

ARTICLE I

NAME AND LOCATION

Section 1. The name of this corporation shall be THE ZONTA CLUB OF KAUAI FOUNDATION. The Corporation is organized under the Hawaii non-profit corporation law.

Section 2. The principle office for the transaction of the business of the corporation (“principle executive office”) is located at Lihue, Kauai, Hawaii. The trustees may change the principle office from one location on Kauai to another.

ARTICLE II

PURPOSES

Section 1. The specific purposes of the Corporation are to raise funds, through fundraising activities and grants, and to donate same to public and charitable programs and to scholarship recipients.

The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code*.

Notwithstanding any other provision of the Corporation’s Articles of Incorporation in these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the *Internal Revenue Code* or; (b) a corporation, contributions to which are deductible under Section 107(c)(2) of the *Internal Revenue Code*.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall

not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 2. To manage funds raised by The Zonta Club of Kauai Foundation, to determine the timing and availability of those funds for the various activities and projects of The Zonta Club of Kauai Foundation, and to disburse funds in accordance with the directives of the board of trustees of The Zonta Club of Kauai Foundation, so long as those directives are consistent with the above objectives and purposes.

ARTICLE III

MEMBERSHIP

QUALIFICATIONS:

The general membership shall consist of the members of the Zonta Club of Kauai. Any member who is removed or resigns from the Zonta Club of Kauai shall also be deemed to have been removed or to have resigned from The Zonta Club of Kauai Foundation.

ARTICLE IV

MEETING OF THE MEMBERS

Section 1. PLACE OF MEETING

Meetings of the membership shall be held at any place on Kauai designated by the board of trustees.

Section 2. ANNUAL MEETING

The annual meeting of the Foundation members shall be held in June of each year, unless the board of trustees fixes another date and so notifies the members as provided in Section 4 of this Article IV.

Section 3. SPECIAL MEETINGS

Special meetings may be scheduled at anytime deemed necessary by the Board of Trustees with appropriate notice to members as provided in the bylaws.

(a) Called Meeting by Members. If a special meeting is called by twenty (20) percent of the members, the request shall be submitted by such members in writing (specifying therein the general nature of the business proposed to be transacted) and shall be delivered personally or be sent by mail, by facsimile or by email to the chair or the board, the vice chair or the secretary of the corporation. The officer receiving the request shall cause notice in accordance with the provisions of Section 4 and 5 of this Article IV to be promptly given to the members entitled to vote that a meeting will be held, and the date, time and place for such meeting. The date shall be not less than 35 nor more than 90 days following the receipt of request. If the notice is not given within 20 days after receipt of the request, the person requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limited, fixing or affecting the time when a meeting of the members may be held when the meeting is called by action of the board of directors.

(b) Elections. If the election of the trustees shall not be held on the day designated for any annual meeting, or at any adjournment of such meeting, the board of trustees shall call a special meeting of the foundation members as soon as conveniently possible thereafter, but prior to August 1.

At such meeting, the election of trustees shall take place, and such election and any other business transacted shall have the same force and effect as at an annual meeting duly called and held.

Section 4. NOTICE OF MEMBERS' MEETINGS

- (a) General Notice Contents. The executive secretary shall have the duty of sending all notices of meetings of members in accordance with Section 4(b) of this Article IV not less than 20 nor more than 90 days before the date of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the board of trustees, at the time of giving the notice, intends to present for action by the members. Should the board of trustees fail to fix a time or a place, the meeting shall be held at the office of the Foundation at such time as the secretary shall get.
- (b) Manner of Giving Notice. Notice of any meeting of members shall be given either personally or by mail, facsimile, email or other written communication, addressed to each member as of the date of such notice either at the address of that member appearing on the books or the corporation or the address given by the member to the corporation for the purpose of the notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by facsimile, email or other means of written communication.

Section 5. QUORUM

- (a) Percentage Required. One-third of the membership shall constitute a quorum at any meeting of the membership.
- (b) Loss of Quorum. the members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if

any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 6. ADJOURNED MEETING

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members present at the meeting. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this article.

Section 7. VOTING

- (a) Eligibility to Vote. Persons entitled to vote at any meeting of members shall be members as of the date of that meeting.
- (b) Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of trustees must be by ballot if demanded by any member before the voting begins.
- (c) Only Majority of Members Represented at Meeting Required, Unless Otherwise Specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote, and voting on any matter (other than the election of trustees), shall be the act of the members.

Section 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

Attendance by a person at a meeting shall constitute a waiver of notice of that meeting, except when the person objects at the beginning of a meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting.

Section 9. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to meeting of members. All such written ballots shall be filed with the secretary of the corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

Section 10. PROXIES

Proxies shall not be allowed.

Section 11. VOTING RIGHTS

Each regular member shall be entitled to cast one vote on all matters submitted to vote of the members.

ARTICLE V

NOMINATION AND ELECTION OF TRUSTEES

Section 1. NOMINATION AND ELECTION OF TRUSTEES

- (a) At a regular meeting one month prior to the meeting for election of directors, the current chair shall ask for nominations by members of the foundation.
- (b) The nominations may be presented by a nominating committee and by members from the floor.
- (c) The nominating committee shall be appointed by the current president.
- (d) The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting.

- (e) The candidates for each trusteeship upon receiving a majority of the votes shall be declared elected to their respective offices.

Section 2. VOTE REQUIRED TO ELECT TRUSTEES

- (a) Each member shall be entitled to cast one vote for each trustee vacancy to be filled. Cumulative voting shall not be allowed.
- (b) Candidates receiving the highest number of votes shall be elected as trustees.
- (c) Ties are broken by flip of a coin.

ARTICLE VI

BOARD OF TRUSTEES

Section 1. POWERS

- (a) General Corporate Powers. Subject to the provisions of the Hawaii non-profit corporation law and any limitation in the articles of incorporation and these bylaws relating to action required to be approved by members, the business and affairs of the corporation shall be managed, and all the corporate powers shall be exercised by or under the direction of the board of trustees.
- (b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the trustees shall have the power to:
 - (i) Select and remove all officers, agents of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation and with these bylaws;
 - (ii) Change the principal executive office of the principle business office on Kauai from one location to the other.

- (iii) To accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose of for any special purpose of the corporation.
- (iv) To contract for goods and/or services for the corporation, subject to the limitations elsewhere provided in these bylaws.
- (v) To enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance.
- (vi) To exercise all other powers granted to the board of trustees the articles of incorporation or the bylaws or the law of the State of Hawaii.
- (vii) To conduct, manage and control the affairs and business of the corporation.

Section 2. NUMBER AND QUALIFICATION OF TRUSTEES

The authorized number of Trustees shall be seven (7) who shall be current members of the Zonta Club of Kauai, at least three (3) of whom shall be past presidents of the Zonta Club of Kauai.

Section 3. TERM OF TRUSTEES

- (a) It is intended that the board shall consist of seven (7) members with staggered terms of three (3) years each.
- (b) At least one (1) Trustee shall be elected at each annual meeting of the Foundation and shall serve for a three (3) year term commencing the following July.

Section 4. VACANCIES

- (a) Resignations. Except as provided in this paragraph, any trustee may resign. such resignation shall be effective upon giving written notice to the chair of the board of trustees, unless the notice specifies a later time for the resignation to become effective. If the resignation of a trustee is effective at a future time, the board of trustees may elect a successor to fill the vacancy when the resignation becomes effective.
- (b) Removal. At any meeting of the Foundation membership, any trustee(s) may be removed from office, without assignment of any reason therefor, by a majority vote of the membership. When any trustee(s) is(are) removed, new trustees may be elected at the same meeting of the Foundation for unexpired term(s) of the trustee(s) removed. Otherwise such unexpired terms shall be considered vacancies on the board to be filled by remaining trustees.
- (c) Vacancies Filled by Members. The members may elect trustee(s) at any time to fill any vacancy(ies) not filled by the trustees at an election or by written consent of a majority of the vote. If the membership shall fail to elect a person to fill the unexpired term of any trustee(s) removed, such un-expired term(s) shall be considered a vacancy(ies) on the board to be filled by the remaining trustees.
- (d) No Vacancy or Reduction of Number of Trustees. No reduction of the authorized number of trustees shall have the effect of removing any trustee before the trustee's term of office expires.

Section 5. PLACE OF MEETINGS

Regular and special meetings of the board of trustees may be held at any place on the island of Kauai that has been designated from time to time by resolution of the board and the notice of the meeting.

Section 6. ORGANIZATIONAL MEETING

Within 60 days of the formation of the board-elect under Section 3(b) of this Article, the board-elect shall hold a meeting for the purpose of organization, election of officers and the transaction of the other business. Notice of the meeting shall not be required.

Section 7. OTHER REGULAR MEETINGS

Other regular meetings of the board of trustees shall be held without call at such time as shall from time to time be fixed by the board of trustees. Such regular meetings may be held without notice.

Section 8. SPECIAL MEETINGS

- (a) Authority to Call. Special meetings of the board of trustees for any purpose may be called at any time by the chair of any three (3) trustees upon written or other such notice as specified in Section 8 (b).
- (b) Notice.
 - (i) Manner of Giving. Notice of the time and place of the special meeting shall be given to each trustee by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by voice or facsimile telephone communication, either to the trustee or to a person at the trustee's office who would reasonably be expected to communicate such notice promptly to the trustee or (d) by

email to the trustee's address or telephone number as shown on the records of the corporation.

- (ii) Time Requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least 5 days before the time set for the meeting. Notices given by personal delivery, telephone or email shall be delivered, telephoned or transmitted at least 48 hours before the time set for the meeting.

Section 9. QUORUM

A quorum of the authorized number of trustees shall be a majority of the trustees for the transaction of business, except to adjourn as provided in Section 11 of the Article VI. Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of trustees. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of trustees if any action taken is approved by at least a majority of the required quorum for that meeting. If at any meaning there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

Section 10. ADJOURNMENT

A majority of the trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 11. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the board of trustees may be taken without a meeting, if all the members of the board, individually or collectively, consent in writing including fax and email, to that action. Such action by written consent shall have

the same force and effect as a unanimous vote of the board of trustees. Such written consent(s) shall be filed with the minutes of the proceeding of the board.

Section 12. FEES AND COMPENSATION OF TRUSTEES

Trustees and members of committees may not receive compensation for their services. Each may be entitled to reimbursement for expenses as may be determined to be just and reasonable.

ARTICLE VII

COMMITTEES

Section 1. COMMITTEES OF TRUSTEES AND OTHER MEMBERS

The board of trustees may, by resolution adopted by a majority of the trustees then in office, designate an executive committee, a finance committee, and such other committees, each consisting of one or more trustee and other members of the Foundation, to serve at the pleasure of the board. To the extent provided in the resolution of the board, each committee shall have all the authority of the board, except that no committee, regardless of the board resolution, may take any action, which requires action or approval of the board under articles of incorporation, these bylaws or the Hawaii non-profit corporation law. In such matters, the action or decision of the committee shall be advisory only, and considered to be recommendations to the board of trustees.

Section 2. MEETING AND ACTION OF COMMITTEES

Meetings, notices, procedures and actions of committees shall be informal in accordance with the resolution of the board of directors.

ARTICLE VIII

OFFICERS

Section 1. OFFICERS

- (a) The officers of the corporation shall be a chair of the board, a vice-chair, a secretary and a treasurer and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII.

Section 2. ELECTION OF OFFICERS

The officers of the corporation shall be chosen by the board of trustees and each shall serve at the pleasure of the board.

Section 3. TERM OF OFFICE

The principal officers shall be chosen by the board of trustees at the organizational meeting of the board-elect and shall serve staggered terms as determined by the board until their successors have been chosen.

Section 4. REMOVAL OF OFFICERS

Any officer may be removed by the board of trustees at any regular or special meeting of the board.

Section 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. Unless otherwise specified in the notice the acceptance of the resignation shall not be necessary to make it effective.

Section 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

Section 7. RESPONSIBILITIES OF OFFICERS

- (a) Chair. If such an officer is elected, the chair shall preside at all meetings of the board of trustees and the Foundation members, and exercise and perform such other powers and duties as may be from time to time assigned to the chair by the board of trustees or prescribed by the bylaws.
- (b) Vice-Chair. In absence or disability of the chair, shall perform all the duties of the chair, and when so acting shall have all the powers and be subject to all the restrictions of the chair. The vice-chair shall have such other duties, powers and shall perform such duties as are assigned from time to time by the board of trustees or chair of the board.
- (c) Secretary. It shall be the duty of the secretary to carry out those duties in the absence of the executive secretary, and to report to the board on the secretarial activities of the executive secretary. The secretarial duties of the foundation include the book of minutes, membership records, notices, correspondence and other related duties.
- (d) Treasurer. The treasurer shall be responsible for the safeguarding of all funds received by the foundation.
- (e) Executive Secretary (Optional). The executive secretary shall perform duties of both secretary and treasurer.

- (i) Book of Minutes. As a secretary the executive secretary shall keep or cause to be kept at the principle executive office or such other place as the board of trustees may direct, a book of minutes of all meetings and actions of trustees, committees or trustees and members with the tie and place of holding of such meetings, whether regular or special and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings and proceedings of such meetings.
- (ii) Membership Records. As a secretary the executive secretary shall keep or cause to be kept at the principle executive office as determined by resolution of the board of trustees record of the corporate members, showing the names of all members and their addresses.
- (iii) Notices and other Duties. As a secretary the executive secretary shall give or cause to be given notice of all meetings of the members and of the board of trustees required by the bylaws. The executive secretary shall have such other powers and perform such duties as may be prescribed by the board of trustees or the bylaws.
- (iv) Books of Account. As a treasurer the executive secretary shall keep and maintain or cause to be kept and maintained adequate and correct books and records of accounts of the properties and business transactions of the corporation, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any trustee at all reasonable times.
- (v) Disbursement of Money. All bills shall be paid by checks only signed by the treasurer, secretary or the chair of the board of trustees upon vouchers signed by the

executive secretary and or other authorized signature on deposit with the financial institution. An audit by an objective, qualified person, shall be made once each year of all the foundation's financial transactions.

ARTICLE IX

INDEMNIFICATION OF THE TRUSTEES, OFFICERS, EMPLOYEES, AND OTHERS

Section 1. DEFINITIONS

For the purpose of this article:

- (a) "agent" means any person who is or was a trustee, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a trustee, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.
- (b) "proceedings" means any threatened, pending or completed action or proceedings whether civil, criminal, administrative or investigative; and
- (c) "expenses" includes without limitation, all attorney's fees, costs and any other expense incurred in the defense of any claims or proceedings against an agent by reason of the agent's position or relationship as agent and all attorney's fees, costs and other expenses incurred in establishing a right to indemnification under this article.

Section 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of the corporation has been successful by final judgement or order on the merits in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a

judgement against such agent, prior to final judgement or order, the board may indemnify the agent as part of the settlement.

Section 3. INSURANCE

The board of trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any officer, trustee, employee or agent of the corporation against any liability asserted against or incurred by the person in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify the person against that liability under the provisions of this article.

Section 4. LIMITATIONS ON LIABILITY OF CORPORATE AGENTS

No agent of the corporation shall be liable for monetary damages solely by virtue of his or her capacity as an agent.

ARTICLE X

RECORDS AND REPORTS

Section 1. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep the original or a copy of the articles and bylaws and all amendments to date which shall be open to inspection by the members at all reasonable times at a place to be determined. The secretary shall, upon the request of any member, furnish to that member copies of any such documents pertaining to the foundation such as books, records and documents including but not limited to articles of incorporation and bylaws.

Section 2. ANNUAL REPORT TO MEMBERS

The board of directors shall issue periodic reports to the members of the corporation as they consider appropriate but at least annually after the conclusion of the fiscal year. The report should contain the following information in reasonable detail:

- (a) The assets and liabilities including the trust funds of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities including trust funds during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, both general and restricted purposes during the fiscal year.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of June and end on the last day of May in each year.

ARTICLE XII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definition in the Hawaii non-profit corporation law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes the corporation and a natural person.

ARTICLE XIII

ADOPTION AND IMPLEMENTATION

Section 1. FIRST ANNUAL MEETING

The first annual meeting shall be held no less than 30 days or more than 90 days after adoption of these bylaws.

Section 2. INITIAL BOARD FORMATION

At the first annual meeting only, the membership shall elect seven (7) trustees. Three (3) at two (2) year terms; two (2) at three (3) year terms; and two (2) at four (4) year terms.

ARTICLE XIV

AMENDMENTS

Section 1. AMENDMENTS BY MEMBERS

Unless otherwise restricted by statute, tax law or regulation, these Bylaws may be amended or repealed by the affirmative vote of the members, provided that each member receives a written copy of any proposed amendment not less than ten (1) days prior to any meeting at which the proposed amendment is submitted to the Members for a vote.

ARTICLE XV

DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the *Internal Revenue Code*, or corresponding section of any future federal tax code, or shall be distributed to the federal government for a public purpose. Any such assets not disposed of shall be

disposed of by the Court of the county in which the principle office of the organization 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 such purposes.

ARTICLE XVI

CONFLICT OF INTEREST

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

CERTIFICATION OF INCORPORATION

I, the undersigned, certify that I am the presently secretary of The Zonta Club of Kauai Foundation, a Hawaii non-profit corporation and the above bylaws consisting of 21 pages are the bylaws of this corporation.

Date: June 6, 2023, 2022  at Lihue, HI 96766