

BY-LAWS
of
LEAGUE OF WOMEN VOTERS OF
HONOLULU EDUCATION FUND, INC.

ARTICLE I
Purposes and Non-profit Character

Section 1. The purposes of the corporation shall be as specifically set forth in Part IV of the Charter of Incorporation, which is Form DNP-1 of the Department of Commerce and Consumer Affairs of the State of Hawaii.

Section 2. The corporation shall be a non-profit corporation, and any net income or earnings which may be derived from its operations, in pursuance of the purposes of the corporation, shall not inure to the benefit of any director or officer of the corporation, or any private individual, but shall be used to promote the purposes of the corporation.

ARTICLE II
Location and Seal

Section 1. Principal Office. The principal office of the corporation shall be maintained at such place in the City and County of Honolulu, and the corporation may have such other offices in Honolulu as the Board of Directors ("Board") shall determine.

Section 2. Place of Meetings. All meetings of the Board shall be held at the principal office of the corporation, unless some other place is stated in the call.

Section 3. Seal. The seal of the corporation shall be circular in form and shall bear the name of the corporation and such other words, devices and inscription as the Board shall prescribe.

Section 4. Reference to Sex of Officer or Director. Any reference herein to an Officer, Director or other person, using the pronoun "his" or "him" shall be read as the female pronoun where appropriate.

ARTICLE III
Board of Directors

Section 1. Number and Terms. There shall be a Board of Directors of the corporation, to consist of not less than five (5) nor more than seven (7) persons. Five (5) members of the Board shall be chosen by the Board of Directors of the League of Women Voters of Honolulu; and two (2) shall be chosen by those five directors from the public at large. These members of the Board of this corporation shall serve terms of three years. These directors of this corporation shall be chosen and their terms shall start within sixty (60) days of the adoption of these By-Laws.

Section 2. Initial and Annual Meetings. Within thirty (30) days of the start of the initial terms of the directors of this corporation they shall hold their initial board meeting at which they shall establish the fiscal year of the corporation and elect their first set of officers. Within thirty (30) days after the end of the fiscal year the directors shall hold their annual meeting at which time they shall elect the officers of the corporation for the coming year.

Section 3. Regular Meetings. The Board 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 such meeting or meetings shall be so determined, no further notice thereof shall be required.

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

Section 5. Notice of Meetings. Except as otherwise expressly provided, reasonable notice of any meeting of the Board shall be given to each director (other than the person or persons calling the meeting and other than the person giving notice of the meeting) by the secretary or by the person or one of the persons calling the meeting, by advising the director of the meeting by word of mouth or by telephone or by leaving written notice thereof with him at his residence or usual place of business. Such written notice shall be mailed not less than ten days prior to the date of the meeting. Non-receipt by a director of any written notice of a meeting mailed to such director shall not invalidate any business done at the meeting while a quorum is present. Any director may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing, signed by him. At any meeting, the presence of any director shall be equivalent of the waiver of the giving of notice of such meeting to such director.

Section 6. Quorum. A majority of the total number of directors at which the Board has been fixed shall constitute a quorum to transact business, and, in order 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 directors at which the Board has been fixed.

Section 7. 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

President 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 8. Notice Unnecessary. The presence at any meeting of any director shall be the equivalent of a waiver of the requirement of the giving of notice of said meeting to such director. No notice of a meeting of the Board need be given to any director who at the time is absent from the State of Hawaii.

Section 9. Vacancies. If any vacancy shall occur in the Board through death, resignation, or other cause of a director, the remaining directors, by the affirmative vote of a majority of all remaining directors, may elect a successor director to hold office for the unexpired portion of the term of the director whose place shall be vacant.

Section 10. Proxies. Voting by proxy shall not be permitted at any meeting of the Board or of any committee, board, or body created by the Board.

Section 11. Powers. The Board shall manage the property and business of the corporation and shall have and may exercise all the powers thereof including, but not limited, to the management of the projects undertaken by the corporation and any grants made for such projects.

Section 12. Committees. The Board may create and appoint such general or special committees of any kind as the business of the corporation may require and define the authority and duties of such committee. Such committees shall not have the power to fill vacancies in the Board or any such other powers as may be reserved

to the Board by law or otherwise. Such committees may include persons who are not directors of the Corporation.

Section 13. Procedure. The Board shall fix its own rules of procedure which shall not be inconsistent with these By-Laws.

ARTICLE IV **Officers**

Section 1. Appointment Term. Removal. The officers of the corporation shall be the President, one or more Vice Presidents, the Secretary, the Treasurer, and in addition thereto, in the discretion of the Board, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers, with such duties, as the Board shall from time to time determine. The officers shall be elected annually by the Board at the first meeting thereof after the annual meeting at which the Board is elected and shall hold office at the pleasure of the Board until the next annual meeting and thereafter until a successor shall be duly elected and qualified. Each officer must be a director of the corporation, unless otherwise specified by the Board. Any person may hold more than one office.

Section 2. The President. Subject to the direction and control of the Board, the President shall:

- (a) preside over all meetings of the Board;
- (b) be in personal charge of the principal office of the corporation;
- (c) have the general management, supervision and control of all of the property, business and affairs of the corporation, and exercise such other powers as the Board may from time to time confer upon him or her;

and agents of the corporation as he determines, in consultation with the Board, to be necessary to carry out the purposes of the corporation; provided that the Board shall have the right to delegate to the President or to committees or otherwise the right to appoint such employees and agents without approval of the Board; and

(e) at all times keep the Board fully advised as to all of the corporation's business.

Section 3. The Vice President or Vice Presidents. The Vice President or Vice Presidents shall, in such order as the Board shall determine, perform all of the duties and exercise all of the powers of the President provided by these By-Laws or otherwise, during the absence or disability of the President or whenever the office of President shall be vacant, and shall perform all other duties assigned to him or them by the Board or the President. The Board may designate one of the Vice Presidents as Executive Vice President and the Vice President so designated shall be first in order to perform the duties and exercise the power of the President in the absence of that officer.

Section 4. The Secretary. The Secretary shall attend all meetings of the Board, and the Executive Committee, and shall record the proceedings thereof in the minute book or books of the corporation. He shall give notice, in conformity with these By- Laws, of meetings, where required, of the Board. The Secretary shall perform all other duties incident to his office, or which may be assigned to him by the Board or the President.

Section 5. The Treasurer. The Treasurer shall have custody of all of the funds, notes, bonds and other evidences of property of the corporation. He shall deposit or cause to be deposited in the name of the corporation all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be designated by the Board. He shall make such disbursements as the regular course of the business of the corporation may require or the Board may order. He shall perform all other duties incident to his office or which may be assigned to him by the President or the Board.

Section 6. Assistant Secretary and Assistant Treasurer. The Assistant Secretary or Assistant Secretaries and Assistant Treasurer or Assistant Treasurers, if appointed, shall, in such order as the Board may determine, perform all of the duties and exercise all of the powers of the Secretary and Treasurer, respectively, during the absence or disability of, and in the event of a vacancy in the office of the Secretary or Treasurer, respectively, and shall perform all of the duties assigned to him or them by the President, the Secretary in the case of Assistant Secretaries, the Treasurer in the case of Assistant Treasurers, or the Board.

Section 7. Absence of Officers. In the absence or disability of the President and Vice President or Vice Presidents, if more than one, the duties of the President shall be performed by such persons as may be designated for such purpose by the Board. In the absence or disability of the Secretary and of the Assistant Secretary or Assistant Secretaries, if more than one, or of the Treasurer and the Assistant Treasurer or Assistant Treasurers, if more than one, 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.

Section 8. Salaries. The salaries and compensation, if any, of officers, agents and employees shall be determined by the Board.

ARTICLE V Removals, Vacancies and Absences

Section 1. Removals. The Board may at any time, but for cause only, 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.

Section 2. Vacancies. In case of any vacancy occurring in the Board between meetings, through death, resignation, disqualification, removal or other cause other than temporary absence or illness, the directors remaining, although less than a majority of the Board, may by affirmative vote of a majority of them appoint a successor or successors to fill the vacancy or vacancies so occurring for the unexpired term or terms thereof, respectively. The Board may elect a successor for any officer whose office becomes vacant for any of the foregoing reasons.

ARTICLE VI Audit of Books of the Corporation

The Board shall cause a complete audit to be made of the books of the corporation at least once in each fiscal year and more often if required by the Board, and shall thereafter make appropriate reports to all members of the Board and of the corporation. The Board may appoint such person, firm, or corporation engaged in the business of auditing to act as the auditor of the corporation.

ARTICLE VII
Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board may by general or special resolution authorize the President and/or any other officer or officers of the corporation to enter into any contract or to execute and deliver any document, instrument, or writing of any nature in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, etc. All checks, letters of credit, drafts or orders for the payment of money, notes or other evidences of indebtedness shall be signed by the President and/or such other officer or officers of the corporation and in such manner as shall from time to time be determined by general or special resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President.

Section 3. Facsimile Signatures. The Board may, from time to time, by resolution provide for the execution of any corporate instrument or document, including, but not limited to checks, letters of credit, drafts and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in any such resolution.

Section 4. Funds. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE VIII
Liability of Directors and Officers

Section 1. Exculpation. No director or officer of the corporation shall be liable for acts, defaults, or neglect of any other director or officer, or for any loss sustained by the corporation, unless the same has resulted from his own willful misconduct, willful neglect or willful negligence.

Section 2. Indemnification. Every director and officer of the corporation shall be indemnified by the corporation against all reasonable costs, expenses and liabilities (including reasonable attorneys' fees) actually and necessarily incurred by or imposed upon him in connection with or resulting from any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which he may be involved as a party or otherwise by reason of his being or having been a director or officer of the corporation, whether or not he continues to be such director or officer of the corporation at the time of the incurring or imposition of such costs, expenses, or liabilities, except in relation to matters as to which he shall be finally adjudged in such action, suit, proceeding, investigation, or inquiry to be liable for willful misconduct or willful negligence toward the corporation in the performance of his duties as such director or officer. As to whether or not a director or officer of the corporation was liable by reason of willful misconduct or willful negligence toward the corporation in the performance of his duties as such director or officer, in the absence of such final adjudication of the existence of such liability, the Board and each director and officer of the corporation may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board. The foregoing

right to indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law, and shall inure to the benefit of the legal representatives of such person.

Section 3. Liability Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation against any liability asserted against him and incurred by him in such capacity or arising out of his status as such.

ARTICLE IX
Inspection of Corporate Records and By-Laws

Section 1. Inspection of Corporate Records. The books of account and the minutes of proceedings of the directors shall be open to inspection upon demand of any director, at any reasonable time, and for a purpose reasonably related to his interests as a director. Demand of inspection other than at a meeting shall be made in writing upon the President or any other person designated by the Board.

Section 2. Inspection of By-Laws. The corporation shall keep in its principal office for the transaction of business a copy of the By-Laws of the corporation as amended or otherwise altered to date, which shall be open to inspection by the directors at all reasonable times during office hours.

ARTICLE X
Fiscal Year

The fiscal year of the corporation shall be as set in Article III, Section 2 but may be changed by the Board if appropriate for the operation of the corporation.

These By-Laws may be altered, amended, added to or repealed by an affirmative vote of not less than a majority of all the directors of the corporation at any meeting of the directors of the corporation if notice of the proposed amendments shall have been given in the notice for such meeting.

ADOPTION OF BY-LAWS


We, the undersigned, the incorporators of the above-named corporation, on this 1st day of March, 2001 for the purpose of completing the incorporation in accordance with the laws of the State of Hawaii, do hereby, pursuant to said laws, adopt the foregoing provisions as the By-Laws of said corporation.



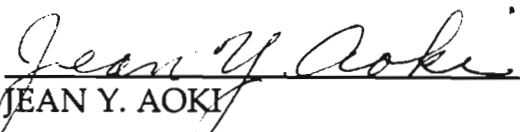
ARLENE K. ELLIS



HELEN K. GRIFFIN



SUZANNE MEISENZAHL



JEAN Y. AOKI