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BY-LAWS  
of  
WAIMEA UNITED CHURCH OF CHRIST EDUCATIONAL CENTER, INC.

ARTICLE I

Section 1. Name. The name of this Corporation shall be as provided in the Charter of Incorporation.

Section 2. Principal Office. The principal office of the Corporation shall be maintained at Waimea, Kauai, Hawaii, or at such place in the State of Hawaii as the Board of Directors from time to time shall determine.

Section 3. Place of Meetings. All meetings of the members and of the Board of Directors shall be held at the principal office of the Corporation, unless some other place is stated in the call for the meeting.

ARTICLE II  
Membership

Section 1. Any person who is a member of either the Waimea Christian Church or the Waimea Hawaiian Church may become a member of this Corporation upon written application, who subscribes in writing to the purpose, participates in its program and shares in the expenses of operation; and who shall fulfill such other membership qualifications as shall be determined by the Board of Directors.

ARTICLE III  
Meetings

Section 1. Annual Meeting. The annual meeting of the members of the Corporation shall be held on such day in the first two (2) months following the close of each fiscal year as the Board of Directors shall designate, or if the Board of Directors shall not have designated such day by the end of the two (2) months following the close of the fiscal year, then on such day as the President shall designate. At the annual meeting the members shall fix the number of Directors and of Vice Presidents for the ensuing year, which number so fixed may be decreased or increased thereafter at any special meeting, shall elect the directors, may transact any general business

which may be brought before the meeting, and may take any corporate action.

Section 2. Special Meetings. Special meetings of the members may be held at any time upon the call of the President, or upon the call of any two (2) Directors, or upon the request of any five (5) members. Requests for such special meetings by the members must be in writing, shall specify the agenda, the time and the day of such meeting and must be delivered to the Secretary not less than seven (7) days prior to the day of the meeting.

Section 3. Notice of Meetings. A written notice of every meeting of the members, stating whether it is an annual or special meeting, the authority for the call of the meeting, the place, day and hour thereof and the purpose therefor shall be given by the Secretary or by the person or persons calling the meeting, at least five (5) days before the day set for such meeting. Such notice shall be given to each Stockholder in any of the following ways: (A) By leaving the same with him personally, or (B) By leaving the same at his residence or usual place of business, or (C) By mailing it, postage prepaid, addressed to him at his last known address, or (D) By publishing such notice in any newspaper or newspapers of general circulation in the county in which the principal office of the Corporation is located, such notice to be published not less than two (2) times, the first publication thereof to be not less than three (3) days nor more than ten (10) days prior to the day assigned for the meeting. If notice is given pursuant to the provisions of this section, the failure of any member to receive actual notice of meeting shall in no way invalidate the meeting or any proceedings thereat.

Section 4. Notice Unnecessary. The presence of all of the members at any meeting shall render the same a valid meeting, unless any member shall at the opening of said meeting object to the holding of the same for non-compliance with the provisions of Section 3

immediately above. Any meeting so held without objection shall, notwithstanding the fact that no notice of meeting was given or that the notice given was improper, be valid for all purposes and at such meeting any general business may be transacted and any corporate action may be taken.

Section 5. Quorum. At any meeting of members of which proper notice has been given, fifteen (15) members shall constitute a quorum, and the concurring vote of the majority of the members constituting a quorum shall be valid and binding upon the Corporation, except as otherwise provided by law or by these By-Laws or by the Charter of Incorporation of the Corporation. At any meeting of which proper notice has not been given, the presence of all of said members shall be required to constitute a quorum.

Section 6. Adjournment. Any meeting of the members, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting. Such adjournment may be to such time and to such place as shall be determined by a majority vote of the members present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

ARTICLE IV  
Board of Directors

Section 1. Election. There shall be a Board of Directors of the Corporation, to consist of not less than three (3) members. The number of Directors for the ensuing year shall be fixed by the members at each annual meeting and the number so designated shall then be elected by ballot by the members, to hold office until the next annual meeting and thereafter until their successors shall be duly elected, and, within the foregoing limitation as to the minimum number, the number of Directors may be decreased or increased by the members at any special meeting and, in case the number is

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increased, the additional Directors shall be elected by ballot as if elected at an annual meeting.

Section 2. Annual Meeting. A meeting of the Board of Directors shall be held at the place of each annual meeting of the members and immediately following such meeting. At such annual meeting the Board of Directors shall elect the officers of the Corporation for the ensuing year.

Section 3. 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, and when any such meeting or meetings shall be so determined no further notice thereof shall be required.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any two Directors.

Section 5. Notice of Meetings. Except as provided in Section 3 of this Article IV, notice of each meeting of the Directors of the Corporation, stating the authority for the call of the meeting and the place, day and hour thereof, shall be given to each Director by the Secretary or by the person or persons calling the meeting at least one (1) day before the date set for such meeting. Such notice shall be given to each Director in any of the four ways specified in Section 3 of Article III hereof relating to notice of meeting of members. The failure of any Director to receive actual notice of meeting shall in no way invalidate the meeting or any proceedings thereat, if notice shall have been given as required by this Section 5. Notice may also be given orally in person or by telephone to each Director. The presence of any Director at any meeting shall be the equivalent of a waiver of the requirement of giving notice of such meeting to such Director.

Section 6. Notice Unnecessary. If at any meeting of the

Board of Directors, however called or wherever held, all of the Directors then in Hawaii shall be present or shall waive notice of such meeting by a writing filed with the Board of Directors, or after any such meeting shall express consent to the holding of the meeting and all actions taken thereat by a writing on or filed with the minutes of the meeting, then all actions taken at such meeting shall be legal and validly taken.

Section 7. Quorum. A majority of the total number of Directors to which the Board is entitled shall constitute a quorum to transact business, except that the remaining members of the Board of Directors (although less than a quorum) may elect substitute Directors as provided in Section 8 of the Article IV. To be valid, any act or business must receive the approval of a majority of such quorum. A vacancy or vacancies in the membership of the Board shall not affect the validity of any action of the Board, provided there is present at the meeting a quorum of all the members to which the Board is entitled.

Section 8. Substitute Directors. In case of any vacancies in the Board of Directors, including temporary vacancies caused by illness or absence from Hawaii, the remaining members of the Board of Directors (although less than a quorum) may fill the same by the affirmative vote of a majority of such remaining members, subject, however, to the provisions of Section 11 of this Article IV. In case of any temporary vacancy aforesaid, such temporary vacancy shall be filled only for the period of the incapacity of the Director whose place is being filled and until the termination of his illness or his return to Hawaii.

Section 9. Adjournment. In the absence of a quorum at the date, time and place of a meeting duly called, and at any meeting duly called and held, the presiding officer or a majority of the Directors present may adjourn the meeting from time to time without further notice and may convene or reconvene the meeting when a quorum shall be present.

Section 10. Powers. Subject to instructions by the members and to any limitations which may be set forth in the Charter of Incorporation or in these By-Laws, the Board of Directors shall have full power to control and direct the business and affairs of the Corporation and to do and provide for any and every lawful act, whether in the ordinary course of the business of the Corporation or otherwise.

Section 11. Removal. The members of the Corporation may at any special meeting depose or remove from office any Director or Directors, including any Director or Directors appointed by the Board of Directors pursuant to the provisions of Section 8 of this Article IV. The members may at any special meeting, whether called for the purpose or not, fill any vacancies which may then exist in the Board of Directors, whether caused by resignations, removals or otherwise, and including temporary vacancies.

**ARTICLE V**  
**Officers**

Section 1. Appointment and Term. The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer and a Secretary. Each of the officers shall be appointed at the annual meeting of the Board of Directors immediately following the annual meeting of the members of the Corporation and shall hold office until the next annual meeting and until a successor shall be duly elected and qualified. Two or more offices may be held by the same person.

Section 2. Subordinate Officers and Agents. The Board of Directors may appoint or employ such subordinate officers, including Assistant Treasurers and Assistant Secretaries, agents and employees as may be deemed proper, who shall hold their positions at the pleasure of the Board of Directors and who shall have such powers and duties as may be assigned to them by the Board of Directors. The authority to employ agents and employees and fix their powers and duties may be delegated the Board of Directors.

Any officer of the Corporation may also be a subordinate officer, agent or employee.

Section 3. Salaries. The salaries and compensation of all officers, subordinate officers, agents and employees shall be determined by the Board of Directors. The authority to fix the salary and compensation of agents and employees may be delegated.

Section 4. Bonds. Any officer may be required by the Board of Directors to give a surety company bond for the faithful discharge of his duties in such sum as the Board of Directors may require and such bond shall be deposited as the Board may direct.

ARTICLE VI  
President

Section 1. Powers and Duties. The President when present shall preside at all meetings of the members and of the Board of Directors. Subject to the control of the Board of Directors he shall be the chief executive officer of the Corporation, shall exercise general supervision and direction over the management and conduct of the business and affairs of the Corporation, and shall have the right to inspect at all times any and all of the records, accounts and property of the Corporation. He shall also have such other powers and duties as are given to him elsewhere by law or in these By-Laws and as may be assigned to him from time to time by the Board of Directors.

ARTICLE VII  
Vice President

Section 1. Powers and Duties. The Vice President (or Vice Presidents, in the order of priority of appointment) shall assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. Each Vice President shall have such other powers and duties as may be given to him by law or in these By-Laws and as may be assigned to him from time to time by the Board of Directors.

ARTICLE VIII  
Treasurer

Section 1. Powers and Duties. The Treasurer, except as the Board of Directors may otherwise order and direct from time to time and subject to its control at all times, (1) shall have charge of the financial affairs of the Corporation and have the care and custody of its moneys, funds, valuable papers and documents; (2) shall keep full and accurate books of account of the Corporation's transactions and business, which books shall be and remain the property of the Corporation; (3) shall deposit to the credit of the Corporation all moneys and funds of the Corporation in such bank or banks or other depositories as the Board of Directors shall designate; (4) shall pay out and disburse funds so deposited in the general course of business and under the authority of the Board of Directors; (5) shall receive all moneys and funds and sign all receipts and vouchers and endorse for collection or deposit all notes, checks, drafts and similar commercial instruments payable to the Corporation or its order received for payments made to the Corporation, and in the absence of specific instructions from the Board of Directors, may delegate this authority to any agent or employee of the Corporation; (6) shall make and render to the proper municipal, state, federal and other government officials all exhibits, returns and reports required by law; (7) shall make and render to the Board of Directors such reports and financial statements as it may request; (8) shall, upon request, present and exhibit to the members of the Corporation and to the Board of Directors all the books, accounts, records and evidence therefor kept by him; and, (9) shall have such other powers and duties as may be incidental to the Office of Treasurer elsewhere given to him by law or in these By-Laws and as may be assigned to him from time to time by the Board of Directors.

ARTICLE IX  
Secretary

Section 1. Powers and Duties. The Secretary (1) shall attend and keep the minutes of all meetings of the members of the Corporation, and, when requested, shall attend and keep the minutes of meetings of the Board of Directors and of any committee, in books provided for that purpose; (2) shall attend to the giving of all notices as provided by these By-Laws; and (3) shall have such other powers and duties as may be incidental to the office of Secretary or elsewhere given to him by law or in these By-Laws and as may be assigned to him from time to time by the Board of Directors.

Section 2. Secretary Pro Tem. If the Secretary shall not be present at any meeting, the presiding officer shall appoint a Secretary pro tempore. He shall keep the minutes of such meeting and record them in the books provided for that purpose.

ARTICLE X  
Auditor

Section 1. Election. The members may at any annual meeting, or at any special meeting called for that purpose, appoint some person, firm or corporation engaged in the business of auditing to act as the Auditor of the Corporation.

Section 2. Disqualification. No Director or officer shall be eligible to serve as Auditor of the Corporation, unless, at the time of election the members shall expressly waive the disqualification herein stated.

Section 3. Duties. The Auditor shall, at least once in each fiscal year and more often if required by the members, examine the books and papers of the Corporation and compare the statements of the Treasurer with the books and vouchers of the Corporation, and otherwise make a complete audit of the books of the Corporation, and thereafter make appropriate reports to the members.

ARTICLE XI  
Assistants

Section 1. Powers and Duties. Such Assistant Secretaries and Assistant Treasurers as may be appointed or elected shall have and exercise such powers and shall perform such duties as may be prescribed in these By-Laws or as may be determined from time to time by the members or by the Board of Directors.

ARTICLE XII  
Removals, Vacancies and Absences

Section 1. Removals. The members of the Corporation may at any time depose or remove from office, for or without cause, any officer, subordinate officer, agent or employee, except so far as such removal would be contrary to law. The Board of Directors may at any time remove from office or discharge from employment any officer, subordinate officer, agent or employee appointed by it or by any person under authority delegated by it, except so far as such removal would be contrary to law.

Section 2. Vacancies. If the office of any officer shall become vacant by reason of death, resignation, removal, disqualification or otherwise, the Board of Directors may elect a successor who shall hold office for the unexpired term.

Section 3. Absence of Treasurer or Secretary. In the absence of the Treasurer or in his inability to act, or if that office is vacant, the duties thereof shall be performed by such Assistant Treasurer as may have been designated by the Board of Directors, otherwise by the Secretary. In the absence of the Secretary or in his inability to act, or if that office is vacant, the duties thereof shall be performed by such Assistant Secretary as may have been designated by the Board of Directors, otherwise by the Treasurer.

ARTICLE XIII  
Fiscal Year

Section 1. Determination. The fiscal year of the Corporation

shall be such as may from time to time be established by the Board of Directors.

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, duly elected, qualified and acting secretary of WAIMEA UNITED CHURCH OF CHRIST EDUCATIONAL CENTER, INC., a Hawaii corporation, do hereby certify that the attached and foregoing By-Laws were adopted as the By-Laws of said corporation on the 11<sup>th</sup> day of August, 1969, by a unanimous affirmative vote of the members of the said corporation and that the same do now constitute the By-Laws of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 15<sup>th</sup> day of August, 1969.

Janita C. Munday