

**BY-LAWS OF THE  
HAWAII 4-H FOUNDATION**

**ARTICLE I  
NAME AND ADDRESS**

**SECTION 1. NAME**

The name of this non-profit corporation shall be known as the "Hawaii 4-H Foundation," hereinafter referred to as "Foundation".

**SECTION 2. ADDRESS**

The mailing address of the Foundation is P.O. Box 1376, Honolulu, Hawaii 96807-1376. Its principal office is located in the City and County of Honolulu, State of Hawaii, in care of the State 4-H Office, 955 Kamehameha Highway, Pearl City, HI 96782.

**SECTION 3. CHANGE OF ADDRESS**

- A. The designation of the City and County of Honolulu as the location of the Foundation's principal office may be changed only upon amendment of these Bylaws.
- B. The Board of Trustees may change the Foundation's principal office from one location to another within the City and County of Honolulu by noting the changed address(es) and effective date(s) below. Such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

\_\_\_\_\_ Dated: \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_

**SECTION 4. OTHER OFFICES**

The Foundation may also maintain offices at such other places within or outside of the State of Hawaii as its business and activities may require and as the Board of Trustees may, from time to time, designate, provided that the Foundation shall be qualified to do business in such other locations

**ARTICLE II**  
**NON-PROFIT PURPOSES**

**SECTION 1. SECTION 501(C)(3), INTERNAL REVENUE CODE PURPOSES**

This Foundation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, the distribution of funds and property to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

- A. The purpose of the Foundation shall be to supplement and complement the public sector support available to the 4-H youth programs in the State of Hawaii.
- B. The Foundation shall solicit and administer funds and property from business, industry, other foundations, service organizations, and individuals in order to:
- 1) Enhance existing studies and programs pertaining to 4-H as well as other related educational activities for young men and women up to age 19;
  - 2) Enhance existing training for 4-H youth participants and adult leaders,
  - 3) Provide incentives for youth and adult participation in 4-H programs and other related educational activities;
  - 4) Enhance the development of new programs essential to the furtherance of 4-H and other related activities for young men and women up to age 19,
  - 5) Finance educational trips for 4-H youth participants and their adult leaders at island, state, regional, national, and/or international events;
  - 6) Award scholarships and fellowships to outstanding 4-H youth participants and Cooperative Extension Service staff for training and research related to the 4-H youth program;
  - 7) Support, through membership in the 4-H Alumni Association, persons interested in 4-H; and
  - 8) In general, use available resources in such a manner, in the judgment of the Board of Trustees, that will best meet and advance the needs and interests of the 4-H program and related activities of the Cooperative Extension Service, University of Hawaii, throughout the State of Hawaii.

**ARTICLE III  
BOARD OF TRUSTEES**

**SECTION 1. COMPOSITION**

The Foundation shall be comprised of not less than 10 and no more than 20 voting Trustees who shall be known collectively as the Board of Trustees (hereinafter referred to as "Board" or "Board of Trustees").

**SECTION 2. QUALIFICATIONS**

The majority of the Trustees shall be at least 18 years of age and residents of the State of Hawaii.

**SECTION 3. VOTING MEMBERS**

Voting members of the Board of Trustees shall, whenever possible, include a minimum of:

- (1) One representative of the State 4-H Leaders' Federation;
- (2) One representative of the Hawaii State 4-H Livestock Council;
- (3) Four representatives of the Hawaii 4-H Alumni Association;
- (4) Two representatives of the 4-H youth clubs; and
- (5) Remaining members, who shall be nominated and elected by the affirmative vote of a majority of the seated Board of Trustees.

**SECTION 4. EX-OFFICIO MEMBERS**

Ex-officio non-voting members shall include:

- (1) The Dean, College of Tropical Agriculture and Human Resources (CTAHR);
- (2) The Associate Dean/Associate Director for Cooperative Extension Service;
- (3) State 4-H Program Leader from the 4-H Youth Development program; and
- (4) The President of the Hawai'i Association Extension 4-H Agents.

In the event the official title of an Ex-officio member changes, the member's title shall be automatically substituted herein.

1     **SECTION 5. POWERS**  
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3     Subject to the laws of the State of Hawaii, any limitations in the Articles of Incorporation and  
4     these Bylaws relating to any action required or permitted to be taken or approved by the  
5     members of this Foundation, the activities and affairs of this Foundation shall be conducted and  
6     all corporate powers shall be exercised by or under the direction of the Board of Trustees  
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9     **SECTION 6. DUTIES**  
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11     The Trustees shall be responsible to:

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- 13         (1)     Perform any and all duties imposed on them, collectively or individually, as  
14                 required by applicable provisions of law, the Articles of Incorporation, or these  
15                 Bylaws;
  - 16
  - 17         (2)     Appoint, remove, employ, discharge, and, except as otherwise provided in these  
18                 Bylaws, prescribe the duties and fix the compensation, if any, of all officers,  
19                 agents and employees of the Foundation;
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  - 21         (3)     Supervise all officers, agents and employees of the Foundation to ensure that  
22                 their duties are properly performed;
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  - 24         (4)     Meet at such times and places as required by these Bylaws; and
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  - 26         (5)     Register the addresses of all officers, agents, employees, trustees, and members  
27                 of the Foundation with the Secretary.  
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30     **SECTION 7. ELECTION AND TERM OF OFFICE**  
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- 32     A.     In the event this Foundation makes no provision for members, then, at the regular  
33             meeting of the Board of Trustees held in the fourth quarter of the year, candidates shall  
34             be nominated for any trustee position expected to become vacant in the following fiscal  
35             year. If these candidates are agreeable, at the regular January meeting of the Board,  
36             new trustees shall be elected. Voting for the election of trustees shall be by written  
37             ballot. Each sitting Trustee shall cast one vote per candidate and may vote for as many  
38             candidates as there are vacancies. The candidates receiving the highest number of  
39             votes up to the number of vacancies shall be elected to serve on the Board.  
40
- 41     B.     Each Trustee shall hold office for a period of three years and until his or her successor  
42             is elected and qualified to serve on the Board. Whenever possible, initial terms of  
43             office may be for less than three years if the initial term is filled for the purpose of  
44             completing an unexpired term of a vacating trustee. No individual shall be eligible for  
45             election to more than two successive three-year terms.  
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1 **SECTION 8. COMPENSATION**

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3 Trustees shall serve without compensation except that Trustees shall be allowed reasonable  
4 advancement or reimbursement for travel or meeting expenses incurred in the performance of  
5 their duties.

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8 **SECTION 9. PLACE OF MEETINGS**

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10 Meetings shall be held at the principal office of the Foundation unless otherwise provided by  
11 the Board of Trustees or at such other place as may be designated in the notice of meeting.

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15 **SECTION 10. REGULAR MEETINGS**

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17 Regular meetings of the Board of Trustees shall be held quarterly. The first regular meeting of  
18 each year shall be held in January. There shall be no requirement that notice be provided of  
19 any regularly scheduled meeting of the Board.

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22 **SECTION 11. SPECIAL MEETINGS**

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24 A. Special meetings of the Board of Trustees may be called by:

- 25  
26 1) The President;  
27 2) The Vice President;  
28 3) The Secretary; or  
29 4) Any two Trustees.

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31 B. Special meetings shall be held at the principal office of the Foundation or, if different,  
32 at the place designated by the person or persons calling the special meeting.

33  
34 C. At least one week prior to the special meeting, a notice of the meeting shall be issued  
35 to each Trustee. Such notice may be issued orally or in writing, by personal service, by  
36 first class mail, by telephone, by electronic mail, or by facsimile transmission. Such  
37 notice shall state the place, date, time of the meeting, and all matters proposed to be  
38 acted upon at the meeting. In the case of electronic mail or facsimile notification, the  
39 Trustee who is contacted shall acknowledge personal receipt of the notice by a return  
40 message or telephone call within three days of the first transmission.

41  
42 D. Whenever any notice of a meeting is required to be given to any Trustee under the  
43 Articles of Incorporation, these Bylaws, or applicable provisions of law, a written  
44 waiver of notice signed by the Trustee, executed before or after the time of the  
45 meeting, shall be deemed to be an acknowledgement of receipt of sufficient notice.

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3 **SECTION 12. QUORUM FOR MEETINGS**  
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- 5 A. A quorum shall consist of a majority of the voting members of the Board of Trustees.  
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7 B. Those members present in person or by proxy shall constitute a quorum at any meeting  
8 of the Board of Trustees that is duly called pursuant to the provisions of the Bylaws.  
9  
10 C. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or  
11 applicable provisions of law, the Board of Trustees shall conduct no business when the  
12 required quorum is not satisfied. The only motion that the President shall entertain at  
13 such a meeting shall be a motion to adjourn.  
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16 **SECTION 13. PROXIES AND VOTING**  
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- 18 A. At any meeting of the Board of Trustees, a Trustee entitled to vote may vote by proxy  
19 executed in writing by the Trustee or his/her duly authorized attorney-in-fact. No  
20 proxy shall be valid after eleven (11) months following the date of its execution unless  
21 provided for in the proxy.  
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23 B. At the direction of the Board of Trustees, the voting on any matter, including the  
24 election of officers, may be conducted by mail or in any other manner as the Board  
25 shall determine.  
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28 **SECTION 14. MAJORITY ACTION AS BOARD ACTION**  
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30 Every act done or decision made by a majority of the Trustees present at a meeting that is  
31 properly noticed and held where a quorum is present shall be deemed to be an act or decision  
32 of the Board of Trustees, unless the Articles of Incorporation, these Bylaws, or applicable  
33 provisions of law provide otherwise.  
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36 **SECTION 15. CONDUCT OF MEETINGS**  
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- 38 A. The President shall preside over all meetings of the Board. In the absence of the  
39 President, the Vice President shall preside over the meeting. In the absence of both the  
40 President and Vice President, an ad hoc Chairperson, selected by a majority of the  
41 Trustees present at the meeting shall preside over the meeting.  
42  
43 B. The Secretary of the Foundation shall act as secretary of all meetings of the Board of  
44 Trustees. In the absence of the Secretary, the presiding officer shall appoint another  
45 person to act as an ad hoc Secretary of the meeting.

- 1 C. Meetings shall be governed by Robert's Rules of Order, provided that such rules are  
 2 not inconsistent or in conflict with, the Articles of Incorporation, these Bylaws, or  
 3 applicable provisions of law.  
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6 **SECTION 16. VACANCIES**  
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- 8 A. Vacancies on the Board of Trustees shall be deemed to exist:  
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- 10 (1) Upon the death, resignation, or removal of any Trustee; or  
 11 (2) Whenever the number of authorized Trustees is increased  
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- 13 B. Any Trustee may resign effective upon giving written notice to the President, the  
 14 Secretary, or the Board of Trustees, unless the notice specifies a later effective date for  
 15 such resignation. No Trustee may resign if the Foundation would be left without a duly  
 16 elected Trustee or Trustees to conduct the business of the Foundation, except upon  
 17 notice to the Office of the Attorney General or other appropriate agency of the State of  
 18 Hawaii  
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- 20 C. Trustees may be removed from office, with or without cause, as permitted by and in  
 21 accordance with applicable provisions of laws. The subject Trustee shall be provided  
 22 with reasonable notice of a hearing on the consideration of his or her removal from the  
 23 Board. A removal shall be sustained only by a three-fourth vote of all Trustees.  
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- 25 D. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or  
 26 applicable provisions of law, vacancies on the Board may be filled by approval of the  
 27 Board of Trustees. If the number of Trustees in office is less than a quorum, a vacancy  
 28 on the Board may be filled by approval of a majority of the sitting Trustees or by a sole  
 29 remaining trustee. A person elected to fill a vacancy on the Board shall hold office  
 30 until the next formal election of the Board or upon his or her death, resignation, or  
 31 removal from office.  
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34 **SECTION 17. NONLIABILITY OF TRUSTEES**  
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36 The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the  
 37 Foundation.  
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40 **SECTION 18. INDEMNIFICATION BY FOUNDATION OF TRUSTEES AND**  
 41 **OFFICERS**  
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43 The Trustees and Officers of the Foundation shall be indemnified by the Foundation to the  
 44 fullest extent permitted under the laws of the State of Hawaii  
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**ARTICLE IV  
OFFICERS**

**SECTION 1. DESIGNATION OF OFFICERS**

A. The Officers of the Foundation shall consist of the:

- 1) President;
- 2) Vice President;
- 3) Secretary; and
- 4) Treasurer.

B. One person may hold two or more offices simultaneously, provided that the Foundation has at least two officers.

C. The Foundation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Trustees

**SECTION 2. QUALIFICATIONS**

Any Trustee with voting power may serve as officer of the Foundation.

**SECTION 3. ELECTION AND TERM OF OFFICE**

A. Officers shall be elected annually by the Board of Trustees.

B. Each Officer shall hold office until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first

C. Nominations for officer positions will be made or presented at the regular meeting of the Board held in the fourth quarter of the year. Voting shall be by written ballot at the regular Board meeting held in January

D. Any Officer may be removed, either with or without cause, by three-fourths vote of the Board of Trustees, at any time. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein. If the effective date of the resignation is otherwise specified therein, the acceptance of such resignation by the Board shall not be necessary to make it effective.



- 1 F. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise,  
2 of any Officer, shall be filled by the Board of Trustees. In the event of a vacancy for  
3 any office other than that of President, such vacancy may be filled temporarily by an  
4 appointment by the President until such time as the Board fills the vacancy. The filling  
5 of vacancies occurring for other offices shall be made by appointment at the discretion  
6 of the Board and may or may not be filled, as the Board shall determine.  
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9 **SECTION 4. DUTIES OF PRESIDENT**

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11 The President shall be responsible to:

- 12  
13 A. Serve as the chief executive officer of the Foundation and shall be subject to the control  
14 of the Board of Trustees;  
15  
16 B. Supervise and control the affairs of the Foundation and the activities of its Officers,  
17  
18 C. Preside at all meetings of the Board of Trustees and, if this Foundation has members, at  
19 all meetings of the members, unless another person is specifically appointed as an ad  
20 hoc Chairperson;  
21  
22 D. In the name of the Foundation, execute such deeds, mortgages, bonds, contracts,  
23 checks, or other instruments that may from time to time be authorized by the Board of  
24 Trustees, unless otherwise expressly prohibited by the Articles of Incorporation, these  
25 Bylaws, or applicable provisions of law; and  
26  
27 E. Perform all duties incident to his or her office and such other duties as may be required  
28 by the Articles of Incorporation, these Bylaws, applicable provisions of law, or any  
29 other duties that may be prescribed from time to time by the Board of Trustees.  
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32 **SECTION 5. DUTIES OF VICE PRESIDENT**

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34 The Vice President shall be responsible to:

- 35  
36 A. Perform all the duties of the President in the event of the President's inability or refusal  
37 to act. When so acting, the Vice President shall have all the powers of, and be subject  
38 to all the restrictions on the President; and  
39  
40 B. Perform all duties incident to his or her office and such other duties as may be required  
41 by the Articles of Incorporation, these Bylaws, applicable provisions of law, or any  
42 other duties that may be prescribed from time to time by the Board of Trustees  
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1    **SECTION 6. DUTIES OF SECRETARY**

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3    The Secretary shall be responsible to:

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- 5    A     Certify and maintain the original and copies of updated Bylaws, including for historical  
6           purposes, prior versions of Bylaws, at the principal office of the Foundation;
  - 7
  - 8    B.     Maintain a book of minutes of all meetings of the Board and, if applicable, meetings of  
9           committees, recording therein the time and place of meetings, whether regular or  
10          special, the manner in which the meetings were called and notice issued, the names of  
11          persons present at the meeting, and the proceedings thereof,
  - 12
  - 13   C.     Ensure that all notices are duly issued in accordance with the provisions of these  
14          Bylaws and as required by law;
  - 15
  - 16   D.     Serve as custodian of the records and of the corporate seal of the Foundation,
  - 17
  - 18   E.     Affix the corporate seal onto duly executed documents of the Foundation as provided  
19          by these Bylaws and in accordance with applicable provisions of law;
  - 20
  - 21   F.     Permit inspection of the Articles of Incorporation, these Bylaws, the membership book,  
22          or the minutes of the proceedings of the Board, upon written request and at mutually  
23          agreeable times to any Trustee of the Foundation, or to his or her duly authorized agent  
24          or attorney, and
  - 25
  - 26   G.     Perform all duties incident to his or her office and such other duties as may be required  
27          by the Articles of Incorporation, these Bylaws, applicable provisions of law, or any  
28          other duties that may be prescribed from time to time by the Board of Trustees.
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31   **SECTION 7. DUTIES OF TREASURER**

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33    The Treasurer shall be responsible to:

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- 35   A.     If required by the Board of Trustees, execute a bond for the faithful discharge of his or  
36          her duties in such sum and with such surety or sureties as the Board shall determine;
  - 37
  - 38   B.     Have charge and custody of, and be responsible for, all funds and securities of the  
39          Foundation and deposit all such funds in the name of the Foundation in such banks,  
40          trust companies, or other depositories as shall be determined by the Board of Trustees,
  - 41
  - 42   C.     Receive and give receipt for moneys due and payable to the Foundation from any  
43          source whatsoever;
  - 44

- 1 D. Disburse or cause to be disbursed, the funds of the Foundation as may be directed by  
2 the Board of Trustees, taking proper vouchers for such disbursements,  
3
- 4 E. Keep and maintain accurate, adequate and correct accounts of the Foundation's  
5 properties, business transactions, including accounts of its assets, liabilities, receipts,  
6 disbursements, gains and losses;  
7
- 8 F. Permit inspection of the books of account and financial records upon written request  
9 and at mutually agreeable times to any Trustee or to his or her authorized agent or  
10 attorney;  
11
- 12 G. Whenever requested, report to the President and the Board of Trustees, an account of  
13 any or all of the transactions performed in his or her capacity as Treasurer, including  
14 reports on the financial condition of the Foundation;  
15
- 16 H. Prepare or cause to be prepared or certify or cause to be certified, the financial  
17 statements of the Foundation for inclusion in any required reports,  
18
- 19 I. Arrange for an annual audit of the financial affairs of the Foundation by an independent  
20 auditor approved by the Board of Trustees;  
21
- 22 J. Have the authority to designate a book keeper to record all or part of the financial  
23 transactions of the Foundation, and  
24
- 25 K. Have the authority to designate a Certified Public Accountant to audit the finances of  
26 the Foundation and file tax statements annually on its behalf; and  
27
- 28 L. Perform all duties incident to his or her office and such other duties as may be required  
29 by the Articles of Incorporation, these Bylaws, applicable provisions of law, or any  
30 other duties that may be prescribed from time to time by the Board of Trustees.  
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## 33 ARTICLE V 34 COMMITTEES

### 35 SECTION 1. STANDING COMMITTEES

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38 The President shall appoint chairpersons, to serve one-year terms, to head the standing  
39 committees listed below:  
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- 41 A. Program Support Committee, the purposes of which shall be to:  
42
- 43 1. Enhance existing studies and programs pertaining to 4-II as well as other  
44 related educational programs for young men and women up to age 19,  
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- 1           2       Augment existing training for 4-H youth participants and adult leaders,
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- 3           3.       Provide incentives for youth and adult participation in such activities,
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- 5           4.       Augment the development of new programs essential to the furtherance of 4-H
- 6                   and other similar activities for young men and women;
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- 8           5.       Review all grant and proposal requests presented to the Foundation for action,
- 9                   and
- 10
- 11          6       Provide the Board of Trustees with recommendations for the funding of all
- 12                   grant and proposal requests.
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14       Members of the Program Support committee may consist of persons who are not  
 15       trustees. Committee members who are not trustees shall act in an advisory capacity  
 16       only.

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19    **B       Individual Member Support Committee, the purposes of which shall be to.**

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- 21          1.       Finance educational trips for 4-H youth and their adult leaders at island, state,
- 22                   regional, national, and/or international events; and
- 23
- 24          2.       Award scholarships and fellowships to outstanding 4-H youth and Cooperative
- 25                   Extension Service staff members for training and research related to the youth
- 26                   program; and
- 27
- 28          3.       A representative of the Hawaii 4-H Alumni Association shall serve as
- 29                   chairperson of the Individual Member Support Committee.
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32    **C       Communications Committee, the purposes of which shall be to:**

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- 34          1       Periodically review and identify the public relations needs of the Foundation,
- 35
- 36          2.       Provide overall coordination in the promotion of the mission, goals, program,
- 37                   and activities of the Foundation;
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- 39          3.       Coordinate the publication of a newsletter to educate youth participants, leaders
- 40                   educational institutions, community, business, industry, and the general public
- 41                   on the mission, goals, and programs of the Foundation; and
- 42
- 43          4.       Coordinate all information technology for the Foundation, including email
- 44                   communications, announcements, and updating of the Foundation's Website.
- 45

1 D Nominations Committee, the purposes of which shall be to:

- 2  
3 1 Coordinate the timely filling of trustee vacancies on the Board of Trustees,  
4 including reviewing and screening trustee candidates;  
5  
6 2. Provide the Board of Trustees with candidate recommendations for trustee  
7 positions;  
8  
9 3. Coordinate the timely filling of officer vacancies on the Board of Trustees,  
10 including reviewing and screening officer candidates; and  
11  
12 4. Provide the Board of Trustees with candidate recommendations for officer  
13 positions.  
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16 E Fund-Raising Committee, the purposes of which shall be to:

- 17  
18 1. Periodically review and assess the Foundation's fund raising practices;  
19  
20 2. Provide the Board of Trustees with recommendations for increasing income to  
21 the Foundation; and  
22  
23 3. Coordinate all fund-raising events sponsored by the Foundation.  
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26 **SECTION 2. SPECIAL COMMITTEES**  
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- 28 A. The President, from time to time, may establish special committees necessary to further  
29 the work of the Foundation. Such committees shall be automatically discharged upon  
30 presentation of its final report of action to the Board of Trustees.  
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32 B. Members of special committees may consist of persons who are not trustees  
33  
34 C. Committee members who are not trustees shall act in an advisory capacity only  
35  
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37 **SECTION 3. PLAN OF ACTION**  
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- 39 A The Chairperson on each standing committee shall present a plan of action for approval  
40 by the Board of Trustees.  
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42 B. No committee work shall be undertaken without the consent and approval of the Board  
43 of Trustees.  
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**ARTICLE VI**  
**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**SECTION 1. FISCAL YEAR**

The fiscal year of this Foundation shall be the period January 1 through December 31.

**SECTION 2. EXECUTION OF INSTRUMENTS**

- A. Except as otherwise provided for in these Bylaws, the Board of Trustees may, by resolution, authorize any officer or agent of the Foundation to enter into any contract and execute and deliver any instrument in the name and on behalf of the Foundation. Such authority may be general or limited to specific instances.
- B. Unless specifically authorized, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit or render it financially liable for any purpose or in any amount.

**SECTION 3. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Trustees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Foundation shall be signed by the Treasurer and countersigned by the President of the Foundation.

**SECTION 4. DEPOSITS**

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

**SECTION 5. GIFTS**

The Board of Trustees may, on behalf of the Foundation, accept any contribution, gift, bequest, or devise for the non-profit purposes of this Foundation

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**ARTICLE VII**  
**CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Foundation shall maintain at its principal office:

- A. Minutes of all meetings of trustees and committees of the Board of Trustees, indicating the time and place of such meetings, whether regular or special, how called, the notice issued, the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C. Records of its members, indicating names and addresses and, if applicable, the class of membership held by each member and the termination date of membership;
- D. The corporate seal; and
- E. Copies of the Foundation's Articles of Incorporation and Bylaws as amended to date.

**SECTION 2. CORPORATE SEAL**

- A. The corporate seal of the Hawaii 4-H Foundation shall have inscribed thereon the name of the corporation, the year of its incorporation, and the words, "State of Hawaii"
- B. The Board of Trustee may adopt, use, and alter at-will, the corporate seal.
- C. The failure to affix the corporate seal to corporate instruments shall not affect the validity of any such instrument

**SECTION 3. TRUSTEES' INSPECTION RIGHTS**

- A. Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Foundation as may be required under the Articles of Incorporation, these Bylaws, and applicable provisions of law.
- B. Any inspection under the provisions of this Article may be made in person or by agent or attorney. The right of inspection shall include the right to copy and make extracts.

1 **SECTION 4. ANNUAL OR PERIODIC REPORTS**

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3 When required by these Bylaws or pursuant to applicable provisions of law, the Board of  
4 Trustees shall cause any annual or periodic report to be prepared and delivered to the  
5 appropriate office in this state to be so prepared and delivered within the time limits set by law.  
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7  
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10 **ARTICLE VIII**  
11 **SECTION 501(C)(3), INTERNAL REVENUE CODE**  
12 **TAX EXEMPTION PROVISIONS**

13 **SECTION 1. LIMITATIONS ON ACTIVITIES**

- 14  
15 A. Except as otherwise permitted by Section 501(h), Internal Revenue Code, no  
16 substantial portion of the activities of this Foundation shall include engaging in the  
17 promotion of propaganda, including attempting to influence legislation. This  
18 Foundation shall not participate in, intervene in, campaign on behalf of, or campaign in  
19 opposition to, any candidate for public office, including the publication or distribution  
20 of statements relating thereto.  
21  
22 B. Notwithstanding any other provisions in these Bylaws, this Foundation shall not engage  
23 in any activities that are prohibited.  
24  
25 1. For corporations exempt from federal income tax under Section 501(c)(3) of  
26 the Internal Revenue Code; or  
27  
28 2. For corporations to which contributions are tax-deductible under Section  
29 170(c)(2) of the Internal Revenue Code.  
30  
31

32 **SECTION 2. PROHIBITION AGAINST PRIVATE USE OR BENEFIT**

33  
34 No portion of the net earnings of this Foundation shall inure to the benefit of, or be  
35 distributable to, its Trustees, Officers, or other private persons, except that the Foundation  
36 shall be authorized and empowered to pay reasonable compensation for services rendered and  
37 to make payments and distributions in furtherance of the purposes of this Foundation.  
38  
39

40 **SECTION 3. DISTRIBUTION OF ASSETS**

41  
42 Upon the dissolution of this Foundation by a vote of three-fourths of its Trustees, all assets  
43 remaining after payment or provision for payment of all debts and liabilities of the Foundation  
44 shall be distributed exclusively for the use and benefit of the 4-11 program or for charitable or  
45 educational purposes. Such distribution shall be made in accordance with the meaning and



1 intent of Section 501(c)(3) of the Internal Revenue Code and any other applicable provisions  
2 of law.

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5  
6 **ARTICLE IX**  
7 **AMENDMENT OF BYLAWS**  
8

9 A. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted  
10 by approval of two-thirds of the Board of Trustees. A thirty-day written notice of the  
11 meeting shall be required for any action on the alteration, amendment, or repeal of the  
12 existing Bylaws, and/or the adoption of new Bylaws.

13  
14 B. Voting on the alteration, amendment, or repeal of the existing Bylaws, and/or the  
15 adoption of new Bylaws, may be conducted by electronic or written means, provided  
16 the votes are submitted within a specified time period to the Secretary after due  
17 notification as provided above in paragraph A.  
18  
19