in effect;
- e) Resolutions adopted by the Board relating to the Members' characteristics, qualifications, rights, limitations, and obligations;
- f) Records of all actions approved by the Members for the past three (3) years;
- g) Financial statements furnished to the Members under Hawaii Revised Statutes Section 414D-306 (see Section 12.3) for the past three (3) years;
- h) A list of the names and business or home addresses of the current directors and officers;
- i) The most recent State annual report filed with the DCCA under Section 7.1(1). (HRS 414D-301.)

Additionally, the IRS provides the following guidelines for the following records in the event that the records may be material to the administration of any federal tax law (501(c)(3) Tax Guide for Churches & Religious Organizations, IRS Pub. 1828, p.26 (Rev. 8-2015):

Records of revenue and expenses, including payroll records (retain for at least four years after filing the returns to which they relate);

Records relating to acquisition and disposition of property (real and personal, including investments) (retain for at least four years after the filing of the return for the year in which disposition occurs).

All such records and others in the SCHCC's operations shall be maintained in accordance with these rules and guidelines within the SCHCC's document retention and destruction policy procedures.

(4) Designation of Persons With Signing Authority. The Board of Directors shall designate by resolution an individual or individuals to sign checks, contracts and other instruments, as approved by the Board. Unless authorized by the Board, no director, officer, agent or employee of the SCHCC shall have any power or authority to bind the SCHCC by any contract or other instrument. (HRS 414D-52(17).)

(5) Regular Review of Articles and Bylaws. The Board of Directors shall review the Articles of Incorporation and these Bylaws on a regular basis to ensure that they reflect the current exempt purposes of the SCHCC and comply with existing operations and State and federal laws. (Such laws include those referenced within parenthesis in these Bylaws.) All

amendments to the Bylaws shall be consistent with the Articles of Incorporation. (HRS 414D-187.)

Section 7.2 Fiscal Year and Taxes.

(1) Fiscal Year. The fiscal year of the SCHCC is July 1 through June 30, or as the Board of Directors may otherwise determine.

(2) State and Federal Income Taxes; General Excise Taxes. Hawaii imposes three taxes that are generally applicable to corporations: income, general excise, and use taxes. Employment and other State, federal and local taxes may also be applicable.

However, an organization that is recognized by the IRS as a qualified church (including a qualified association of churches) generally need not submit federal 990 income tax returns or Hawaii income tax returns with certain exceptions (for example, for unrelated business income). A qualified church (and a qualified association of churches), however, must file periodic and annual Hawaii general excise tax returns (even if exemption from GET is obtained). (See IRS Annual Exempt Organization Return: Who Must File (28 July 2020); Tax Facts 98-3 (Nov. 1998) and 2019-2 (Sept. 2019), State of Hawaii, Dept. of Taxation.)

The SCHCC's Board of Directors shall consult with the SCHCC's tax advisor to ensure that the SCHCC complies with Internal Revenue Code and Hawaii State tax rules and regulations applicable to the SCHCC.

Section 7.3 Solicitation and Registration With State Attorney General.

(1) Registration With Attorney General and Exception. In general, a charitable organization must register with the State department of the attorney general before conducting any solicitation for money or thing of value, as defined in Hawaii Revised Statutes Section 467B-1. Such registration must be completed at such time and include such financial and other reports as required under the law. Certain exemptions to this registration rule exist.

Under HRS 467B-11.5, organizations that are exempt from registration include duly organized religious corporations exempt from filing 990 tax returns.

Upon confirmation by the SCHCC's tax advisor that the SCHCC is a qualified association of churches under Section 501(c)(3), the Board of Directors shall apply to the department of the attorney general to be exempt from the registration requirement. (For more information, see the Hawaii Charity Registration System at ag.hawaii.gov/tax/; HRS 467B-2.1(a) and -11.5.)

(2) Use of Unregistered Professional Persons Prohibited. The SCHCC 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. (HRS 467B-9(o).)

ARTICLE VIII

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

Section 8.1 Distributions Prohibited. The SCHCC 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 (defining “distribution”), -231 and -232.)

Section 8.2 Loans or Guaranties Prohibited. The SCHCC shall not lend money to or guaranty the obligation of a director or officer of the SCHCC. (HRS 414D-151(a).)

Section 8.3 Restrictions--Private Interest; Political and Legislative Activities. The Board of Directors shall ensure that the SCHCC complies with the following IRS tax rules by consulting with its tax advisor:

- 1) Inurement and Private Benefit. The IRS provides the following guidelines for churches and religious organizations:

Inurement to Insiders

Churches and religious organizations, like all exempt organizations under IRC [(“Internal Revenue Code”)] Section 501(c)(3), are prohibited from engaging in activities that result in inurement of the church’s or organization’s income or assets to insiders (such as persons having a personal and private interest in the activities of the organization). Insiders could include the minister, church board members, officers, and in certain circumstances, employees. Examples of prohibited inurement include the payment of dividends, the payment of unreasonable compensation to insiders and transferring property to insiders for less than fair market value. The prohibition against inurement to insiders is absolute; therefore, any amount of inurement is, potentially, grounds for loss of tax-exempt status. In addition, the insider involved may be subject to excise tax. See the following section on [e]xcess benefit transactions. Note that prohibited inurement doesn’t include reasonable payments for services rendered, payments that further tax-exempt purposes or payments made for the fair market value of real or personal property.

Excess benefit transactions. In cases where an IRC Section 501(c)(3) organization provides an excess economic benefit to an insider, both the organization and the insider have engaged in an excess benefit transaction. The IRS may impose an excise tax on

any insider who improperly benefits from an excess benefit transaction, as well as on organization managers who participate in the transaction knowing that it's improper. An insider who benefits from an excess benefit transaction must return the excess benefits to the organization. Detailed rules on excess benefit transactions are contained in the Code of Federal Regulations, Title 26, sections 53.4958-0 through 53.4958-8.

Private Benefit

An IRC Section 501(c)(3) organization's activities must be directed exclusively toward charitable, educational, religious or other exempt purposes. The organization's activities may not serve the private interests of any individual or organization. Rather, beneficiaries of an organization's activities must be recognized objects of charity (such as the poor or the distressed) or the community at large (for example, through the conduct of religious services or the promotion of religion). Private benefit is different from inurement to insiders. Private benefit may occur even if the persons benefited are not insiders. Also, private benefit must be substantial to jeopardize tax-exempt status. (501(c)(3) Tax Guide for Churches & Religious Organizations, IRS Pub. 1828, p.5 (Rev. 8-2015).)

- 2) Political Campaign Intervention. The IRS provides, in part, the following guidelines for churches and religious organizations:

Political Campaign Activity

Under the Internal Revenue Code, all IRC Section 501(c)(3) organizations, including churches and religious organizations, are absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. Contributions to political campaign funds or public statements of position (verbal or written) made by or on behalf of the organization in favor of (or in opposition to) any candidate for public office clearly violate the prohibition against political campaign activity. Violation of this prohibition may result in denial or revocation of tax-exempt status and the imposition of excise tax.

Certain activities or expenditures may not be prohibited depending on the facts and circumstances. For example, certain voter education activities (including the presentation of public forums and the publication of voter education guides) conducted in a non-

partisan manner do not constitute prohibited political campaign activity. In addition, other activities intended to encourage people to participate in the electoral process, such as voter registration and get-out-the-vote drives, would not constitute prohibited political campaign activity if conducted in a non-partisan manner. On the other hand, voter education or registration activities with evidence of bias that: (a) would favor one candidate over another; (b) oppose a candidate in some manner; or (c) have the effect of favoring a candidate or group of candidates, will constitute prohibited participation or intervention.

Individual Activity by Religious Leaders

The political campaign activity prohibition isn't intended to restrict free expression on political matters by leaders of churches or religious organizations speaking for themselves, as individuals. Nor are leaders prohibited from speaking about important issues of public policy. However, for their organizations to remain tax exempt under IRC Section 501(c)(3), religious leaders can't make partisan comments in official organization publications or at official church functions. To avoid potential attribution of their comments outside of church functions and publications, religious leaders who speak or write in their individual capacity are encouraged to clearly indicate that their comments are personal and not intended to represent the views of the organization....

.....

(501(c)(3) Tax Guide for Churches & Religious Organizations, IRS Pub. 1828, pp.7-8 (Rev. 8-2015).)

- 3) Lobbying Activity. The IRS provides, in part, the following guidelines for churches and religious organizations:

Substantial Lobbying Activity

In general, no organization, including a church, may qualify for IRC Section 501(c)(3) status if a substantial part of its activities is attempting to influence legislation (commonly known as lobbying). An IRC Section 501(c)(3) organization may engage in some lobbying, but too much lobbying activity risks loss of tax-exempt status.

Legislation includes action by Congress, any state legislature, any local council or similar governing body, with respect to acts, bills, resolutions or similar items (such as legislative confirmation of

appointive offices), or by the public in a referendum, ballot initiative, constitutional amendment or similar procedure. It doesn't include actions by executive, judicial or administrative bodies.

A church or religious 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 the purpose of proposing, supporting or opposing legislation, or if the organization advocates the adoption or rejection of legislation.

Churches and religious organizations may, however, involve themselves in issues of public policy without the activity being considered as lobbying. For example, churches may conduct educational meetings, prepare and distribute educational materials, or otherwise consider public policy issues in an educational manner without jeopardizing their tax-exempt status.

.....
(501(c)(3) Tax Guide for Churches & Religious Organizations, IRS Pub. 1828, p.6 (Rev. 8-2015).)

Section 8.4 Managing Conflicts of Interest. The Board of Directors shall ensure that the affairs of the SCHCC are managed in an ethical manner without improper conflicts of interest by following the requirements of the SCHCC's conflict of interest policy procedures and IRS regulations.

Under the IRS's intermediate sanctions regulations, 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. (26 CFR 53.4958-4.) The Board shall consult with its legal or other expert advisor, as necessary, to ensure proper compliance with this federal mandate.

ARTICLE IX

LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION

The personal liability of a director to the SCHCC and the Members for any monetary damage because of a breach of his or her duties to the SCHCC and the Members shall be limited to the extent specified in Articles of Incorporation, as amended, and the Hawaii Nonprofit Corporations Act. (HRS 414D-32(b)(5).) The SCHCC shall further indemnify and advance expenses to a Board member and an officer, employee, or agent of the SCHCC consistent with the Articles of Incorporation, as amended, and the Act. (HRS 414D-160 to -167.)

If the SCHCC indemnifies or advances expenses under Article VII of the Articles of Incorporation in connection with a proceeding by or in the right of the SCHCC, the SCHCC shall report such action taken in writing to the Members with or before the notice of the next meeting of the Members. (HRS 414D-307.)

ARTICLE X

MEMBERS AND MEMBERSHIPS

Section 10.1 Members of Record. The Members of the SCHCC shall consist of those persons who are admitted into the Membership under the provisions of the Articles of Incorporation, Bylaws and resolutions adopted by the Board. Membership in the SCHCC is evidenced by the SCHCC's current list of Members. (HRS 414D-52(15) and -81(a).)

Section 10.2 Membership and Qualifications; Rights and Limitations; Active Member and Good Standing. The Board of Directors shall have the power to establish conditions for admission of Members, admit Members, and issue Memberships. (HRS 414D-52(15); -131(b).)

(1) Membership Qualifications and Member Delegates: The Members of the SCHCC shall consist of the churches of the State Council of Hawaiian Congregational Churches. No person shall be admitted as a Member without the person's consent. (414D-81(b).) Each active Member church in good standing shall be entitled to select the following representative delegates:

- (a) One (1) lay delegate selected by the Member church. Member churches that having more than two hundred members shall be entitled to select one (1) additional lay delegate.
- (b) One (1) young adult delegate age twenty-five years or younger selected by the Member church.
- (c) One (1) authorized minister delegate of the Member church.

(2) Rights and Limitations: Each active Member church in good standing shall enjoy all the benefits of Membership, with such limitations as described in these Bylaws and determined by the Board of Directors. Each active Member church in good standing shall have the number of votes based on the representative delegate(s) of the church on matters submitted to a vote of the Members. Provided, however, that for purposes of altering, amending, restating or repealing the Bylaws or adopting new Bylaws, each Member church shall only be entitled to one vote.

Member churches who are not active and/or in good standing, as determined by the Board, shall not enjoy the benefits of Membership and do not have a right to vote on matters submitted to a vote of the Members.

Except as described in these Bylaws, the Articles of Incorporation, and documents created and resolutions adopted by the Board, all Members shall have the same rights and obligations. (HRS 414D-84.)

(3) Active Member and Good Standing: An “active” Member church is one, who is current in payment of their assessed annual Membership dues. The Board of Directors shall determine the annual dues with input from the Members, and the dues shall be paid and also recorded by the Treasurer by December 31 of each year.

Member churches, including their delegates, who are not in good standing with their respective Island Councils, or do not adhere to criteria applicable to Members and Memberships, appropriate standards of conduct or who otherwise fail to meet the qualifications of Membership as determined by the Board, shall be considered not in “good standing.”

Section 10.3 Member’s Liability to Third Parties. A Member of the SCHCC shall not, as such, be personally liable for the acts, debts, liabilities or obligations of the SCHCC. (HRS 414D-85.)

Section 10.4 Resignation of Members. A Member may resign at any time by giving written notice to the Secretary. The resignation of a Member shall not release the Member from any obligation the Member may have to the SCHCC as a result of obligations incurred or commitments made prior to such resignation. (HRS 414D-86.)

Section 10.5 Termination, Expulsion or Suspension of Members. No Member may be expelled or suspended, and no Membership or Memberships may be terminated or suspended except pursuant to a procedure that is fair and reasonable and carried out in good faith. Under Hawaii law, the procedure will be deemed fair and reasonable when either:

- 1) The SCHCC provides: (a) prior written notice to the Member not less than fifteen (15) days before the expulsion, suspension, or termination indicating the reasons therefor; and (b) an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person or

persons authorized to decide that the proposed expulsion, suspension, or termination not take place; or

- 2) An alternative procedure is used that is fair and reasonable taking into consideration all the relevant facts and circumstances.

Any written notice given by mail shall be sent to the last known address of the Member shown in the corporate records. A Member who has been expelled or suspended may be liable for dues, assessments, or fees as a result of the obligations incurred or commitments made prior to the expulsion or suspension. (HRS 414D-89(a) - (c) and (e).)

ARTICLE XI

MEMBERS' MEETINGS AND VOTING

Section 11.1 Annual, Regular and Special Membership Meetings; Pule `Ohana. All meetings of the Members, whether Annual/regular or special as described below, shall be opened and closed with pule `ohana.

(1) Required Annual Meeting/Regular Meetings. The SCHCC shall hold an Annual Meeting of the Membership each year. The Annual Meeting shall be held during the `Aha Iki at the `Aha Pae`aina in June or as otherwise determined by the Board, and may have other regular Membership meetings as determined by the Board.

At each Annual Meeting, the President and Treasurer shall report on the activities and financial condition of the SCHCC, and time shall also be provided for business, spiritual and cultural awareness concerns. At each Annual meeting, the Members shall consider and act upon only such matters as may be raised consistent with the notice requirements in Section 11.4.

The failure to hold an Annual Meeting or regular meeting at a time stated in or fixed in accordance with these Bylaws shall not affect the validity of any corporate action. (HRS 414D-101(a), (b), (d), (e) and (f).)

(2) Special Meetings. The Board of Directors may call special meetings of the Members. Only those matters within the purpose or purposes described in the meeting notice required by Section 11.4 of these Bylaws may be conducted at a special meeting of Members. (HRS 414D-102(a) and (e).)

Section 11.2 Record Date: Determining Members Entitled to Notice, Vote, and Other. Under Hawaii law, the SCHCC 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. (HRS 414D-107.) A record date allows the SCHCC to use the official count of the Members as of a predetermined date to ensure that it meets the notice and quorum requirements or taking other action since Members may join (or resign) 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. (HRS 414D-107(a).)

(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 at the meeting. (HRS 414D-107(b).)

(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 rights in respect of 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. (HRS 414D-107(c).)

A record date may not be more than seventy (70) days before the meeting or action requiring a determination of the Members occurs. 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 days after the record date for determining Members entitled to notice of the original meeting. (HRS 414D-107(d) and (e).)

Section 11.3 SCHCC to Prepare Membership List for Meetings.

(1) Preparation and Maintenance of List. After fixing a record date for a notice of a meeting under Section 11.2, the SCHCC 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 SCHCC 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. (HRS 414D-109(a).)

(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 SCHCC'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 copy the list at a reasonable time and at the Member's expense during the period that it is

available if the demand is made in good faith and for a proper purpose, the Member describes with reasonable particularity the purpose and the records the Member desires to inspect, and the records are directly connected with this purpose. The demand shall also be subject to the limitations in Section 12.2. (HRS 414D-109(b).)

(3) Inspection at Meeting Upon Request. If a request is submitted at least five (5) business days prior to the meeting, the SCHCC shall make the list of Members available at the meeting. Any Member may inspect the list at the meeting or any adjournment. (HRS 414D-109(c).)

Section 11.4 Notice of Meetings of Members. Unless otherwise required, notice to Members may be oral, written or in the form of an electronic transmission. Notice may be provided by electronic transmission; provided, that the Member to whom the notice is given consents (“electronic transmission” means any 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 organization’s current list of Members. (HRS 414D-14; -15(a), (b), (c), and (d).)

A written notice or report delivered as part of a newsletter or other publication regularly sent to Members shall constitute a written notice if addressed or delivered to the Member’s last known address, or in the case of Members who are residents of the same household and who have the same address, if addressed or delivered to one of the Members, at the last known address. (HRS 414D-15(g).)

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. (HRS 414D-15(j).)

A Member may revoke such consent by written notice or electronic transmission to the SCHCC. Such consent shall be deemed to be revoked if (1) the SCHCC 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. (HRS 414D-15(i).)

If the notice requirements described below or Hawaii Nonprofit Corporations Act prescribes notice requirements for particular circumstances, those requirements shall govern. If the Articles of Incorporation or these Bylaws prescribe notice requirements, which are not inconsistent with this Section or the Nonprofit Corporations Act, those requirements shall govern. (HRS 414D-15(k).)

All notices to the Members shall be provided in a fair and reasonable manner. (HRS 414D-105(a).) Notice shall be deemed fair and reasonable if given as follows:

- 1) The SCHCC gives notice to the Members of the date, time and place of each Annual, regular and special meeting of Members no fewer than ten (10) or more than sixty (60) days before the meeting date;
- 2) The notice of an Annual or regular meeting 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 SCHCC'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 and -242); and
- 3) The notice of a special meeting includes a description of the matter(s) for which the meeting is called. (HRS 414D-105(c).)

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), immediately above, must be given. (HRS 414D-105(b).)

If an Annual, regular or special 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, above, and notice given to the Members of record as of the new record date. (HRS 414D-105(d).)

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 SCHCC a signed waiver of notice. A Member may also waive any objection to the lack of notice or defective notice of the meeting by attending the meeting without objecting at the beginning of the meeting and to consideration of a particular matter at the meeting by not objecting when it is presented. (HRS 414D-106.)

Section 11.6 Decision-Making By Meeting and Quorum. Twenty-five percent (25%) of the Members entitled to vote shall constitute a quorum, unless otherwise required by the Articles of Incorporation, Bylaws or the Hawaii Nonprofit Corporations Act. Any amendment to decrease the quorum may be approved by the Members or 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 an annual or regular meeting of Members are those that are described in the meeting notice. (HRS 414D-111.)

Except in the case where these Bylaws will be altered, amended, or repealed under Section 14.1, each Member shall be entitled to have one (1) vote for each of the Member's representative delegates described in Section 10.2(1) of these Bylaws. (HRS 414D-110.) If a quorum of twenty-five percent (25%) of the Members entitled to vote are present at the meeting by virtue of having a delegate at the meeting, a combined vote of a majority of the delegates (that is, more than half) representing the Members at the meeting shall be the act of the Members, unless the Articles of Incorporation, Bylaws or the Hawaii Nonprofit Corporations Act require a different vote. The Members must approve any amendment to the Bylaws to increase or decrease the vote required for any Member action. (HRS 414D-112.)

If authorized by the Board in its sole discretion, Member delegates or proxies of Member delegates (if allowed) may participate at an Annual, a regular or a special meeting of the Members by means of the Internet, teleconference, or other electronic transmission technology in a manner that allows them the opportunity to read or hear the proceedings substantially concurrently with the occurrence of the proceedings, vote, pose questions, and make comments. The SCHCC shall implement reasonable measures to verify that each person deemed present in this manner and permitted to vote is a Member delegate or proxy of a Member delegate. (HRS 414D-101(g); -102(f).)

Section 11.7 Proxy Voting. If authorized by the Board in its sole discretion, a Member may appoint a proxy to vote or otherwise act for the Member's delegate(s) by signing an appointment form. A Member may authorize a person to act as a proxy by:

- 1) Executing a writing authorizing another person or persons to act as a proxy; or
- 2) Transmitting or authorizing the transmission of a facsimile or other means of electronic transmission authorizing the person or persons to act as a proxy; provided, that such transmission must specify that the transmission was authorized by the Member. A copy, facsimile telecommunication, or other reliable reproduction of the writing or transmission created pursuant to the foregoing may be used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used; provided, that any such copy, facsimile telecommunication, or other reproduction shall be a complete reproduction of the entire original writing or transmission.

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. 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. (HRS 414D-113(a), (b), (c) and (e).)

Section 11.8 Decision-Making Without Meeting.

(1) Action by Written Consent: If authorized by the Board in its sole discretion, 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 delegates representing the Members approve such action by written consent, and the consent is signed by those Member delegates, describes the action taken, and is delivered to the SCHCC. 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 through their delegates without a meeting is the date the first Member delegate 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. (HRS 414D-104.)

(2) Action by Ballot: If authorized by the Board in its sole discretion, any action that may be taken by the Members at a meeting of Members may be taken without a meeting if the SCHCC delivers a ballot or ballots to every Member entitled to vote on the matter. The SCHCC may deliver the ballot(s) 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 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 must be received by the SCHCC in order to be counted.

Approval by ballot shall be valid if (a) the votes cast by the Member delegates by ballot equals or exceeds the quorum required for Member representation (that is, at least 25% of the Members) to be present at a meeting to authorize the action, and (b) the total number of affirmative votes by the delegates 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 these Bylaws or Articles of Incorporation, a ballot may not be revoked. (HRS 414D-104.5.)

ARTICLE XII

INSPECTION OF CORPORATE RECORDS

Section 12.1 Inspection of Records by Members.

(1) A Member is entitled to inspect and copy the following records at a reasonable time and location specified by the SCHCC; provided, that the Member gives at least five (5) business days written notice:

- a) The Articles of Incorporation, Bylaws, and all amendments in effect;
- b) Resolutions adopted by the Board relating to the Members' characteristics, qualifications, rights, limitations, and obligations;
- c) Minutes of Member meetings and records of actions approved by the Members for the past three (3) years;
- d) Financial statements furnished to Members under HRS 414D-306 (Section 12.3 of these Bylaws) for the past three (3) years;
- e) The names and business or home addresses of the current directors and officers; and
- f) The most recent State annual report filed with the State Department of Commerce and Consumer Affairs under HRS 414D-308 (Section 7.1(1) of these Bylaws). (HRS 414D-302(a).)

(2) Additionally, a Member may inspect and copy, at a reasonable time and location specified by the SCHCC, the following documents; provided, that the Member gives the SCHCC written notice at least five (5) business days before the date that the Member wishes to inspect and copy, the demand to inspect is made in good faith and for a proper purpose, the Member describes with reasonable particularity the purpose and the records the Member desires to inspect, and the records are directly connected with the purpose:

- a) Excerpts of the minutes of the meetings of the Members and Board, a record of actions taken by the Members or directors without a meeting under Sections 3.4 and 11.8, and a record of authorized actions taken by committees of the board (see Article IV), to the extent not subject to inspection above;
- b) Accounting records; and

- c) Subject to HRS 414D-109(b) and -305 (see Sections 11.3(2) and 12.2), the Membership list. The SCHCC may comply with a Member's demand to inspect the Membership list by providing the Member with a list of its Members that was compiled no earlier than the date of the demand. (HRS 414D-302(b) and (c); -303(d).)

(3) The SCHCC 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. (HRS 414D-303(c).)

Section 12.2 Limitation on Use of Membership List. Without the Board of Directors' consent, the Membership list or any part thereof shall not be obtained or used by any person for any purpose unrelated to a Member's interest as a Member. Without limiting the foregoing, without the Board's consent, the Membership list or any part thereof 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 SCHCC, used for any commercial purpose, sold to or purchased by any person, or published in whole or in part to the general public. (HRS 414D-305.)

Section 12.3 Inspection and Copying of Financial Statements. Upon a Member's written demand, the SCHCC shall provide the Member with its latest annual financial statements. If the financial statements are prepared on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.

If a public accountant reported upon the annual financial statements, the accountant's report must accompany them. If not, the statements must be accompanied by a statement by the President or person responsible for the financial accounting records, stating the President's or other 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 any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. (HRS 414D-306.)

ARTICLE XIII

EMERGENCY POWERS

In anticipation of or during an emergency, the Board of Directors may act in accordance with the following guidelines, as provided for in Hawaii Revised Statutes 414D-53:

- 1) An emergency exists if a quorum of the directors cannot readily assemble because of some catastrophic event.
- 2) The SCHCC may modify lines of succession to accommodate the incapacity of any director, officer, employee or agent.

- 3) The SCHCC may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.
- 4) During an emergency, notice of a Board meeting need only be given to those directors that are practicable to reach and may be given in any practicable manner, including publication and radio. Additionally, one or more officers present at a Board meeting may be deemed to be directors for the meeting in order of rank, as necessary, to achieve a quorum.
- 5) Corporate action taken in good faith during an emergency to further the ordinary affairs of the SCHCC binds the SCHCC and may not be used to impose liability on a director, officer, employee or agent.

ARTICLE XIV

AMENDMENTS

Section 14.1 Amendment/Restatement of the Bylaws. Subject to Section 14.3, to amend or restate these Bylaws, the Board shall adopt a resolution setting forth the proposed amendment/restatement and directing that it be submitted to a vote at a meeting of the Members. The SCHCC 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, or one of the purposes, of the meeting is to consider the proposed amendment/restatement and contain or be accompanied by a copy or summary of the amendment/restatement. If the Board seeks to have the amendment/restatement approved by ballot or written consent, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment/restatement.

An amendment or 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. (HRS 414D-182(a)(1) and -187.) Each active Member church in good standing shall be entitled to one (1) vote, irrespective of the number of representative delegates the Member has.

All amendments to the Bylaws shall be consistent with the Articles of Incorporation. (HRS 414D-187.)

Section 14.2 Amendment/Restatement of the Articles of Incorporation. Subject to Section 14.3, 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 directors in office at a meeting duly called and noticed or by written consent. Provided, that if the amendment or restatement includes an amendment requiring approval by the Members, the Board must submit the amendment/restatement to the Members for approval.

If the Board seeks to have the amendment/restatement approved by the Members at a Membership meeting, the Board shall adopt a resolution setting forth the proposed amendment/restatement and directing that it be submitted to a vote at a meeting of the Members. The SCHCC 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, or one of the purposes, of the meeting is to consider the proposed amendment/restatement and contain or be accompanied by a copy or summary of the amendment/restatement. If the Board seeks to have the amendment/restatement approved by ballot or written consent, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment/restatement. An amendment or 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. (HRS 414D-182(a), -184(a) - (e) and -187.) Each active Member Church in good standing shall be entitled to one (1) vote, irrespective of the number of delegates the Member has.

Section 14.3 Amendment Terminating or Canceling Members. Any amendment to these Bylaws or the Articles of Incorporation that would terminate all Members or any class of Members or redeem or cancel all Memberships or any class of Memberships must be approved by the Members by the following procedure:

- 1) Prior to adopting a resolution proposing such an 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 an 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 by Members having three percent (3%) or more of the voting power, whichever is less, not later than twenty (20) days after the Board has voted to submit such 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 Member present at the meeting at which the amendment is voted upon. Each active Member church in good standing shall be entitled to one (1) vote, irrespective of the number of representative delegates the Member has.

Section 10.5 shall not apply to any amendment meeting the requirements of this Section. (HRS 414D-89.5.)

CERTIFICATION

I certify that I am an authorized officer of the SCHCC and that the Members entitled to vote adopted these Bylaws on _____, and the Bylaws are currently effective. These Bylaws supersede the Constitution and the Bylaws amended at the Annual Meeting on June 5, 2019, and all amendments thereto.

Date: _____

(11.17.2021 draft)

Recvd 1/20/22
or

(SCHCC)
State Council of Hawaiian Congregational Churches
an affiliate of
Hawaii Conference of the United Church of Christ

NOMINATION FORM
2022 - 2024

I am pleased to nominate the following person to serve in a leadership position in the State Council of Hawaiian Congregational Churches.

Name of Nominee: Lorna Motes

Name of Church Nominee attends and is a member of: Kaunakapili Church

Address of Nominee:

City / State:

Zip Code:

Phone:

Email Address (if any):

POSITION for which nomination is being made: Vice President

Nominee's previous church experience (local, Conference, denominational, ecumenical):

Treasurer of Kaunakapili Church 498
Moderator / President of Kaunakapili Church 498
Church Delegate 698 Oahu CHC - advisor
Finance Ministry & Formation Ministry member @ Kaunakapili Church

Nominee's Special Interests and Skills:

Building Relationships - Teaching - Leading

Nominee's knowledge and understanding of the State Council of Hawaiian Congregational Churches (its Purpose and Mission):

Learning !!

Recvd 4/14/22
via email om

I have served as a Delegate since 2016 for Kaunakapili Church and attending quarterly SCHCC board meetings held on Oahu. Attending these meetings have provided me with a greater understanding of the SCHCC organization purpose and the contribution it makes to the Hawaiian Churches and the Hawaiian community throughout the State of Hawaii.

I've also gained a better insight of how the SCHCC interfaces with the Island Councils, the HCUCC and with AHEC. Participating and attending these meetings has lead to my current role serving as Vice President of the SCHCC, first, filling the last 6 months of the previous Vice President's term and serving 1 additional year. I've assisted in the recent work done in revising the SCHCC Bylaws and Articles of Incorporation that will be presented at the 2022 Aha Pae'Aina.

I've truly enjoyed serving the Hawaiian Churches and meeting the people who make up these churches.

LORNA MOTAS

RECEIVED
2/20/22 pm

(SCHCC)
State Council of Hawaiian Congregational Churches
an affiliate of
Hawaii Conference of the United Church of Christ

NOMINATION FORM
2022 - 2024

I am pleased to nominate the following person to serve in a leadership position of the State Council of Hawaiian Congregational Churches.

Name of Nominee: Kiwaha, Wryen K C a.k.a. Keoki

Name of Church Nominee attends and is an active member of:
Puka`ana Congregational Church

Address of Nominee:

City / State: Zip Code:

Phone:

Email Address (if any):

POSITION for which nomination is being made: SECRETARY

Nominee's previous church experience (local, Conference, denominational, ecumenical):
Conference: Y/YA At-Large, Justice/Witness Chair, HCF Trustee
Strategic Planning Task Force

Association: AHEC Programs Committee, HIA Secretary

West Hawaii Council HCC: President, Vice President
Local: Vice Moderator/Secretary Pro Tem, Pulpit Supply, Delegate

Nominee's Special Interests and Skills:
Non-profit executive leadership

Hawaiian political and church history

Nominee's knowledge and understanding of the State Council of Hawaiian Congregational Churches (its Purpose and Mission):
Knowledge and understanding of the State Council, its purpose and its mission, has developed from working closely with State Council leadership in an official and unofficial capacity; as well as active participation in the West Hawaii Council HCC.

***PERSON MAKING THE NOMINATION** - Please provide the following information:

Nominated by: Imogene Cipriano-Keka

Church Name: Puka`ana Congregational Church

Church Address:

Phone:

Email Address (if any):

*Please be advised that the person making the nomination shall be an active member of an active SCHCC member church.

THE NOMINEE:

I agree to have my name considered by the State Council of Hawaiian Congregational Churches, for the position, as named above.

Print Name: Wryen K. C. Kiwaha

Signature:  Date: 14-FEB-2022

Please return completed form, postmarked by April 20, 2022 to:

Sharon Matsuyama
SCHCC Nominating Committee Chair
c/o PO Box 407
Holualoa, Hawaii 96725-0407

POSITIONS FOR NOMINATIONS:

President Vice President

Secretary Treasurer

(SCHCC)
State Council of Hawaiian Congregational Churches
an affiliate of
Hawaii Conference of the United Church of Christ

RECD
3/13/22

NOMINATION FORM
2022 - 2024

I am pleased to nominate the following person to serve in a leadership position of the State Council of Hawaiian Congregational Churches.

Name of Nominee: SHARON MATSUYAMA

Name of Church Nominee attends and is an active member of:
Pukaana Cong'l Church

Address of Nominee:

City / State:

Zip Code:

Phone:

Email Address (if any):

POSITION for which nomination is being made: PRESIDENT

Nominee's previous church experience (local, Conference, denominational, ecumenical):

Pukaana Church: Treasurer, Deacon, WHC President
HCUC / HCF: Council member, Stewardship Missional Team Chair,
FORMER Trustee; Former Property Management Committee member
SCHCC: Former President; Former Vice President, Current Advisor
AHEC: Former Luna Hoomalii; Former Budget & Finance Chair

Nominee's Special Interests and Skills:

Singing, Reading, Relaxing

Nominee's knowledge and understanding of the State Council of Hawaiian Congregational Churches (its Purpose and Mission):

Have thorough knowledge of SCHCC's purpose and Mission.

***PERSON MAKING THE NOMINATION** - Please provide the following information:

Nominated by: ROLLIN S. K. RABARA 
PRINT Signature

Church Name: Helani Congregational Church

Church Address

Phone:

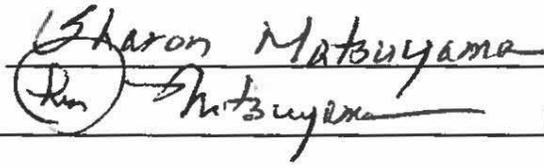
Email Address (if any): _____

*Please be advised that the person making the nomination shall be an active member of an active SCHCC member church.

THE NOMINEE:

I agree to have my name considered by the State Council of Hawaiian Congregational Churches, for the position, as named above.

Print Name: Sharon Matsuyama

Signature:  Date: 3/13/2022

Please return completed form, postmarked by April 20, 2022 to:

Sharon Matsuyama
SCHCC Nominating Committee Chair
c/o PO Box 407
Holualoa, Hawaii 96725-0407

POSITIONS FOR NOMINATIONS:

President [] Vice President

[] Secretary [] Treasurer

Rec'd P91 (w/ 2nd copy of P92)
3/15/22 via email.

(SCHCC)
State Council of Hawaiian Congregational Churches
an affiliate of
Hawaii Conference of the United Church of Christ

NOMINATION FORM
2022 - 2024

I am pleased to nominate the following person to serve in a leadership position of the State Council of Hawaiian Congregational Churches.

Name of Nominee: Rev. Sam Masilamoney, Th.D.

Name of Church Nominee attends and is an active member of:
Kona Lanakila Congregational Church

Address of Nominee:

City / State:

Zip Code:

Phone:

Email Address (if any):

POSITION for which nomination is being made: President

Nominee's previous church experience (local, Conference, denominational, ecumenical):

- * Minister at Kona Lanakila Congregational Church
- * AHEC com / Finance Committee / Strategic Planning Committee
- * Graduate - Nollaw Leadership Institute
- * Dia Konal Minister - UCC

Nominee's Special Interests and Skills:

- * Conflict Resolution Skills
- * Studied Contract Law
- * Served in several non-profit organizations

Nominee's knowledge and understanding of the State Council of Hawaiian Congregational Churches (its Purpose and Mission):

State Council celebrates and nourishes its biblical roots in the Christian Faith while sustaining the richness of Hawaiian Traditions to create spiritual growth and opportunities to draw our Hawaiian Congregational Churches to build a caring, loving, compassionate community.

A63

I studied the Bylaws of SCHCC.

***PERSON MAKING THE NOMINATION** - Please provide the following information:

Nominated by: Clonia Puawai Muraiki

Church Name: Kona Kana Kila Congregational Church

Church Address:

Phone:

Email Address (if any):

*Please be advised that the person making the nomination shall be an active member of an active SCHCC member church.

THE NOMINEE:

I agree to have my name considered by the State Council of Hawaiian Congregational Churches, for the position, as named above.

Print Name: Sam Marilamoney

Signature: [Handwritten Signature] Date: 3/21/22

Please return completed form, postmarked by April 20, 2022 to:

Sharon Matsuyama
SCHCC Nominating Committee Chair
c/o PO Box 407
Holualoa, Hawaii 96725-0407

POSITIONS FOR NOMINATIONS:

- President**
- Vice President**
- Secretary**
- Treasurer**

Recvd 4/15/22
via Email pm

(SCHCC)
State Council of Hawaiian Congregational Churches
an affiliate of
Hawaii Conference of the United Church of Christ

NOMINATION FORM
2022 - 2024

I am pleased to nominate the following person to serve in a leadership position in the State Council of Hawaiian Congregational Churches.

Name of Nominee: Frank J. Mulec

Name of Church Nominee attends and is a member of: Opihikao Cong. Church

Address of Nominee:

City / State:

Zip Code:

Phone:

Email Address (if any)

POSITION for which nomination is being made: SCHCC Treasurer

Nominee's previous church experience (local, Conference, denominational, ecumenical):
Opihikao Cong. Church President/Moderator, Treasurer

Nominee's Special Interests and Skills:

Nominee's knowledge and understanding of the State Council of Hawaiian Congregational Churches (its Purpose and Mission):
Present East Hawaii Council HCC President
Present SCHCC Treasurer

PERSON MAKING THE NOMINATION - Please provide the following information:

Nominated by: Susanne Hauanio

Church Name: Opihikao Cong. Church

Church Address: _

Phone: _____

Email Address (if any): _____

THE NOMINEE:

I agree to have my name considered by the State Council of Hawaiian Congregational Churches, for the position, as named above.

Print Name: Frank J. Mulec

Signature: *Frank J. Mulec* Date: Apr. 14, 2022

Please return completed form, postmarked by April 20, 2022 to:

Sharon Matsuyama
SCHCC Nominating Committee Chair
c/o PO Box 407
Holualoa, Hawaii 96725-0407

POSITIONS FOR NOMINATIONS:

- President
- Vice President
- Secretary
- Treasurer

Kaua'i Council of Hawaiian Congregational Churches (KCHCC)
President's Report

This past year has been another year that has tested our patience and endurance. When we thought we could worship normally, Covid-19 mutated and a variant that was more infectious put us back to square one. Yet again we humbled ourselves and put our trust in the Lord that we would be back to normal in his time.

I'd like to thank our Board members and our member church representatives for their dedication and willingness to serve our Hawaiian churches.

Our current officers are as follows:

President	Haunani Pacheco	Wai'oli Hui'ia church
Vice President	Sandi Sterker	Hanapepe Hawaiian Congregational Church
Secretary	Bonnie Shimatsu	Hanapepe Hawaiian Congregational Church
Treasurer	Naomi Yokotake	Wai'oli Hui'ia Church
Advisor	Kahu Dr. Barry Mick	Kapa'a First Hawaiian Church

Member Churches: Waimea UCC, Ka 'Ohana Ni'ihau, Hanapepe Hawaiian Congregational, Kapaa First Hawaiian, Ko'olau Hui'ia, Wai'oli Hui'ia,

Officers are elected for one year July 1 through June 30. The same officers were carried over from last year primarily due to the pandemic.

The KCHCC met quarterly via Zoom. There was one Special Meeting held on March 6, 2022 to approve grant requests for the Rev. Richard Wong Endowment Fund which had been extended because there were no applicants.

Our meetings were well attended and our Hawaiian churches are continuing to hold services in spite of the challenges the pandemic has caused. Our churches are having in person, zoom, as well as live streaming services. Christmas Eve services were challenging because Covid-19 cases were up and a few of our churches decided to have only Zoom services. One church tried to limit their capacity to 50% and required masks and required social distancing.. Easter was refreshing for everyone with Covid restrictions easing up. Overflow crowds was reported by one church. Each church did something to make Easter special. One church had washing of the feet. Other churches had Easter sunrise services, Easter breakfasts or luncheons as well as Easter egg hunts.

Our churches continue to do limited community outreach. Waimea has the Bible Club at the Waimea Intermediate School but the numbers have declined from before Covid-19. The

Volleyball Club is practicing in the gym.

Hanapepe Hawaiian Congregational Church has had rummage sales, and has had Easter Seals use their facilities. They have also had Ho'ola Lahui administer vaccinations on their property.

Wai'oli Hui'ia Church has Keiki night on Wednesdays and a Youth Night on Saturdays. Attendance has been good.

Sanctuary and buildings always need some kind of repair. Kapaa First Hawaiian Church has been repairing their houses and has proposals to spruce up their sanctuary for their 175th Anniversary in 2023.

Ka 'Ohana Ni'ihau o Waimea has major termite damage and their windows and front doors need to be replaced or repaired and the buildings need to be termite treated. We are trying to help them through grant requests.

Wai'oli Hui'ia Church saw their attendance drop for 3 months. It was not due to Covid-19 but to the landslide that resulted in road closures and contra flow traffic in and out of Hanalei when the road was open at restricted hours during the day.

On a positive note, we unanimously approved our amended Bylaws on 8/29/22 and we welcomed our ACM Valerie Ross to Kaua'i. We look forward to her continued leadership.

Respectfully submitted,

Haunani Pacheco
President

Oahu Council of Hawaiian Congregational Churches
2021-2022 Annual Report from the OCHCC to SCHCC

Active: Member Church (Kahu, Moderator/President, Delegate):

Bishop Memorial Chapel (Kahu Manu Naeole)

Hau'ula Congregational Church (Kahu Sadrian Chee and Bessie Kamakeeaina)

Kahikuonalani Church (Kahu Rick Hirakawa and Joanne Kishimori)

Kalihi and Moanalua Church (Kahu Manu Nae'ole, Toni Ku-Daniels and Johnnie Ku)

Kaumakapili Church (no Kahu currently, Lorna Motas)

Kawaiaha'o Church (Kahu Kenneth Makuakāne, Brandon Keoni Bunag and Ka'iulani Hess, Char Izuka, and Elizabeth Garcia)

Liliuokalani Protestant Church (no Kahu, Laurie Kauleinamoku)

Pearl City Community Church (Kahu Gordon Marchant, Clay Kimoto, and Millie Yee)

Ka Hana O Ke Akua and Waianae Protestant Church have not attended the meetings or provided reports.

Elected Officers:

President/Vice President: Kaiulani Hess, Kawaiaha'o Church

Secretary: Laurie Kauleinamoku, Liliuokalani Protestant Church

Treasurer: Joanne Kishimori, Kahikuonalani Church

Advisor: Lorna Motas, Kaumakapili Church

Our church leaders placed their Trust in the Lord during these two years of quarantine and mandates. With God, all is well, and his churches are open for worship. Ho'omaika'i to Kahu Manu Naeole who is now the Kahu at the Kamehameha Schools Kapālama Campus, Bishop Memorial Chapel and continues serving at Kalihi and Moanalua Church. The subject of ho'oponopono was a highlight for this year. The lesson learned is forgiveness is the best practice.

Bishop Memorial Chapel:

Kahu/Pastor: Kahu Manu Naeole

Worship Services:

- Mid-week High School Chapel, Wednesday, 10am
- Sunday Evening Boarder Chapel: Sunday at 6 PM

Elementary and Middle School students participate in chapels directed by Christian Education teachers. High school services are available on YouTube. Search the Bishop Memorial Chapel channel for the archive of videos available to view.

Programs, Events, Meetings, Projects

- Deputation team visits are still on hold for the remainder of this school year.

- End of the Year Convocation will be held on Wednesday, May 11, 2022.
- Kamehameha-Kapālama Baccalaureate service will be held at Kawaiahao Church on Saturday, May 28, 2022.

Life Celebrations – no life celebrations

Hau'ula Congregational Church

Kahu/President Sadrian (Sage) Chee

Moderator: Bessie Kamakeeaina

Worship Services:

- Permits submitted and awaiting approvals to finish repairs and remodeling of the church sanctuary and facilities.
- Services to be held in-person after work has been completed.
- All meetings be held via online services.

Programs, Events, Meetings, Projects

- Organizing community volunteers to participate in refurbishing of our church pews, furniture, and grounds.
- Partnering to distribute Covid essentials, such as Masks and at home testing kits.
- Mondays, Wednesdays and Friday partner with Aloha Harvest and our local faith and community-based organizations to distribute food to the community. Last year we partnered and distributed 2.5 million pounds of food throughout Ko'olauloa and the island.
- Portable toilet provided by Windward Porta Potty Rental, Hau'ula, Hawaii located on back of church building.
- In process of looking for Engineer for Septic tank.
- Benchmark for three estimates to fumigate church building and storage shed for termites.

Life Celebrations – no life celebrations

Pearl City Community Church

Kahu Gordon Marchant

Moderator/President: Clay Kimoto

Church Delegate: Millie Yee

Worship Services

- 10:00 a.m. to 11:00 a.m. in-person and on-line zoom
- 1:00 p.m. Nu'u Lutu Samoan Church

Programs, Events, Meetings, Projects

- Distribution of Touch-A-Heart Kupuna and Family Meals; pick up is on Wednesday between 2:00 to 3:30 p.m. at Pearl City Community Church.

- Samaritan Counseling by appointment only
- BOD continued to provide financial assistance to individuals, organization, and programs.
- Adult Bible Study meets Monday and Thursday evening on-line zoom; with Karen Ujimori facilitating.
- Adult Bible Study meet at Hale Mohalu One on Saturday at 9:00 am with Molly Young.
- In-person Bible Study on Thursday 5:00 p.m., in Gora lanai with the Marchant leading the studies.
- Sunday School facilitators are prepared to teach on-line programs that will help kids know what the Bible and Christianity are all about.
- VBS will resume on July 18-22, 2022, ages 3 to 12 years.

Life Celebrations

- 102 Birthday Celebration is planned for Michiko on April 24, following Worship Service.

Kahikuonalani Church

Pastor Rick Hirakawa

Moderator – David Wong

Delegate – Joanne Kishimori

Worship Services:

Sunday Services 9:30 A.M. (usage time – 8:30 – 10:50)

Pohnpei UCCP – usage time – 11:00 – 1:20

Tuvalu Fou Church usage time – 1:30 – 3:30

Programs, Events, Meetings, Projects:

- March 6, 2022 – Resumed holding our annual Scout Sunday with Troop 75 who were chartered by our church over 50 years ago.
- March 27 – Kahikuonalani removed the covid restrictions and are now mask optional.
- The Serteens Club, a high school service club meets once a month at our church until they return to St. Andres Priory at the beginning of the new year.
- Pastor Rick continues to take care of the Outreach Ministry for the Church.

Deaths: April 8, 2022 – Marian Chun

Kalihi and Moanalua Church

Kahu Manu Nae'ole

Moderator/President:Toni Ku-Daniels

Church Delegate: Toni Ku-Daniels / Johnnie Ku

Worship Services:

11:00a Sunday worship service

Programs, Events, Meetings, Projects

- 2 baptisms
- 3/27/22 - Ewa Community Church visited worship service with lunch after
- Ho'olala Committee: Survey sent out last week to Kahu and Congregations
- 2 other Churches use the facilities
 - Chuukese – Sunday after KMC worship service
 - Samoan (SISDAC) – Wednesdays, Saturdays

Life Celebrations: no life celebrations.

Kaumakapili Church

No Kahu at this time

President: Lorna Motas

Church Delegate: Lorna Motas

Worship Services:

- 10:30 am Sunday worship service
- Easter Service will be at 7:30 am. Only one service

Programs, Events, Meetings, Projects:

- Church opened to in person worship beginning of March
- Lenten Wed night service at 6pm. Conducted by Deacons
- Women of the Bible Study every Tues, 10:30-11:30 am
- Wednesday Evening Bible Study at 5:30-6:30 pm
- Homeless Feeding weekly on Tuesday
- Food distribution to Kaiulani Elementary School families and children signed up with Foodbank.
- Kahu Douglas Wooten called to serve in Indiana, last service & farewell Lu'au 3/27/22
- Search and Call Pastoral Search Committee blessing 4/3/22
- Palm Sunday parade planned from 8:45-9:15 am
- Lorna will serve as the Interim Conference Council Secretary, replacing Kahu Doug Wooten who held that position and term is up in June 2022.

Life Celebrations: No passings, baptisms. One new membership-Kahu Alpha Goto March 13, 2022

Kawaiaha'o Church

Kahu Kenneth Makuakāne

Moderator: Brandon Keoni Bunag

Delegates: Char Izuka, Elizabeth Garcia, Ka'iulani Hess

Worship Services

- Sunday, 8:30am, in person and via YouTube kawaiaha church.com
- Maundy Thursday Service, 6:00pm, in person and via You Tube
- Good Friday Service, 7:00pm, in person and via You Tube
- Easter Sunday Worship Service, 8:30am
- 2nd Sunday worship service at 10:30am., beginning in May 2022

Programs, Events, Meetings, Projects

- Family Fellowship Friday Nights, 5:00-8:00pm, Games, movie nights and snacks
- Ohana Easter Egg Hunt, Thursday, April 14, 2022, at 2:30pm., all ages invited
- Bible Study, Sunday, 10:00am. Kane and Wahine classes
- Small group Bible Fellowship throughout the week via Zoom.
- Kawaiaha'o Church School curriculum preparation for online digital classes.
- Archives are being digitized. Thankful for funding received to assist in the project.
- Homeless Ministry worship services and fellowship in the gymnasium.
- Host Ali'i Sunday to honor Ali'i who continue to point us to Ke Akua.
- Malama Lunalilo Tomb and Gardens, 2nd Friday of the month, 9-12:00noon.
- Semi-Annual Membership Meeting, Sunday, April 24, 2022, 10:00am.
- Council, Board of Trustee and Committee Meetings via Zoom.

Life Celebrations

- 7 new members introduced to the congregation, Sunday, April 3, 2022.
- Kauai Ramos – Hawaiian Memorial, Saturday, June 12, 2021.
- Ronald Kia'aina - Kawaiaha'o Church Sanctuary, Saturday, July 24, 2021.
- Joel Leong – Life Celebration to be announced.
- Dottie Suiso – Punchbowl Cemetery, January 4, 2022.
- Ann Bolan – Kawaiaha'o Church Sanctuary, January 29, 2022.

Lili'uokalani Protestant Church (LPC)

Kahu/Pastor: Guest Ministers

Moderator: John Hirota

Church Delegate: Laurie H. Kauleinamoku

Worship Services

- Sunday, 10:00 a.m. in-person only
- Guest Ministers:

23 Jan 2022	Kahu Wallace Kuroiwa	Kalaupapa Sunday
30 Jan 2022	Kahu Lauren Buck-Medeiros	Henry Opukahaia Sunday
20 Feb 2022	Kahu Lauren Buck-Medeiros	Henry Opukahaia Sunday
06 Feb 2022	Kahu D. Neal MacPherson	Holy Communion
13 Feb 2022	Kahu D. Neal MacPherson	Holy Communion

27 Feb 2022	Kahu D. Neal MacPherson	Holy Communion
06 Mar 2022	Kahu D. Neal MacPherson	Holy Communion
13 Mar 2022	Kahu D. Neal MacPherson	Holy Communion
27 Mar 2022	Kahu D. Neal MacPherson	Holy Communion
03 Apr 2022	Kahu Kyle Lovett	Holy Communion
10 Apr 2022	Kahu Alpha Goto	

Programs, Events, Meetings, Projects

- 13 Feb 2022 First Membership Invitational
- 27 Feb 2022 Second Membership Invitational
- 13 Mar 2022 Third Membership Invitational (tour and history of LPC)
- 13 Mar 2022 Special Church Council Meeting
(Deacon's recommendation to approve membership to LPC)
- 13 Mar 2022 Special General Membership Meeting
(Council's recommendation to approve membership to LPC)
- 27 Mar 2022, 3 Baptisms and 7 installations of new members with Aloha Hour following:
Baptism: Lilinoe N. Fisher
Baptism & Membership: Olan (Morgan) Fisher and Scott Fisher
Membership: Joyce (Stanley) Aton, Robert "Doug" Aton
Randy Kahale, DebraPat Piilani (Kawahakui) Oliveira
Nina Monalene (Lorenzo) Pangelinan

Topside Moloka'i Council Report for 2021-2022

Another year has passed with its COVID 19 pandemic challenges and another COVID 19 variant emerged but we are all so grateful and thankful that Akua has given us faith, compassion, strength and resilience to face these challenges.

In July of 2021, a change in leadership occurred, Claire Iveson of Kalaiakamanu Hou became the Chairperson of the Topside Moloka'i Council. Representatives from **Ho'olehua UCC**: Moderator-Rep Norman Levi and Pualani Akaka, Vice Moderator - Rep, **Kalaiakamanu Hou UCC**: Uluwehi Kakaio Sai, Moderator-Treasurer, Hi'ilei Kakaio Bernabe, **Kalua`aha UCC**: Earline Iaea, Moderator-Secretary, and **Waiialua UCC**: Maasi-He, Moderator, Reps Tina Lindsey-He, Louise Laumauna Miguel, Jim Stone and Kahu Janice Ogoshi make up the rest of the council. The position of Vice Chairperson is still vacant. The TMC meets once a month at 4 p.m. on the second Tuesday via ZOOM.

Ash Wednesday service has always been held on February 17th, at Kalaiakamanu Hou. This 5:30 p.m. service was open to the public with Kahu Janice conducting the service.

Six days later on February 23, Kahu Janice started the first of 6 Bible study sessions on Lent, which ended on March 30, 2021. Sessions were at least an hour in length.

Several holiday celebrations occurred in April. Maundy Thursday was observed at Kalaiakamanu Hou at 5:30 p.m. and Good Friday service from 12 noon to 1 p.m. at Ho'olehua. An Easter Sunrise service at Waiialua started at 5:30 a.m. with breakfast distribution after service. Ho'olehua had their service at 6 a.m. with Kahu Janice delivering the message. Fruit baskets and boiled eggs were given to those in attendance. Last service for the day was held at Kalaiakamanu Hou at 9:30 a.m.

Ad-hoc committee meetings were scheduled during the month of April and May to review and revise TMC's Constitution and By-laws. Kahu Janice was the liaison between Caroline Peters Belsom who was a tremendous help to the Council to review and give input for our Articles of Incorporation and By-Laws. Follow up on revisions and discussions took place in July with TMC Council and church congregants before giving final approval.

Tri-Isle Mokupuni was held virtually on ZOOM with James Aarona in May. June 13 – 19 were the dates scheduled for Aha Pae'aina, which was also held virtually and attended by Kahu Janice.

Kahu Janice at the beginning of July took a 2-week vacation spending it on O'ahu with family. Deacons at each church delivered the message at their respective churches while she was gone. Upon her return from vacation, she was ready to start a new Bible Study session focusing on the UCC Statement of Faith. A total of 5 sessions, which began in mid-July and concluded in August.

September 2021 marked the first anniversary of Kahu Janice as a settled minister with TMC. As part of a first-year ministerial review, Kahu Janice reflected on her first year using the 13 categories for Scope of Work from the Call Agreement. Each church was asked to review the comments and decide on two areas in which Kahu Janice could assist the individual churches. The Churches and TMC would base her second year of review on the

two priorities that were selected. She would then report on her progress in her monthly Kahu's report to TMC.

It was uncertain if the Bazaar was going to take place in November because of the Covid 19 health restrictions so the Topside Moloka'i Council decided to have a drive through meal distribution on August 14, 2021 to thank the community for being great "participants and consumers " since the bazaar was first initiated in 1997. Each Topside church was responsible for a food segment of the meal, which were chili, rice, macaroni salad and a dinner roll. At least 400 + plates were served by the volunteers.

The Thanksgiving Luncheon for the community has been very successful from its inception in 2017 to the present year of 2021. This is the 5th year that the Topside Moloka'i Council members and volunteers chaired by Uluwehi Sai of Kalaiakamanu Hou has prepared and served a complete Thanksgiving meal with all the trimmings. This meal was made possible through the generous monetary and food donations provided by church members from different UCC congregations on island. A jovial crew under the pop up tents in the Kalaiakamanu Hou parking lot served plates to people who stopped by. Individuals and families were very grateful and appreciative for the prepared meal. The kupuna who were homebound were not forgotten. Special delivery by volunteers made it possible for them to receive their Thanksgiving meal.

The Last Bible study scheduled for the year began December 1 and ended December 22, 2021. Participants decided change of time and day for the 4 sessions. The day chosen was Wednesday and an early start from 4 to 5:15 p.m.

Christmas time is a joyous time of year. This year, Kahu Janice was at Ho'olehua to deliver the Christmas message beginning at 5:00. p.m. Festive music and singing was enjoyed at Ho'olehua. On the east side, Waialua started its Christmas Eve Candlelight service at 5:30 p.m. with alaka'i Louise Miguel. Congregants from other "sister" churches were at both services. A Christmas package filled with goodies was given out at Waialua.

Mahalo to Uluwehi Sai for representing the TMC at State Council of Hawaiian Churches meetings held quarterly via ZOOM and reporting back to TMC. This calendar year, Kalaiakamanu Hou and Waialua church applied for repair and maintenance grants for their respective churches. They are hopeful that they will be able to get some assistance monetarily to help with their church renovation projects. Both churches are appreciative that monies from grants are available.

Although there are 6 SPI initiatives that originated in 2018 with HCUC, Moloka'i Council has decided to focus only on one. It is SPI #3: Expansive concept of church: Actively support new or different ways of "being church"). Waialua and Kalua'aha have been doing a "shared service" quarterly for at least two years. This enabled two smaller congregations to get together and fellowship with each other and share communion since the four churches were unable to gather together to have one Combined Service quarterly.

Food Bank is scheduled once a month on the third Thursday to distribute food items to families who live in the Waialua Church vicinity. Families do take advantage of this opportunity to get assistance with grocery items.

People who were involved with the Make' olé Initiative (Choose Life) were not able to meet together during the pandemic. Hopefully, it will start up again under the leadership of Earl Kawa'a with the other groups on Moloka'i to continue discussions on suicide prevention.

Kahu Janice has been with the Topside churches for a little over a year serving 3 – 4 different churches on one Sunday to preach at Ho'olehua, Kalaiakamanu Hou, Waialua and Kalua'aha on the fourth Sunday of each month.

She has conducted several Bible Study sessions during the year, helped to plan holiday services with various churches, assisted at the Food Bank distribution site at Waialua, made home visits to homebound kupuna, officiated at several weddings, memorial services, and baptisms. She has been involved in the Hawaii Conference Formation Missional Team, mentoring a member in Discernment on O'ahu, attending 'Aha Pae'aina and Tri-Isle Mokupuni meetings, being a part of a Leadership Project cohort and preparing for transferring her ministry from O'ahu to Maui's Tri-Isle Association. She has certainly been keeping busy. IMUA, Kahu.

The Topside Moloka'i Council are doing their best to continue representing their congregants and working together to do God's ministry on island.

Blessings,

Earline Iaea

Secretary

Topside Moloka'i Council

Maui Council of Hawaiian Congregational Churches

June 15, 2022

Ka`ahumanu Church

Ka`ahumanu Church has transitioned to in-person services while maintaining a virtual presence. With covid restrictions easing more people are beginning to come back in person to church services.

Ka`ahumanu Church began its own Capital Campaign to raise \$2,000,000.00 for the repair and restoration of the sanctuary and steeple. The campaign started with the presentation of a \$10,000.00 check from Pastor Marocco and Kings Cathedral on March 3, 2022.

Temporary repairs are also beginning on the Preschool building to allow Punana Leo o Maui to occupy the building safely once again. Joint Easter Sunrise Worship service was held with Iao UCC and Wailuku Union Church.

Kahakuloa Hawaiian Protestant Church

The congregation has church services once a month.

Kaulanapueo Congregational Church

Several of us are meeting on the 1st Sunday of the month at Kaulanapueo for worship and lunch. Starting this month we will have Kahu Aarona for service and communion on the 2nd Sunday of the quarter, after he finishes at Kalanikahua Hou. We are few in number and hope to grow in time.

Keawala`i Congregational Church

Keawala`i Christmas Eve service, held on the church's front lawn, with approximately 300 people in attendance, was just in time before the COVID 19 numbers went up to the unsafe zone and the leadership of the church decided the church would need to close its doors, yet again. Fortunately, our on-line service via Vimeo and Facebook was still available and church services continued on-line until February 13 when the COVID numbers went down, and in-person services could resume.

Throughout the January and February closing, Kahu Scott held Zoom meetings for anyone that wanted to join in for a talk story session to see how congregants were doing during this time.

Upon re-opening, the COVID precautions masks, hand sanitizer and social distancing were still practiced until March 25 when the restrictions were lifted. The precautions are now optional.

Since re-opening, the number of people for in-person service has slowly increased from 30-40 in the beginning (February) to having 92 persons this past Sunday (4/3). Granted many of these persons were visitors or snowbirds who are visiting for 2 weeks to 3 months but many of them are “regulars” who consider Keawala’i their home church when they are on Maui, some are even associate members. It is always great to see familiar faces of members and to meet new ones who visit us when on Maui.

Our Boards and Committees continue their great work to keep the church operating at its peak and we are grateful for all they do.

ALOHA KE AKUA.

Keolahou Hawaiian Protestant Church

The congregation meets every Sunday.

Lāhuiokalani Kā’anapali Congregational Church

Every Sunday at 10 o’clock, Andy Carba rings the bell, calling everyone to join our church services. That *kani-kani pele*, beckons people from the beach as well as people having coffee at the Farmers Market. Our small-member church has a core group of 18 members. Lay leader, Aileen Trout, leads the service and message. The ukulele band: Pam Finamore, Debbie Peters, and Jill Gage lead us in song.

The congregation has a new parsonage, which includes a room for Bible study and social gatherings. Larger gatherings must be held outdoors under a tent. The church sanctuary was built in 1929 so the windows were in need of replacement. Through State Council’s fund for Repairs and Maintenance, Lāhuiokalani received funds for new windows. What a blessing!

With the easing of COVID rules, we have eased the use of masks and social distancing.

Olowalu Lanakila Hawaiian Church

On February 17, 2022, Aunty Addie Rodrigues ended her earthly life with us. She was the cornerstone of Olowalu Lanakila. On April 19, we gathered in her Olowalu community to celebrate her life. God welcomes His faithful and loving servant.

Since late-December 2020, a fire destroyed the church and social hall. The congregation is in the process of rebuilding the church.

Pa`ia Hawaiian Protestant Church

Ua hūnā nō wau i Kāu ‘ōlelo i loko o ko’u na’au i ‘ole au e hana hewa aku ‘ia ‘Oe
Thy word have I hid in mine heart, that I might not sin against Thee. Psalms 119:11

Our memory verse for 2022 finds Pā'ia Hawaiian Protestant Church (PHPC) basking in His glory! Praise God! PHPC managed to navigate face to face worship services safely throughout the pandemic. We required masks, posted wellness reminders, practiced social distancing, disinfection protocols. Praise God for our Kahu Roy Newton who weekly shares God's word & message at our 11:00am Worship Service; communion on the first Sunday.

Last month, we welcomed the Royal Order of Kamehameha and O Na Wahine Hui O Kamehameha; returning our Ali'i Sunday Worship Service; followed by fellowship & luncheon serving their favorites; tripe stew & Hawaiian food. Kamehameha Schools Maui deputation team is cleared to lead worship and we look once again forward to their return to PHPC. We held Sunrise Resurrection Sunday Worship Service followed by breakfast and fellowship.

Since the abrupt departure of Lloyd Nebres early last year, PHPC has been blessed by the talents of Kumu Kalei Aaron Lorenzo (& their 'ohana) who serves as our pianist and musical extraordinaire. Last year, we launched a collective effort that allowed everyone to share mana'o related to what PHPC means to them, which was composed into a PHPC song we practice weekly and look forward to sharing at our Ho'ike planned for November 5, 2022.

Reggie Galacia continues as our lead deacon with a pure heart to serve. Aunty Maile Shaw and Cousin Leonard Paleka are our resident tenants ministering to daily visitors and campus oversight. In the absence of accurate records, PHPC established a topical mapping inventory of our cemetery. Cemetery internment is limited and we are looking to establish cemetery protocol and guidelines. Praying Christ's grace, mercy, love & peace, health, safety & wellness be with all of God's people.

2021 Pauku: Psalms 27:4 - One thing have I desired of the Lord, that will I seek after; that I may dwell in the house of the Lord all the days of my life, to behold the beauty of the Lord, and to enquire in His temple. Ho'okahi no mea a'u i noi aku ai a ia lehova, 'oia ka'u e 'imi aku ai. E noho au ma loko o ka hale o lehova I na la a pau o ko'u ola 'ana, E nana aku i ka nani o lehova, a e ninaninau i loko o kona luakini.

Waiola Church

The year 2022 finds Waiola Church closer to a new "normal". The Church has weathered the challenges of the past two years - facing a Pandemic, temporarily closing doors to in-person services, and meeting financial demands... 2022 finds us on steady footing. Thanks to the generosity of many and the dedication of our "Burn the Mortgage" team we are now free of a mortgage and catching up on years of delayed maintenance, paying our monthly bills, and serving needs in our community. We were able to contribute to the 5 UCC special offerings.

The 2022 Board of Trustees consists of moderator, Linda Norrington; vice moderator, Laura Sakamoto; secretary, Susan Yap; treasurer, Judy Kinser; buildings & grounds committee chair, Gordon Bradley; trustee Tamalani Kaleleiki, trustee Anela Rosa, and

trustee Watters Martin. Kahu Anela Rosa faithfully ministers to us weekly from the pulpit, Ka'aina Kauhane serves as faithful deacon, Billy Sayles helps lead us in song, Kent Stewart sings for us from Nashville, and Jen Mather provides us office assistance while settling with family in Kahului.

We are happy to see returning faces on Sunday mornings while acknowledging those we have lost and thinking of those who remain at home. Covid precautions are followed with church side doors open. At our annual meeting by Zoom we discussed future plans - including the celebration of our upcoming 200th anniversary, completing the move of Pūnana Leo o Lahaina preschool into our refurbished annex building, and resuming Hall rentals. Updates to our Church Bylaws were presented and approved.

The Board is exploring ways to continue an on-line presence - with church service recordings posted to our Facebook page.

Two Waiola weddings have taken place and several memorial services are being planned. The preschool move is planned for June when the current session ends.

Church bylaw updates were discussed and approved at the annual meeting. At Christmas time we partnered with The Salvation Army, Kalei's Lunchbox, and Na Mea Ike La for Lahaina to give out 400 holiday meals.

As Waiola is reopening we look forward to discovering new ways to be the church...with an exciting opportunity to explore new ways to serve each other and the community.

West Hawaii Council of Hawaiian Congregational Churches
(WHCHCC)

Report for State Council of Hawaiian Congregational Churches
ANNUAL MEETING ~ via Zoom
June 15, 2022

Member Churches (6):

Hauoli Kamana'o Church
Helani Cong'l Church
Kahikolu Cong'l Church
Kauaha'ao Cong'l Church
Kona Lanakila Church
Puka'ana Cong'l Church

WHCHCC Officers 7.1.2020-6.30.2022:

President: Sharon Matsuyama (Puka'ana)
Vice-President: Keoki Kiwaha (Puka'ana)
Secretary: Pualani Muraki (Kona Lanakila)
Treasurer: Kahu Debbie Wong Yuen (Kauaha'ao)
Advisor: Boyd Matsuyama (Puka'ana)

CHURCH REPORTS~HIGHLIGHTS: July 2021-June 2022:

Hauoli Kamana'o Church: Kahu Pono Charles Mahina Kaupiko, and Melveen Kaupiko

Sunday Services: Began year with services only virtually, now services are hybrid and in person, 11 a.m. – 1 p.m.

Bible Studies: online via Zoom. Sundays 12 pm-Kukulu Aupuni studies/Kahu Mahina Kaupiko; Mondays 7 pm-Celebrate Recovery/Kahu Pono.

Wednesdays 7 pm-Jonah Bible Studies/Pastor Wesley Basinga;
Thursdays 8 pm-Women Bible Studies/Cookie Ione; Fridays 8 am-Men Coffee Bible.

Studies/Pastor Wesley Basinga; Fridays 7 pm-Youth night/Pastor Wesley Basinga. Personal Bible studies and mentoring/Kahu Pono Charles and Melveen Kaupiko.

Community Outreach: new sports started up for the community. Resurrection celebration-guest speaker Rev. Dr. Ray Aldred / Vancouver School Theology, Indigenous program.

Helani Cong'l Church:

Sunday Services: In person 10 a.m. Church leaders cover pulpit on monthly schedule.

Guest Kahu comes quarterly for Communion Service.

Keiki Sunday School: In person at 10:30 a.m.

Repair Project: Church south wall still pending permits.

Kahikolu Cong'l Church: Kahu Pono, Naleen Andrade.

Sunday Services: by Zoom each Sunday 10 a.m. –11:30 a.m. Beginning April 24th-services will be from 9 a.m. – 10:30 a.m. and will continue to be via Zoom for the remainder of this year.

Bible Study: will begin via Zoom on July 7th, 1st & 3rd Thursdays, 6 – 7:15 p.m.

Church Meetings: all by Zoom. Kahu Naleen's Annual Performance Review completed, sent to HIA COM. New 3-year Call Agreement issued by membership for three years: 7/1/22-6/30/25.

Pastoral Report: Kahu Naleen completed two semesters at Chicago Theology Seminary on an Abraham Akaka Scholarship. Deacon training continues for a new Deacon. 4 additional Lay leaders continue to work with Kahu Naleen to conduct the Zoom worship service.

Church Litigation: awaiting federal appellate court decision and state courts' notice of hearings to resume.

Kauaha'ao Cong'l Church: Kahu Pono Debbie Wong Yuen.

Sunday Services: Since pandemic, services were held as a drive-in/outdoor service on building's sidewalk. Services returned to in-person on March 20th beginning 10:00 am. In April started a "Praise & Thanksgiving Sunday" on the third Sunday every month. Service begins with lifting our voices in song praising Ke Akua. Service continues to be live on Church's

Facebook page, also recorded by Zoom which is emailed Sunday afternoon to members and anyone wanting to be on the list.

Pulpit Supply: Once a month covered by church member or guest Kahu to give Kahu Debbie a day of sabbath.

Community Outreach: provides building space for a non-profit used bookstore, for the Ka'u community, and for a N/A-A/A support group to have meetings twice a week.

Kauaha'ao Church's membership and Kahu's ministerial standing was approved by the Hawaii Island Association membership on March 19, 2022. No longer members of AHEC.

Meetings attended by Zoom: WHCHCC, Hawaii Island Association-Aha Mokupuni, HCUCC Church Leader's Event, HCUCC monthly Wednesday meetings, HIA Kahu monthly gatherings, SCHCC BOD.

Kona Lanakila Cong'l Church: Kahu Pono Charlene Taketa & Kahu Sam Masilamoney.

Sunday Services: in-person 9 a.m. and by Zoom at . Both Kahu preach on alternate Sundays and continue to provide kokua ministries to churches with no Kahu.

Choir practice and Bible Study: on Wednesdays.

Community Outreach: reaching out to people in their community and members who missed attending services.

Financial support: Fifth Sunday lulu goes to AHEC Hua Mua fund.

Highlights: Sunday, March 27, 2022, an Ordination and Installation service was held for Kahu Sam Masilamoney, officiated by Papa Makua Wendell Davis, Rev. Brian Welsh and Rev. Jonathan Roach, HIA-ACM.

Puka'ana Cong'l Church:

Sunday Services: in-person 8:30 a.m. Worship Bulletin w/ Message is also mailed via USPS to members

Pulpit Supply: Rogers Naihe, Keoki Kiwaha, Rev. Jonathan Roach, HIA-ACM

Communion Service: monthly - Sharon Matsuyama.

Meetings attended by Zoom: HCUCC, HCF, SCHCC, WHCHCC, HIA Mokupuni, Aha Pae'aina Planning, HIA Nomination Committee, Situational Support Consultation, SCHCC Prayer meeting SCHCC Executive/Pu'a Foundation, HCUCC Church Leader's Event

Church/Hall/Cemetery: no activity due to Covid-19. Recently starting to get involved with community to use facilities for community meetings.

The West Hawaii Council is beginning the process of working on an Amended and Restated Articles of Incorporation and Bylaws, to be in compliance with the State of Hawaii DCCA as a non-profit organization. Current Officers, whose term would expire on June 30, 2022, are being extended for a few months until the amended documents are approved by the member Churches.

Ka Ho'opili Iesu,

Debbie Wong Yuen

Kahu Debbie Wong Yuen, Treasurer

West Hawaii Council of Hawaiian Congregational Churches

STATE COUNCIL OF HAWAIIAN CONGREGATIONAL CHURCHES
REPORT OF THE EAST HAWAI'I COUNCIL OF HAWAIIAN CONGREGATIONAL CHURCHES

Annual Meeting
June 15, 2022

Aloha na hoahānau,

The East Hawai'i Council Member Churches include:

Haili Congregational Church / Kūhiō Chapel

Kalapana Maunakea First Hawaiian Cong. Church

Laupāhoehoe Congregational Church

Ola'a First Hawaiian Church

‘Opihikao Congregational Church

Pōhakupuka Congregational Church

Pu'ula United Church of Christ

The East Hawai'i Council was scheduled to have met on Saturday, April 9th, 2022 at 9AM, Kūhiō Chapel, for in person, and by Zoom following the COVID-19 protocols. However I received a call from our East Hawai'i Sunday School President mentioning the need to postpone the meetings due to the meeting venue will not be available, due to an AHEC event starting at the same day and same time and the ZOOM equipment will be used for the AHEC event. Then there is the revitalizing of the Merrie Monarch Festivities to include the parade. The East Hawaii Council quarterly meeting for Saturday, April 9 is postponed. To Saturday, May 7th, 2022 at 9:00 am, Kūhiō Chapel.

Up to now, no correspondence, no input, no questions, and no nominations have been received for the SCHCC or EHCHCC Officer positions, with the exception of the treasurer's position for the SCHCC and EHCHCC.

‘Opihikao Cong. Church report on necrology:

Harriet Haliaka "Clara" Daog, October 1, 2021

Lenneth Maurice "Da" Pavao Jr. January 13, 2022

It has been very difficult to operate as an organization in this COVID Pandemic period, but we can not forget to keep the faith and lean on Jesus.

Mahalo Ke Akua,

Frank J Mulec

Frank J. Mulec, President



MEMO:

TO: State Council of Hawaiian Congregational Churches Board of Directors
 FROM: Toni Bissen, Pū'ā Foundation
 DATE: May 3, 2022
 RE: Annual Report to SCHCC

Aloha Kākou –

Lots going on at the Pū'ā Foundation, mahalo for the opportunity to share, last time I submitted a report was for the SCHCC board meeting – 4/30/22. **We are truly grateful for the partnership with SCHCC.** This is the annual report submitted to SCHCC. Included herein is a listing of those served through the programs and projects of the Pū'ā Foundation.

	<u>Women Assisted</u>	<u>Families / Keiki</u>
From WCCC	77	
Other + Event	18 - Other / 45 - Event	
Mercy House	6	
Pre Transition Class & Cultural Healing Class	12 PreTrans / 11 CH&WB	
Sunlight Sun Bright	13	13 Families / 26 Keiki
Starlight Star Bright		64 Families / 135 Keiki
WCCC Xmas Makana	225	
WCCC Thanksgiving Makana for Staff	150	
HYCF - Xmas Makana		25 Youth
Transitional Houses - Xmas Makana	45	
Tutoring	2	2 Families / 5 Keiki
Waimanalo Farm	56	
Peer Support Training	18	
Peer Support Community Learning Session	60	



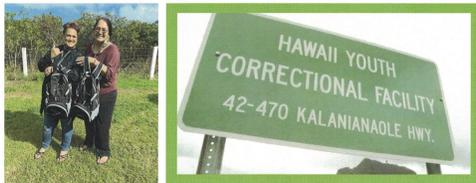
Welcome Home Baskets for Women Exiting Prison - Volunteers Presenting



Peer Support Training Graduations



**Mahalo Nui Loa
for your Donations!!**



Mahalo for donations & support - Xmas makana for Women at the Women's prison, their keiki, & youth at the Hawaii Youth Correctional Facility, and transitional houses

Other Areas Pū‘ā Foundation Assisting with:

- Working with the executive committee of SCHCC with re: Google Workspace & Zoom



- Secured donation for the Hawaiian Churches by Native Books - of “Kū‘ē Petitions: A Mau Loa Aku Nō” published by Kaiao Press



- Checkout our new refreshed website for updates - www.puafoundation.org



Happy 2022!

This is going to be a STELLAR year!
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