

KEALAMĀKIA FOUNDATION **BYLAWS2014**

REVISION OF THE BYLAWS WERE ADOPTED BY
BOARD OF TRUSTEES



KEALAMĀKIA FOUNDATION

I NĀ KEIKI KA MĀKIA



PUBLISHED BY AUTHORITY OF THE
BOARD OF TRUSTEES

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PREAMBLE

We, the Founders of the Kealamakia Foundation, with a common aspiration to serve our Hawaii Island communities; and, to support, contribute to, and to advocate for their growth, development and overall prosperity, do hereby adopt these Articles and By-laws for our association.

These Articles and Bylaws are established to provide guidance and direction in the exercise of corporate authority. The Board of Trustees shall be charged with the interpretation and exercise of its provisions for the benefit of the corporation.

These Articles and Bylaws were adopted by a majority vote of the Board of Trustees on the sixteenth day of April, 2014.

I. GENERAL PROVISIONS

1. **Corporate Name:** The name of this Corporation shall be the “Kealamākia Foundation” (“Corporation”). The Board of Trustees (“Board” or “Trustees”) may, by a two-thirds vote, adopt a resolution amending the name of the Corporation; provided, however, that such change is reported to all pertinent agencies at the federal, state and county level.
2. **Charter:** These Bylaws, the Articles of Incorporation, and the Standard Operative Conventions which shall consist of the rules, policies, and operating procedures of the Corporation shall together constitute the Charter.
3. **Seal:** The Board shall maintain a corporate seal. The seal shall at minimum state the name of the Corporation and the authority by which the seal is affixed. The Secretary shall have custody of the seal.
4. **Languages:** Both English and Hawaiian shall be recognized as official languages of the Corporation; provided, however, that the Board shall be empowered to regulate the use of both languages.

II. OFFICES AND AGENTS

1. **Principal Office:** The Corporation shall maintain a principal office for the conduct of business to be located in the State of Hawai‘i. The Board shall have the authority to change the location of the principal office.
2. **Registered Agent and Office:** The Corporation shall maintain a registered agent and office within the State of Hawai‘i. The registered office may, but need not, be identical with the principal office. Any change to the registered agent or office shall be reported to all pertinent agencies at the federal, state and county level.
3. **Other Offices:** The Board may from time to time identify additional offices of the Corporation as its work may require.

III. MISSION AND OBJECTIVES

1. **Mission Statement:** The mission of the Kealamākia Foundation is to provide personal and academic enrichment to the keiki of Hawai‘i Island; and, to advocate for their health, safety and overall well-being.
2. **Objectives:** The Corporation shall work to meet the following objectives:

- a. We will serve as a financial resource by raising needed funds and investing such funds in individuals, organizations and other entities towards the work and mission of the foundation.
- b. We will serve as a social network by providing a forum where the public can effectively communicate with one another towards creating a better and stronger island community.
- c. We will serve as an advocate of the children of our local Hawai‘i Island communities by voicing and representing their interests on issues affecting their health, safety and overall well-being.

IV. MEMBERSHIP

- 1. **Membership:** The Corporation shall have no members outside of the Board.

V. BOARD OF TRUSTEES

- 1. **General Powers:** Full authority over the affairs of the Corporation shall be vested in the Board of Trustees, acting in the same manner as a Board of Directors.
- 2. **Composition:** The number of elected Trustees shall be fixed from time to time by the Board; provided, however, that the number of elected Trustees shall be no less than four and exceed no more than twelve; and, the number of elected Trustees shall never be odd-numbered. The Chief Executive Officer (“CEO”), who is appointed by the Board, shall be an ex-officio Trustee.
- 3. **Qualifications:** Any person who is 21 years of age or older; is a U.S. citizen or permanent resident; is a resident of the State of Hawai‘i; and, who can commit themselves to the work of the Corporation shall be eligible for election as a Trustee.
- 4. **Election:** Trustees are elected at any meeting by a majority of the Board.
- 5. **Term of Office:** The term of each elected Trustee shall begin at noon on the day following their election and end on the same two years later. There shall be no limit to the number of terms a Trustee may serve.
- 6. **Voluntary Termination:** Each elected Trustee may resign by providing written notice to the Secretary.

7. **Involuntary Termination:** An elected may be removed by a two-thirds majority vote of the Board; provided, however, that there is just cause and the Trustee in question is given written notice of the intent to remove at least 15 days prior to the date of the meeting at which such removal is to be considered. The death or indefinite incapacitation of a Trustee shall be designated as an involuntary termination.
8. **Vacancy:** In the event of a vacancy, the Board shall elect a new Trustee to complete the remainder of the unexpired term.
9. **Compensation:** Elected Trustees shall receive no compensation for their service; provided, however, that Trustees may be reimbursed for any and all expenses which shall have been reasonably incurred while in the commission of their official duties.
10. **Code of Ethics:** All Trustees and employees, if any, of the Corporation, shall be bound to uphold the Code of Ethical Conduct which shall be adopted by the Board.

VI. OFFICERS OF THE CORPORATION

1. **Composition:** The officers of the Corporation shall be the Chair, Vice-Chair, Secretary and Treasurer.
2. **Election:** Each year, at the annual meeting, the Board shall elect from among its members a Chair and Vice-Chair. The duties of the offices of Secretary and Treasurer shall be delegated to the CEO.
3. **Duties of Officers:**
 - a. **Chairperson.** The Chairperson shall preside at all meetings of the Corporation; call special meetings; appoint the chairs of all committees, form special committees; and, perform all other duties pertaining to that office.
 - b. **Vice Chairperson.** The Vice-Chairperson shall be an aid to the Chairperson and perform the duties of that office in the absence of the incumbent.
 - c. **Secretary.** The Secretary shall have custody of all corporate records; record the minutes of any official proceeding of the Corporation; prepare and distribute all notices to Trustees in accordance with these Bylaws; and, perform other such duties as may be delegated by the Board or required by these Bylaws or law.

- d. **Treasurer.** The Treasurer shall receive all monies of the organization, and shall keep an accurate record of receipts and expenditures. The Treasurer shall perform other such duties incident to the office or which may be delegated by the Board, these Bylaws or law.
- 4. **Termination of Office:** All elected officers may terminate their commission or have their commission terminate in the manner prescribed for Trustees; provided, however, that the termination of their commission as an officer does not constitute the termination of their commission as a Trustee unless so specified.
- 5. **Vacancy:** In the event of a vacancy in the office of Chairperson, the Vice Chairperson shall assume the office. A new Vice Chairperson shall then be elected.

VII. DEPARTMENT OF MANAGEMENT

- 1. **Chief Executive Officer:** There shall be a chief executive officer of the Corporation who shall be the head of the department of management. The CEO is charged with the general oversight of the day-to-day operations of the Corporation and the administration of its programs and policies. The CEO is answerable to the Board and cannot act for or on behalf of the Corporation without expressed authorization of the Board. The CEO is also an ex-officio Trustee and the duties of the Secretary and Treasurer are vested in the CEO. The CEO is expected to attend all Board meetings; unless so excused by the Chairperson.
- 2. **Qualifications:** The CEO shall have the same qualification as an elected Trustee; provided, however, that they shall also have a minimum of three years of experience in the non-profit sector.
- 3. **Appointment:** The Board shall hire a qualified individual as CEO.
- 4. **Term of Office:** The term of the CEO shall be set by the Board in a written contract of employment; provided, however, that the term of a contract shall not extend beyond five years. Upon expiration of the contract, if so desired, the term of contract may be extended or a new contract negotiated and adopted. There shall be no limit to the number of terms a CEO may serve.
- 5. **Salary:** The CEO is eligible to receive a salaried compensation for their service to the Corporation. Such compensation shall be set by the Board and outlined in the contract of employment.

6. **Resignation:** The CEO may resign from their office; provided, however, that the CEO shall be required to submit a minimum of thirty days' notice of intent to resign to the Chairperson.
7. **Removal:** The Board may terminate the contract of employment of the CEO, without cause, provided that the CEO is given a minimum of sixty days' notice of intent to terminate their contract.
8. **Misconduct:** Should the CEO be found guilty of misconduct while in the commission of their duties as CEO, the Board may abrogate the contract of employment without delay and without notice; provided, however, that the CEO has been given the opportunity to provide testimony and evidence in their defense.
9. **Vacancy:** In the event of a vacancy in the office of CEO due to the voluntary or involuntary termination of the CEO's commission, a selection committee shall begin a search for a new full-time CEO. The Chairperson or the senior-most employee of the Corporation, if any, shall assume all the duties of the CEO until such time as a new CEO is identified by the committee and hired by the Board.
10. **Staff:** The CEO may, with the expressed authorization of the Board, appoint and employ professional and support staff to assist him or her in the work of the Corporation.

VIII. MEETINGS

1. **Place of Meetings:** Meetings of the Board shall be held at such place within the County of Hawai‘i as may be designated in the notice of meeting.
2. **Schedule of Meetings:** The annual meeting of Trustees shall be held no later than twenty days following the end of the fiscal year. There may be such other regular meetings of the Board as may be scheduled by the Board of Trustees. Special meetings of the Board may be called by the Chairperson at his or her discretion, or upon the written request of the CEO, or no less than 50% of the elected Trustees.
3. **Notice of Meetings:** Notice of all regular meetings shall be given in writing and delivered to each Trustee at least twenty days prior to the date thereof. Any meeting which shall be held within a thirty day minimum period of notice shall be deemed a special meeting. Notice in each case shall specify the place, day and hour of the meetings; and, in the case of a special meeting, the purpose of purposes thereof.
4. **Quorum:** A majority of the total number of Trustees then in office (including the Chief Executive Officer and not including any vacancies) shall constitute a quorum

by which the Board may proceed on all business. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for meeting.

5. **Organization of Meetings:** At each meeting of the Board of Trustees, the Chairperson shall preside. In their absence, the Vice-Chairperson shall preside. In the absence of the Secretary, the Chairperson shall appoint a Trustee to act as Secretary Pro Tem.
6. **Action by the Board:** Any decision made by a quorum of Trustees at any meeting of the Corporation shall be regarded as the act of the Board of Trustees, subject to these Bylaws and provisions of state law.
7. **Action Authorized Without a Meeting:** If all the Trustees shall collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board. Any such unanimous consent shall be filed with the Secretary.
8. **Meeting by Telephone or Other Communication Device:** A member of the Board or of a committee designate by the Board may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.
9. **Voting:** All Trustees, including the CEO, shall have one vote. Voting by proxy or absentee, as defined by the Board, is strictly prohibited.
10. **Parliamentary Procedure:** The Board shall adopt rules for its proceedings, which shall be collectively referred to as the Statutes of Parliamentary Procedure. No rule shall be adopted which shall be in conflict with the law, these Bylaws or with any policy adopted by the Board.
11. **Withdrawal from Meetings:** During the consideration of a grant or appropriation by the Board or a committee thereof, any Trustee who is an officer, director, trustee, member, employee or relative of a prospective beneficiary shall withdraw from the meeting when the vote is taken; provided, however, that their withdrawal shall not be deemed to affect the existence of a quorum.
12. **Executive Session:** Unless otherwise expressed in the notice of meeting, all meetings shall be open to the public; provided, however, that if at any time during a public meeting the Board shall find it necessary to meet in executive session to discuss con-

fidential matters, at which all people except the Board, its attorneys, and all applicable individuals shall be excluded, it may do so.

IX. COMMITTEES

1. **Committees of Trustees:** The Board may, by resolution adopted by a majority of the Trustees then in office, designate one or more committees consisting of two or more Trustees to serve at the pleasure of the Board. The Board may invite non-voting advisors to attend meetings of any committee, make recommendations to a committee and/or implement procedures under supervision of the Board or a committee. Committee advisors may consist of Trustees and/or non-Trustees. Any member of or advisor to a committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:
 - a. fill vacancies on the Board or on any committee;
 - b. amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
 - c. amend or repeal any resolution of the Board which, by its express terms, is not so amendable;
 - d. designate any other committees of the Board or appoint the members of any committee;
 - e. approve any transaction to which the Corporation is a party and as to which one or more Trustees has a material financial interest; or between the Corporation and one or more of its Trustees or between the Corporation and any Corporation or firm in which one or more of its Trustees has a material financial interest.
2. **Meeting and Action of Committees:** The Board may adopt rules for any committee not inconsistent with the provision of these Bylaws. Unless otherwise provided by the Board, committees may meet at any place within the County of Hawai‘i, in person, by conference telephone or other communications device allowed under Section 8.7.
3. **Standing Committees:** The Board shall organize standing committees which shall include the following:

- a. **Executive.** The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 9.1. The committee shall consist of the Chairperson of the Board, the CEO, and no more than three additional Trustees. The CEO shall act as chair of the committee. Actions of the Executive Committee shall be reported to the Board no later than the next regular board meeting.
- b. **Finance and Community Investment.** The Corporation shall have a finance and community investment committee consisting of at least three Trustees, and may include nonvoting advisors. The CEO, who acts as Treasurer, shall be amongst the voting members of the committee. The committee shall perform the duties and adhere to the guidelines set forth in the committee charter adopted by the Board, and which may be amended by the Board from time to time. These duties shall be related to the Corporation's budget, financial program and community investment plan.
- c. **Audit.** The Corporation shall have an audit committee consisting of at least three Trustees, and may include nonvoting advisors. The CEO shall be a nonvoting member of the committee. The committee shall perform the duties and adhere to the guidelines set forth in the committee charter adopted by the Board, and which may be amended by the Board from time to time. These duties shall be related to the publication of the annual financial report.
- d. **Selection.** The Corporation shall have a selection committee consisting of at least three Trustees, and may include nonvoting advisors. The committee shall perform the duties and adhere to the guidelines set forth in the committee charter adopted by the Board, and which may be amended by the Board from time to time. These duties shall be related to the selection of a CEO in the event of a pending or current vacancy in that office.
- e. **Ethics.** The Corporation shall have an ethics committee consisting of at least three Trustees, and may include nonvoting advisors. The committee shall perform the duties and adhere to the guidelines set forth in the committee charter adopted by the Board, and which may be amended by the Board from time to time. These duties shall be related to addressing and investigating charges of misconduct and/or illegal behavior against Trustees, officers and employees, and recommending to the Board necessary actions based upon the findings of their investigations.

f. **Charter.** The Corporation shall have a charter committee consisting of at least three Trustees, and may include nonvoting advisors. The CEO shall sit as a nonvoting member of the committee. The committee shall perform the duties and adhere to the guidelines set forth in the committee charter adopted by the Board, and which may be amended by the Board from time to time. These duties shall be related to reviewing and recommending amendments to the Bylaws, the Articles of Incorporation, the Standard Operating Conventions, or the Statutes of Parliamentary Procedure.

4. **Special Committees:** The Chairperson may from time to time establish independent special committees or sub-committees which shall be under the authority of a standing committee. A special committee is defined as a committee whose purpose is limited to a specific issue and whose existence is time-limited. The Board shall define the scope and objective of the committee and place all necessary limitations on its activities.

X. FINANCIAL PROVISIONS

1. **Budget:** No later than 20 days prior to the annual meeting, the CEO shall submit to the Board an operating budget and expenditure program for the fiscal year. The budget shall be considered by the Board at the annual meeting.
2. **Financial Records:** The Treasurer shall keep an accurate record of any disbursements, income and bank account information. The financial records shall be kept for a period of time determined by law. These records shall be held at the principal office and made available for public review when so requested by a member of the Board.
3. **Checking Account:** The Corporation shall establish and maintain a checking account to manage all funds, and through which it can make authorized transactions. The Board will ensure that a balance of not less than \$250 is in the account at all times.
4. **Executors of the Account:** All officers shall be official signatories and have their names registered onto the bank account as such. The Board shall remove the names of persons who no longer serve in these elected or appointed capacities.
5. **Authorized Signatories:** Two signatures shall be required on all checks and financial documents, provided that the Treasurer shall be a required signature.
6. **Unbudgeted Expenditures:** Any unbudgeted expenditure over the amount of \$1,000 that has not been provided for on the budget must be presented to the full Board for approval. The Executive Committee may, in special circumstances, have the authori-

ty to spend up to \$1,000 on any single expenditure without Board approval, provided that such expense is reported at the next Board meeting.

7. **Voluntary Contributions:** All financial contributions to the Corporation can be made and shall be used for operating and capital expenditures, unless a specific purpose is given in which the request of the donor must be honored. However, the Board shall reserve the power to refuse any contribution; and, the Board may ignore a donor's request which may be considered outrageous or which may jeopardize its legal and social standing.
8. **Acceptable Forms of Contributions:** The Corporation may receive cash, checks, money orders, cashier's checks, credit cards and bank transfers. The Corporation shall never accept a post-dated check.
9. **Checks Returned:** A \$20 fee will be assessed on any check returned to the Corporation and payment required within 15 days from the date written notice is given, unless prior arrangements have been made with the Board. A second returned check will result in the requirement that all future transactions be paid by cash, money order or cashier's check.
10. **Tax Return:** The Treasurer shall be responsible for filing Form 990, 990-EZ, or 990N and all other federal and state tax information which may be so required by law.
11. **Reports to the State:** The CEO shall be responsible for filing an annual report and all other pertinent information to the State of Hawai'i when prompted by the receiving agency.
12. **Audit:** Each year, the audit committee shall conduct the audit in the manner it may determine, according to the provisions of the committee charter.
13. **Fiscal Year:** The fiscal year shall begin June 1 and expire May 31.

XI. INDEMNIFICATION

1. **Indemnification:** The Corporation shall, to the extent legally permissible, indemnify each person who may serve, or who has served at any time, as an officer, Trustee, or member of an executive or special committee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service

in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Trustees who are not at that time parties to the proceeding.

2. **Amendment or Repeal:** This article constitutes a contract between the Corporation and the indemnified officers and Trustees. No amendment or repeal of the provisions of this article which adversely affects the right of an indemnified officer, Trustee or volunteer under this article shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

XII. OTHER TAX-EXEMPT PROVISIONS

1. **Tax Exempt Purposes:** The Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code and will do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3).
2. **Inurement:** No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, officers, members or other private persons. However, the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

XIII. DISSOLUTION OF THE CORPORATION

1. **Dissolution:** The Corporation may be dissolved by a two-thirds vote of the Board, provided that notice was given to each Trustee no later than thirty (30) days prior to the meeting where a motion to dissolve is to be considered. Such dissolution must be reported to the State of Hawaii.
2. **Distribution of Assets:** In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to tax-exempt organizations as the Board may so determine; provided, however, that such organizations shall have similar purposes and objectives as the Corporation.

XIV. AMENDMENTS AND REVISIONS

1. **Amendments and Revisions:** At any regular or special meeting, bylaw amendments may be adopted provided that written notice was given at least 15 days prior to the meeting at which such is to be considered. A copy of the amendments shall be available for public inspection no later than 15 days prior to such meeting.
2. **Charter Committee:** On a schedule determined by the Board in its committee charter, the charter committee will be assembled for the purpose of reviewing the Charter and making recommendations for its amendment.
3. **Adoption:** Amendments and revisions shall be adopted by a two-thirds vote of the Board.

CERTIFICATE OF THE SECRETARY KEALAMĀKIA FOUNDATION

I, WRYEN K. C. KIWAHA, do hereby certify that I am the duly appointed Secretary of Kealamakia Foundation; and, having completed due diligence and under penalty of perjury, do hereby also certify that the foregoing Bylaws are the Bylaws of Kealamakia Foundation – a non-profit organized under the laws of the State of Hawaii – as duly adopted by the Board of Trustees, at a meeting held at the principal office of the Corporation on the sixteenth day of April, 2014.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the seal of the Corporation.



WRYEN K. C. KIWAHA, Trustee
Secretary, Kealamakia Foundation

DONE at the principal office in the County of Hawaii, State of Hawaii, on this seventeenth day of April, 2014.



