

BYLAWS
OF
HAWAII STATE BAR FOUNDATION

Adopted: May 29, 2012

BYLAWS

of

HAWAII STATE BAR FOUNDATION

(formed under the Hawaii Nonprofit Corporations Act)

ARTICLE I

NAME

1.1 Name. The name of the corporation is Hawaii State Bar Foundation (hereafter referred to as the "Corporation").

ARTICLE II

PURPOSES

2.1 Purposes. The Corporation is a nonprofit corporation within the meaning of Chapter 414D of the Hawaii Revised Statutes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation is organized and shall be operated exclusively to support the charitable and educational missions of the Hawaii State Bar Association, its Divisions, and Committees, including to:

- (1) Promote justice through programs such as access to justice for persons in need of legal services, civics education, and other public service programs and projects; and
- (2) Improve the administration of justice through the creation, development, funding, and delivery of continuing professional and legal education, and leadership, mentoring and other programs for the legal profession.

In furtherance of these purposes, the Corporation shall reasonably cooperate and collaborate, as and when appropriate, with the Hawaii State Bar Association and other non-profit legal service, legal education and civics education providers with similar missions in the State of Hawai'i.

Also in furtherance of these purposes, the Corporation has all powers granted to a nonprofit corporation under the Nonprofit Corporations Act of the State of Hawaii, Chapter 414D of the Hawaii Revised Statutes, and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(3) of the Code and its qualification to receive contributions deductible under section 170(c)(2) of the Code.

Notwithstanding any other provision of these Bylaws, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

ARTICLE III OFFICES

3.1 Principal Office. The principal office of the Corporation is located at Alakea Corporate Tower, 1100 Alakea Street, Suite 1000, Honolulu, HI 96813, or at such other place as the Board of Directors of the Corporation (the "Board of Directors") shall from time to time designate. The Corporation may have such other offices, either within or outside the State of Hawaii, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

3.2 Registered Office. The Corporation shall have and continuously maintain in the State of Hawaii a registered office and a registered agent whose address is identical with such registered office, as required by the Hawaii Nonprofit Corporations Act, Hawaii Revised Statutes, Chapter 414D. The initial registered agent of the Corporation is the Hawaii State Bar Association and the registered agent's address is Alakea Corporate Tower, 1100 Alakea Street, Suite 1000, Honolulu, HI 96813. The address of the registered office and the identity of the registered agent may be changed from time to time by the Board of Directors.

ARTICLE IV MEMBERS

4.1 Members. The sole member of the Corporation shall be the Hawaii State Bar Association (the "Sole Member"), a Hawaii nonprofit corporation. Only the Sole Member shall participate in making those decisions of the Corporation reserved to its membership.

4.2 Annual Meeting. The annual membership meeting of the Corporation shall be held on such day within ninety (90) days following the close of each fiscal year as the Board of Directors shall designate with the consent of the Sole Member, or, if the Board of Directors shall not have designated such day by the end of the second month following the close of the fiscal year, the annual meeting shall be held on the first Monday of April in each year, if not a legal holiday, and if a legal holiday, on the next calendar day following.

4.3 Regular Meeting. The Board of Directors may establish regular membership meetings of the Corporation to be held in such places and at such times as the Board of Directors may from time to time by vote determine with the consent of the Sole Member.

4.4 Special Meetings. Special membership meetings of the Corporation may be held at any time upon the call of the President or any two (2) Directors, or upon the call of the Sole Member. Upon receipt of such call or written request, the Secretary shall send out notices of the meeting to the Sole Member in the same manner as for annual meetings of the Sole Member.

4.5 Notice of Meeting. Notice setting forth the time and place of the annual and any special meetings shall be given by the Secretary, or by the person or one of the persons calling the meeting to the Sole Member. Such notice shall be given to the Sole Member in the manner prescribed by HRS § 414D-105, as may be amended from time to time. Such notice of meeting may be waived in the manner set forth in HRS § 414D-106.

4.6 Action by Member Without a Meeting. Any action required or permitted to be taken at a meeting of the Sole Member may be taken without a meeting if either of the following procedures are followed:

(a) a consent in writing, setting forth the action so taken, is signed by the Sole Member with respect to the subject matter thereof and filed with the records of the Sole Member; or

(b) the Corporation delivers a written ballot to the Sole Member, which sets forth each proposed action, provides an opportunity to vote for or against each proposal.

ARTICLE V DIRECTORS

5.1 Powers. Subject to the limitation of law, or the Articles of Incorporation and these Bylaws, the Board of Directors shall supervise, manage, and control all of the affairs, business activities, and policies of Corporation, and shall exercise all powers permitted under the Hawaii Nonprofit Corporations Act.

5.2 Number, Qualifications, and Election.

(a) Initial and Interim Directors. The initial Directors serving on the Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation of the Corporation. The initial Directors shall each serve for a term of three (3) years. In addition to the initial Directors, the Sole Member may select up to six (6) other persons to serve as interim Directors to serve for a limited period not to exceed one (1) calendar year for the limited purposes of forming, registering and starting the business of the Corporation, including but not limited to developing the procedures for election by the Sole Member of Directors to serve on the Board of Directors.

(b) Regular Directors. The number of regular Directors thereafter shall be nine (9), unless otherwise determined by the Sole Member at an annual membership meeting; provided however, that pursuant to the Articles of Incorporation, the number of Directors shall never be less than three (3). The first board of nine regular Directors shall serve staggered terms of one (1), two (2), and three (3) years respectively. With the exception of the initial Directors, the staggered terms of the other regular Directors serving on the first Board of Directors shall be determined by drawing by lots. Each Director shall hold office until his or her successor has been duly elected and qualified or until his or her

earlier death, resignation, or removal. Thereafter, all Directors shall serve a term of three (3) years unless a Director is removed or resigns pursuant to this Chapter.

- (c) Election of Directors. Unless otherwise determined by the Sole Member, the Directors of the Corporation shall be elected by the Sole Member, acting through its board of directors, at each annual membership meeting of the Corporation. No later than November 30 of each year, the Nominating Committee of the Hawaii State Bar Association shall submit to the Sole Member its recommendations for Directors to serve on the Corporation's Board of Directors commencing January 1 of the following year to replace those Directors completing their terms.
- (d) Successive Terms; Term Limits. Directors may be elected to serve successive terms; provided, however, that no Director may be elected to serve more than three consecutive terms, regardless of whether those terms are full terms or partial terms.
- (e) Requirements. Directors of Corporation, in addition to any other requirements determined by the Nominating Committee and/or the Sole Member, must: (i) be committed to serving on the Board of Directors, attending all meetings, and promoting the causes and purposes of the Corporation to the community; (ii) not be a Disqualified Person as defined in Section 6.11 of these Bylaws; and (iii) not be in the leadership or management (officer, director, manager, executive director, etc.) of any group, institute, or organization that receives or expects to receive direct pecuniary benefit from the Corporation. In addition, at all time a majority of the Directors serving on the Board of Directors of the Corporation (not including the Advisory Director of the Ex Officio Director) must be active members in good standing of the Hawaii State Bar Association.

5.3 Resignation. Except as otherwise required by law, any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect at the time specified in such notice, or on receipt of the notice if no time is specified. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

5.4 Removal. Any individual Director may be removed from office by a majority vote of the Directors at a duly noticed meeting, or by vote of the Sole Member at a membership meeting.

5.5 Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, or removal of a Director or other cause, including a vacancy resulting from an increase in the number of Directors comprising the Board, shall be filled by vote of the Sole Member at a membership meeting. A Director appointed to fill any vacancy created by the death, resignation, or removal of another Director shall hold office for the unexpired term of his or her predecessor in office and until his or her successor has been elected and qualified. No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

5.6 Advisory Director. In addition to the Directors elected by the Sole Member, commencing on the first meeting of the Board of Directors following the election of the first Board of regular Directors, an Advisory Director selected by the Access to Justice Commission shall be included,

given notice of, and entitled to attend all meetings of the Board of Directors, excepting only such proceedings as require an executive session as determined by the President of the Board of Directors. The Advisory Director shall be entitled to participate in all meetings, discussions and proceedings of the Board of Directors, except as aforesaid, but shall not be entitled to vote on any matters brought to a vote by the Board of Directors and shall not be included for quorum purposes. The Advisory Director shall serve a term of one (1) year and may serve successive terms. There are no term limits on an Advisory Director except as may be determined by the Access to Justice Commission.

5.7 **Ex-Officio Director.** In addition to the Directors elected by the Sole Member, commencing on the first meeting of the Board of Directors following the election of the first Board of regular Directors, the President of the Hawaii State Bar Association shall be named an Ex-Officio Director of the Corporation and shall be included, given notice of, and entitled to attend all meetings of the Board of Directors. The Ex-Officio Director shall be entitled to participate in all meetings, discussions and proceedings of the Board of Directors, but shall not be entitled to vote on any matters brought to a vote by the Board of Directors and shall not be included for quorum purposes. The Ex-Officio Director shall serve a term of one (1) year for the period that person serves as President of the Hawaii State Bar Association, at which time the person serving as Ex Officio Director shall be replaced by the new President of the Hawaii State Bar Association.

ARTICLE VI **MEETING OF DIRECTORS**

6.1 **Annual Meeting.** An annual meeting of the Board of Directors shall be held each fiscal year, at such place as the Board of Directors shall determine, pursuant to the provisions of Chapter 414D, Hawaii Revised Statutes.

6.2 **Regular Meetings.** The Board of Directors may establish regular meetings to be held in such places and at such times as it may from time to time by vote determine.

6.3 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or by any two (2) Directors. Any special meeting shall be held in Honolulu, Hawaii or conducted pursuant to the provisions of Chapter 414D, Hawaii Revised Statutes.

6.4 **Notice of Meeting.** Notice of any meeting of the Board of Directors shall be given to the Directors and the Advisory Director in any manner permitted by section 414D-145, Hawaii Revised Statutes, as the same may be amended, and which currently requires at least two days' notice to each Director of the date, time, and place of the meeting. Any Director may waive notice of any meeting pursuant to Section 6.5 of these Bylaws. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, unless specifically required by law, the Articles of Incorporation of the Corporation, or these Bylaws.

6.5 **Waiver of Notice.** Whenever any notice is required to be given to any Director under the provisions of these Bylaws or the Articles of Incorporation of the Corporation, or by Chapter

414D, Hawaii Revised Statutes, a waiver thereof signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Presence at a meeting without objection also constitutes a waiver of notice.

6.6 Quorum. A majority of the Directors then in office (not including the Advisory Director or Ex Officio Director) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. However, if fifty percent (50%) or more of the Directors present at any meeting of the Board of Directors are described in clauses (a), (b), or (c) of Section 6.11 of these Bylaws, then a quorum is not present. If less than a quorum of Directors is present at a meeting, a majority of Directors present may adjourn the meeting without further notice.

6.7 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation of the Corporation or these Bylaws. Any or all Directors may participate in any meeting of the Board of Directors or any committee of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

6.8 Action by Unanimous Written Consent. Unless otherwise restricted by the Articles of Incorporation of the Corporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board of Directors.

6.9 Compensation. Directors shall receive no compensation for their services provided as Directors; to the extent permitted by law, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor or being reimbursed for ordinary and necessary expenses he or she may incur in transacting business on behalf of the Corporation.

6.10 Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board of Directors, including an Executive Committee. Each committee shall consist of not less than two (2) Directors. The Executive Committee shall, except as otherwise provided by law, have and exercise all the powers of the Board of Directors during the intervals between the meetings of the Board. The Executive Committee shall keep a record of its proceedings, which shall from time to time be reported to the Board of Directors.

6.11 Limit on Directors Who Are Disqualified Persons. At all times, a majority of the Directors shall be persons who are not:

- (a) substantial contributors, as defined by section 507(d)(2) of the Internal Revenue Code of 1986, as amended ("the Code"), to the Corporation;
- (b) related to substantial contributors to the Corporation as described in section 4946(a)(1)(C) (owners of a more than 20 percent interest in a substantial

- contributor) and (D) (members of a substantial contributor's family) of the Code;
or
- (c) members of the family, as defined by section 4946(d) of the Code, of foundation managers, as defined by section 4946(b)(1) of the Code, of the Corporation.

ARTICLE VII

OFFICERS & ANNUAL DINNER CHAIR

7.1 **Officers.** The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary and such other officers or assistant officers as may be deemed necessary or desirable, each of whom shall be elected or appointed in accordance with the provisions of this Article VII and any manner consistent with or allowed by Chapter 414D, Hawaii Revised Statutes. In addition, the Board of Directors may employ an Executive Director who shall be in charge of the day to day operations of the Corporation and supervision of its employees and staff. Except for the Executive Director, if any, the officers of the Corporation shall be elected from among the then-serving Directors of the Corporation.

7.2 **Election and Term of Office.** The officers shall be elected at the Annual Meeting of the Board of Directors and shall each serve for a one (1) year term and until his or her successor shall have been duly elected and shall have qualified, except as set forth in Section 7.3 below. If the election of officers is not held at the Annual Meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Officers may succeed themselves.

7.3 **Resignation and Removal.** Any officer may resign as an officer at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any other time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any officer elected or appointed by the Board of Directors may be removed, with or without cause, by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby. In addition, any officer of the Corporation who is also a Director of the Corporation will be deemed to have been removed from office upon the termination of that person's service as a Director, whether by resignation, expiration, removal, or otherwise. Any removal from office shall be without prejudice to the contract rights, if any, of the person so removed.

7.4 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

7.5 **President.** The President shall, when present, preside at all membership meetings of the Corporation and all meetings of the Board of Directors. The President shall have general charge and control of the Corporation. In addition, the President shall perform such other duties as may be prescribed by the Board of Directors from time to time. The initial President shall be Jeffrey Sia.

7.6 Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as may be assigned by the President or the Board of Directors from time to time. The initial Vice President is Louise Ing.

7.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with Article VI of these Bylaws; and, in general, perform the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The initial Treasurer is Rai Saint Chu.

7.8 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and any committees of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; ensure that all returns and reports are filed with appropriate federal and local authorities; be custodian of the corporate records and of the seal of the Corporation; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The initial Secretary is Lyn Flanigan.

7.9 Absence of Officers. In the absence or disability of the President and Vice President, the duties of the President shall be performed by such persons as may be designated for such purpose by the Board of Directors. In the absence or disability of the Secretary or of the Treasurer, the duties of the Secretary or of the Treasurer, as the case may be, shall be performed by such person or persons as may be designated for such purpose by the Board of Directors.

7.10 Annual Dinner Chair. The Ex Officio Director shall serve as the chair of the annual dinner sponsored by the Corporation.

ARTICLE VIII **CORPORATE RECORDS AND REPORTS**

8.1 Contracts and Other Documents. The Board of Directors or the Executive Committee, except as otherwise required by law, the Articles of Incorporation of the Corporation, or these Bylaws, may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

8.2 Checks, Drafts, and Loans. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed or endorsed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such a determination, such instruments shall be signed or endorsed by the Treasurer or the President.

8.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may from time to

time select. In the absence of such a selection, such deposits shall be made in a depository designated by the Treasurer or the President.

8.4 Books and Records; Accountant. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. The Corporation shall employ or use an accountant separate and apart from the accountant employed by the Sole Member, but shall utilize the same accounting system (modified cash basis) and fiscal year (see Article IX below) as the Sole Member. The Corporation shall cooperate and participate in a consolidated audit of the financial records of the Corporation and the Sole Member.

8.5 Seal. The Board of Directors may provide a corporate seal that shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the words "State of Hawaii."

ARTICLE IX FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 of each year unless otherwise determined by the Board of Directors.

ARTICLE X INDEMNIFICATION

10.1 Indemnification.

(a) Mandatory Indemnification. The Corporation shall indemnify any Director or officer of the Corporation who was or is a party to any completed action, by reason of the fact that the person is or was a Director or officer of the Corporation, against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense of such action, where the Director or officer was wholly successful, on the merits or otherwise.

(b) Authority to Indemnify. The Corporation shall have power to indemnify any person who was or is a party to any threatened, pending or completed action, by reason of the fact that the person is or was an agent of the Corporation (including Directors, officers, employees, and other agents), against expenses (including reasonable attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action, if the person acted in good faith, in a manner the person reasonably believed to be in the Corporation's best interest (in the case of conduct in an official capacity) or which at minimum did not oppose the corporation's best interests (in the case of conduct not in an official capacity), and if, in a criminal proceeding, the person had no reasonable cause to believe the person's conduct was unlawful.

(c) No indemnification. No indemnification shall be made where the Director has been determined to be liable, either in connection with a proceeding by or in the right of the corporation, or in connection with 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; provided, however, that indemnification will be allowed to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity.

(d) Process for Indemnification. Any indemnification under paragraph b. of this Section 10.1 shall be made by the Corporation only as authorized in the specific case and upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph b. The determination shall be made by: (1) the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the proceeding; or (2) majority vote of a committee duly designated by the Board consisting of two or more Directors not at the time parties of the proceeding, if a quorum is not obtainable; or (3) independent legal counsel selected under subsection (1) or (2) in a written opinion; or (4) the full Board of Directors if a quorum cannot be obtained under (1) or if a committee cannot be designated under subsection (2); or (5) the court in which the proceeding is or was pending, upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application is opposed by the Corporation.

(e) Advance Reimbursement. Expenses incurred by any agent in defending any proceeding may be paid by the Corporation in advance of the final disposition of the proceeding upon: (1) receipt of a written affirmation of the person's good faith belief that he or she has met the applicable standard of conduct under paragraph b. of this Article; (2) receipt of a written undertaking, as described in HRS § 414D-162, by or on behalf of the person to repay such amount if it shall ultimately be determined that the person did not meet the applicable standard of conduct; and (3) the Corporation's making a determination that the facts then known would not preclude indemnification.

(f) Non-Exclusive. The indemnification provided by this Article is not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of the disinterested Directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs and personal representatives of such a person.

10.2 Insurance. The Board of Directors may authorize the purchase of insurance on behalf of any Director, officer, employee or other agent against any liability asserted against or incurred by him which arises out of such person's status as a Director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

10.3 Personal Tax Liability. In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code.

10.4 Severability. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XI **AMENDMENT TO BYLAWS AND ARTICLES**

11.1 Amendment to Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended either by (1) the vote of the Sole Member, or (2) a two-thirds vote of the Directors (not including the Advisory Director or Ex Officio Director) then in office, with the written consent of the Sole Member.

11.2 Amendment to Bylaws. The Bylaws of the Corporation may be adopted, amended or repealed by (1) the vote of the Sole Member, or by (2) a majority vote of the Directors (not including the Advisory Director or Ex Officio Director) then in office, with the written consent of the Sole Member.

ARTICLE XII **DISSOLUTION**

12.01 Dissolution. Upon the dissolution or winding up of the Corporation, after all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, remaining property and assets of the Corporation 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. Specifically, all such remaining assets shall be distributed to the Hawaii Justice Foundation (provided that, at the time of dissolution, the Hawaii Justice Foundation is recognized as a tax-exempt entity under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code) or, at the sole discretion of the Corporation, to another organization which is exempt from income tax under section 501(c)(3) of the Internal Revenue Code having similar purposes as the Corporation. 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 Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively 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.

ARTICLE XIII **MISCELLANEOUS**

13.1 Unauthorized Acts. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation may be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

- (1) a corporation exempt from federal income tax under section 501(c)(3) of the Code;
- (2) a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code; or
- (3) an organization described in section 509(a)(3) of the Code.

13.2 Tax Exempt Status. If any provision of these Bylaws is held for any reason to render income received by the Corporation non-exempt from taxation, the Board of Directors shall immediately take steps to remedy such non-exemption.

13.3 Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but unless otherwise specified in the Articles or these Bylaws, the notice shall be given in writing, by United States first class mail, by depositing the same in a post office letter box, postage prepaid, addressed to each Director at such address as appears in the records of the Corporation, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any notice to be given to a Director under these Bylaws shall also be given to the Advisory Director and the Ex Officio Director. Any Director may waive any notice required to be given under these Bylaws.

13.4 Legal Standing. If any part of these Bylaws is illegal or invalid, such illegality or invalidity shall not affect the remaining parts of these Bylaws, unless such illegality or invalidity prevents the Board of Directors from accomplishing the purposes of the Corporation. If any illegality or invalidity exists, the Board of Directors shall immediately make the necessary amendments to eliminate the illegality or invalidity, and shall promulgate a new legal provision as similar as possible to the illegal or invalid provision, keeping the intent, as close as possible, to the illegal or invalid provision.

CERTIFICATION
BY SECRETARY OF
HAWAII STATE BAR FOUNDATION

I CERTIFY that I am the duly elected, qualified, and acting Secretary of the Hawaii State Bar Foundation and that the foregoing Bylaws of the Hawaii State Bar Foundation were approved and adopted for the Hawaii State Bar Foundation by its Board of Directors and are currently effective.


Signature of Secretary

LYN FRANIGAN
Name of Secretary

May 29, 2012
Honolulu, Hawaii, Date

**AMENDMENT TO
BYLAWS OF HAWAII STATE BAR FOUNDATION**

Effective Date: May 29, 2012

Retroactively effective as of the date stated above, Article V, Section 5.2(e) of the Bylaws of Hawaii State Bar Foundation (“**HSBF**”) is deleted in its entirety and replaced with the following:

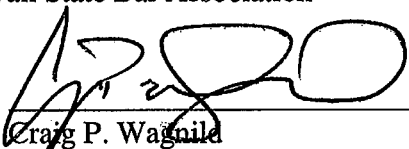
- (e) Requirements. Directors of the Corporation, in addition to any other requirements determined by the Nominating Committee and/or the Sole Member, must: (i) be committed to serving on the Board of Directors, attending all meetings, and promoting the causes and purposes of the Corporation to the community; (ii) not be a Disqualified Person as defined in Section 6.11 of these Bylaws, and (iii) not be in the leadership or management (officer, director, manager, executive director, etc.) of any group, institute, or organization (other than the Sole Member and its Divisions, Committees, and Sections) that receives or expects to receive direct pecuniary benefit from the Corporation. In addition, at all times a majority of the Directors serving on the Board of Directors of the Corporation (not including the Advisory Director or the Ex Officio Director) must be active members in good standing of the Hawaii State Bar Association.

The undersigned certifies, as Secretary of the HSBF, that, pursuant to Sections 6.7 and 11.2 of the HSBF’s Bylaws, this instrument was adopted on March 11, 2013 at a meeting of the Directors of the HSBF, at which a quorum was present, by a majority of the Directors present, which also constituted a majority of the Directors (not including the Advisory Director or Ex Officio Director) then in office.



Lyn Hanigan, as Secretary of the Hawaii
State Bar Foundation

The undersigned consents to the foregoing pursuant to Section 11.2 of the HSBF’s Bylaws.

Hawaii State Bar Association

By: _____
Craig P. Wagnild
As: President