

Bylaws of Friends of Hakalau Forest National Wildlife Refuge

ARTICLE I Construction

Section 1.1 Incorporation. The name of the Association shall be Friends of Hakalau Forest National Wildlife Refuge, hereinafter referred to as the “ASSOCIATION,” as incorporated in the State of Hawaii on the 11th day of April, 2006.

Section 1.2 Non-profit. The ASSOCIATION shall be autonomous and shall possess all the powers permitted to nonprofit organizations under the laws of the state of Hawaii.

Section 1.3 The masculine pronoun, as used hereinafter, shall mean the masculine or feminine, wherever applicable.

ARTICLE II Members

Section 2.1 Admission of Members. Any person interested in the purposes and objectives of the ASSOCIATION may become a member upon payment of annual dues in the amount established from time to time by the Board of Directors. Each membership shall be entitled to one vote on each matter submitted to a vote of the members. Membership shall begin on the date the initial dues were received and shall continue for a 12-month period thereafter. Dues are payable for succeeding years on the last day of the same month the original dues were paid. Any member whose dues remain unpaid for 90 days shall be deemed to have resigned upon the due date thereof. Any member may resign by filing a written resignation with the Secretary. The Board of Directors, by affirmative vote of a majority of all members of the Board, may suspend or expel a member for cause. The Board of Directors may from time to time prescribe the qualifications and requirements for membership and shall have the power to create classes of membership conferring such rights and privileges and imposing such obligations as may from time to time be determined by the Board of Directors.

ARTICLE III Meetings of Members

Section 3.1 Annual Meeting. The annual meeting of members shall be held each year, at such a time and place as the Board of Directors determines for the purpose of electing directors and transacting such other business as may come before the meeting.

Section 3.2 Special Meetings. Special meetings of the members for any purpose or purposes may be held at any time upon the call of the President, upon the call of any two directors, or upon the written request of one-fourth (1/4) of the members entitled to vote thereat.

Section 3.3 Notice of Meetings. Notice of all meetings, annual or special, stating the place, day and hour of the meeting and whether it is annual or special, and in case of a special meeting stating the purpose or purposes thereof, shall be given not less than ten (10) nor more than forty-five (45) days in advance of the meeting, in person or by mail, phone, email or FAX.

Section 3.4 Voting. Ten percent (10%) of the members entitled to vote on a matter shall constitute a quorum. When a quorum is present at any meeting, the vote of a majority of the members present shall, except where a larger vote may be required by law or these by-laws, decide any question brought before the meeting. The vote of each member must be cast in person or by proxy. Members may give their proxy, in writing or another verifiable form, to the then current President of the Association or to any member of the Association at least one day before the announced date of the meeting. Proxies may be specifically “for” or “against” a nominated individual or item of business or they may be general and allow the President or member to vote the proxy at his discretion.

ARTICLE IV Board of Directors

Section 4.1 Powers. The corporate powers of the ASSOCIATION shall be vested in its Board of Directors to the fullest extent permitted by the laws of the State of Hawaii. As used herein, “Board” means Board of Directors. The Board shall have general charge of the affairs, funds, and property of the Association, and shall have full power, and it shall be their duty, to enforce the Bylaws.

Section 4.2 Composition, Number and Qualifications of Directors. There shall be a minimum of three (3) and a maximum of twelve (12) Directors, who shall be elected at the Annual Meeting of the ASSOCIATION by a vote of the members. Candidates for the Board must be members of the ASSOCIATION. No Board member may be an employee of the Hakalau Forest National Wildlife Refuge. The President, Vice-President, Secretary and Treasurer shall be elected from among the Board of Directors.

Section 4.3 Committees. The Directors may from time to time establish standing or ad/hoc committees as they shall determine to be necessary or appropriate for the conduct of the ASSOCIATION’s business. In addition the Endowment Committee is established as a standing committee pursuant to and governed by Article V of these By-Laws.

Section 4.4 Election. The directors shall be elected at the annual meeting of the members of the ASSOCIATION.

Section 4.5 Terms of Office. Terms begin with the annual meeting. Directors shall be elected for a term of two years, except for the initial Board, of which at least 2 shall serve for 3 years. All directors shall hold office until their respective successors are elected. No director may serve more than three (3) consecutive terms, but may return to serve

after an absence of at least one year. Directors may be removed from office by a vote of at least two-thirds (2/3rds) of the Board of Directors.

Section 4.6 Vacancies. If, for any reason, elected directors vacate their position midterm, the Board may elect replacements to serve until the next annual meeting of members. When for such purpose a director has been elected for less than a full term, such part term shall be disregarded with respect to his qualifications for re-election for additional consecutive terms.

Section 4.7 Regular Meetings. Regular meetings of the Board of Directors may be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice thereof. There shall be at least one annual meeting of the Board.

Section 4.8 Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two directors.

Section 4.9 Notice. The President or Secretary shall give notice of each meeting of the Board in writing by mailing the notice not less than seven days before the meeting or by giving notice personally, by telephone, telegraph, electronic mail or FAX not less than five days before the meeting. The failure by the Secretary to give such notice or by any director to receive such notice shall not invalidate the proceedings of any meeting at which a quorum of the directors is present.

Section 4.10 Quorum. The Board quorum shall be the Hawaii Revised Statute, Section 414D-147 quorum minimum, which is now the greater of one third (1/3) of the number of directors or two.

A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. A Board member may participate in the meeting either telephonically or in person for purposes of the quorum and any action taken at the meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a vote if all of the Directors then in office consent to the action by telephone and file within two weeks of the meeting a written consent with the records of the meeting of the Board of Directors. Such written consent shall be treated, for all purposes, as votes at a duly convened meeting of the Board of Directors.

ARTICLE V Endowment

Section 5.1 Endowment. The ASSOCIATION has formed and shall continue to operate an endowment fund the purpose of which is and shall be to foster and enhance the purposes of the Hakalau Forest Wildlife Refuge. All funds received for the endowment shall be deposited with and be managed by the Hawaii Community Foundation, or such other fund manager as the Board may from time to time determine. The res/principal of

the endowment may only be distributed, in whole or in part, with the unanimous consent of the Board.

5.2 Endowment Committee. There shall be a standing Endowment Committee, composed of seven members of which the Chair and a majority of the committee members shall be Board Members. The Treasurer shall be one of the members of the Committee. Each of the remaining members shall be appointed, from time to time, by the Board and serve for staggered terms of three years each, with two being each year. Each shall serve until his or her successor is appointed. Each of the remaining six committee members may be reappointed. The Endowment Committee shall meet at least quarterly and its procedures shall be governed by Roberts Rules Of Order. Except with respect to decisions involving the expenditure of money, which shall be subject to Board consent, the Endowment Committee shall administer the Endowment program, provided further that annually, in anticipation of earnings from the managed funds, the Endowment Committee, in consultation with the Refuge Manager, shall report the Board the State of the Endowment and recommend whether the fund's earnings should be reinvested in the endowment or disbursed in support of the Refuge's goals and the needs together with a list, in order of priority, of recommended grants for that purpose.

ARTICLE VI

Officers

Section 5.1 Officers. The officers of the ASSOCIATION shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be determined by the Board. No director may hold more than one office at a time.

Section 5.2 Election. The officers of the ASSOCIATION shall be elected annually by the directors at their annual meeting. Each officer shall hold office until the next annual meeting of the Board of Directors and until his/her successor shall have been elected and qualified.

Section 5.3 President. The President shall direct and administer the affairs of the ASSOCIATION as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. He shall also be an ex officio member of all committees. He shall normally preside at all meetings of members of the Board.

Section 5.4 Vice-President. The Vice-President shall assist the President in carrying out his duties. In the absence of the President, the Vice President shall direct and administer the affairs of the ASSOCIATION and supervise all phases of its activities, subject to instructions by the Board.

Section 5.5 Treasurer. The Treasurer shall be the chief financial officer of the ASSOCIATION and shall exercise general supervision over the receipt, custody, and disbursement of funds. The Treasurer shall submit financial reports to the Board, which will, from time to time, be subject to internal audit as determined by the Board.

Section 5.6 Secretary. The Secretary shall keep the minutes of all meetings of the members and the Board. The Secretary shall keep or cause to be kept a register showing

the names of the members, Directors and officers with their addresses and phone numbers. The register shall be available for inspection by any member for the purpose of communication with other members concerning Association business at the site of the meeting or the Corporation's office. The Secretary shall give notice in conformity with the Bylaws of all meetings of the members and the Board. The Secretary shall be responsible for archiving corporate records. The Secretary shall also perform all duties assigned by the President or the Board.

ARTICLE VII

Disbursements and Contributions

Section 6.1 Disbursements. Disbursements of the funds of the ASSOCIATION for the purposes for which it is organized shall be made by the Board at its discretion.

Section 6.2 Limitations on Disbursements. The Board shall not make any disbursements of contributions of the funds or assets of the ASSOCIATION to or for the benefit, directly or indirectly, of any members, director, or officer of the ASSOCIATION, except for reasonable payment for services actually rendered to the ASSOCIATION by such member trustee, or officer as an employee or independent contractor of the ASSOCIATION.

Section 6.3 Fundraising. All fundraising on behalf of the ASSOCIATION shall be approved of by the Board. The Board may accept or reject on behalf of the ASSOCIATION any donation, contribution, gift, bequest, or devise for the general purposes or for any special purpose of the ASSOCIATION.

Section 6.4 Fiscal Year. The fiscal year of the ASSOCIATION shall begin on the first day of January and end on the last day of December of each year.

Section 6.5 Use of Public Funds. The corporation shall not use public funds for purposes of entertainment or perquisites. Any expending governmental agency, the director, the committees of the legislative bodies and their staffs, and the legislative auditor shall have full access to records, reports, files, and other related documents in order that the program, management, and fiscal practices of the ASSOCIATION may be monitored and evaluated to assure the proper and effective expenditure of public funds.

ARTICLE VIII

Parliamentary Authority

Section 7.1 Robert's Rules of Order. In procedural matters not covered by these Bylaws, Robert's Rules of Order shall govern. However, the Board may also elect to suspend Robert's Rules of Order.

ARTICLE IX

Miscellaneous

Section 8.1 Inspection of Bylaws. The Secretary shall keep the original or a copy of the Bylaws as amended, certified by him, which shall be open to inspection by the members at all reasonable times.

Section 8.2 Corporate Records. The ASSOCIATION shall keep correct and complete books and records of account, minutes of the proceedings of its members, Board of Directors and Committees, and a record giving the names and addresses of the members entitled to vote. The books of account and minutes of proceedings of the members and directors shall be open to inspection upon the written demand of any member, at any reasonable time, and for a purpose reasonably related to his interests as a member, and shall be exhibited at any time when required by the demand of a majority of the members.

Section 8.3 Handling of Funds. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the ASSOCIATION shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board; providing that any check in excess of five hundred dollars (\$500.00) shall be signed by the Treasurer and countersigned by any other officer of the corporation duly authorized. An officer shall not sign a check reimbursing himself or herself.

Section 8.4 Execution of Contracts. The Board may authorize an officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the ASSOCIATION, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the ASSOCIATION by any contract or engagement or pledge its credit or to render it liable for any purpose or to any amount.

Section 8.5 Auditor. The Board may at any meeting appoint a person, firm or corporation engaged in the business of auditing to act as the auditor of the ASSOCIATION. No Director or officer shall be eligible to serve as auditor of the ASSOCIATION.

Section 8.6 Nepotism. It shall be the policy of this ASSOCIATION to comply with the requirements of Hawaii State Law, and to adopt policies against Nepotism and Conflict of Interest. "Nepotism" shall mean generally the appointment of persons to positions on the basis of their blood or marital relationship to the appointing authority rather than on merit or ability. No two or more members of a family or kin of the first or second degree shall be employed or under contract by this ASSOCIATION or serve on the Board of Directors unless specifically permitted in writing by the Board of Directors.

"Conflict of Interest" shall mean situations where an individual's judgment or loyalty is or may be affected by his own financial, business, property or personal interest. No Director shall vote on any matter in which said Director has an interest, nor shall said director be present at any portion of a meeting of the Board of Directors in which the directors consider a conflict of interest by said Director. No officer shall undertake any action on behalf of the ASSOCIATION in which said officer has an interest unless said

officer has first made written disclosure of the conflict of interest in writing to the Board of Directors and the Board of Directors has given advance approval for said action. All issues relative to a conflict of interest or perception of a conflict of interest shall be determined by the Board of Directors.

Section 8.7 Action without meeting and telephonic meetings. To the full extent permitted by law, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken by unanimous written or email consent of the Board of such Committee, as the case may be, without such meeting. Unless prohibited by the Charter of Incorporation and subject to the provisions herein relating to notice, the members of the Board or any committee designated thereby may participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting.

Section 8.8 Nondiscrimination. There shall be no discrimination on the basis of race, color, religion, sex, sexual or gender orientation, national origin, ethnicity, marital status, age, profession, or handicap with regard to hiring, assignment, promotion or other conditions of staff employment, use of volunteers, or delivery of client services. All other personnel actions in such areas as compensation, benefits, social and recreational programs, and other agency sponsored activities shall also be administered without regard to race, color, religion, sex, sexual or gender orientation, national origin, ethnicity, marital status, age, profession, or handicap. This policy shall apply to membership on the Board of Directors and its duly authorized committees.

Section 8.9 Indemnification. The personal liability of directors of the ASSOCIATION for monetary damages shall be eliminated to the fullest extent permissible under Hawaii law, including without limitation, to the fullest extent permissible under Section 415B-6 of the Hawaii Revised Statutes, as amended from time to time. No repeal or amendment of this Article directly or by adoption of an inconsistent provision of these Bylaws will be effective with respect to the liability of a director for acts or omissions occurring prior to such repeal or amendment.

No director, officer, employee or other agent of the ASSOCIATION and no person serving at the request of the ASSOCIATION as a trustee, director, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir or personal representative of any such person shall be liable to the ASSOCIATION for any loss or damage suffered by it on account of an action or omission by such person as a trustee, director, officer, employee, or other agent if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this ASSOCIATION, unless with respect to an action or suit by or in the right of the ASSOCIATION to procure a judgment in its favor such person shall have been adjudged to be liable for misconduct in the performance of his or her duty to this ASSOCIATION.

ARTICLE X
Amendments

Section 9.1 Amendments. These Bylaws may be amended at a regular or special meeting of the Board of Directors, by a two-thirds (2/3's) vote of a quorum of the Directors where each director has been given a least TEN (10) days advance written notice that the business of the meeting will include amendment of the by-laws. Any alteration, amendment or repeal of the Bylaws by the Directors must be ratified at the next meeting of members by the affirmative vote of a majority of the members present, provided that a quorum is present at such meeting, in order to be valid. Notwithstanding the above provisions of this Article IX, any alteration, amendment, or repeal of a Bylaw by the directors as provided for in this Article shall be valid and given full force and effect until the next meeting of members. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

Amended Bylaws adopted November 18, 2017 by the Board of Directors and ratified on January 19, 2019 at the Annual by unanimous vote of the members to establish the Endowment as a Standing Committee. (copy update 11/2020)

Amended Bylaws adopted December 2016 by the Board of Directors and ratified on January 21, 2017 at the Annual meeting of members by unanimous vote to increase Board to a maximum of twelve (12) Directors.

Amended Bylaws adopted December 17, 2014 by the Board of Directors and ratified on January 17, 2015 by vote to Amend the Board quorum to the HRS Section 414D-147 minimum.

Amended Bylaws adopted December 27, 2012 by unanimous vote of the Board of Directors.

(Original hard copy of this document was signed by Richard C. Wass on 12/27/2012)

Richard C. Wass, President

Date

Note: The original Bylaws were adopted by unanimous vote of the Board of Directors and signed by President Sheila Conant on August 15, 2006.