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**BY-LAWS OF THE  
HAWAI'I 4-H FOUNDATION**

**ARTICLE I  
NAME AND ADDRESS**

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**SECTION 1. NAME**

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

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**SECTION 2. ADDRESS**

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The mailing address of the Foundation is 3050 Maile Way, Gilmore Hall Room 203, Honolulu, Hawai'i 96822-2231. Its principal office is located in the City and County of Honolulu, State of Hawai'i, in care of the State 4-H Office, Cooperative Extension Service, Department of Family and Consumer Sciences, College of Tropical Agriculture and Human Resources, University of Hawai'i at Manoa, 3050 Maile Way, 203 Gilmore Hall, Honolulu, Hawai'i.

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**SECTION 3. CHANGE OF ADDRESS**

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- 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: \_\_\_\_\_

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**SECTION 4. OTHER OFFICES**

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The foundation may also maintain offices at such other places within or outside of the State of Hawai'i 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.

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**ARTICLE II  
NON-PROFIT PURPOSES**

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

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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.

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**SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

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- 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 Hawai'i.
- B. The Foundation shall serve as the central organization for the Internal Revenue Code Group Exemption of Hawai'i 4-H clubs and other approved affiliate groups.
- C. 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 education 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 education 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 programs; 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

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interests of the 4-H program and related activities of the Cooperative Extension Service, University of Hawai'i, throughout the State of Hawai'i.

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**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 18 years of age and residents of the State of Hawai'i.

**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 Hawai'i State 4-H Livestock Council;
- (3) Four representatives of the Hawai'i 4-H Alumni Association; and
- (4) Remaining members, who shall be nominated and elected by the affirmative majority of the seated Board of Trustees.

**SECTION 4. EX-OFFICIO MEMBERS**

Ex-officio non-voting members shall include the:

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

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

**SECTION 5. POWERS**

Subject to the laws of the State of Hawai'i, any limitations in the Articles of Incorporation and these Bylaws relating to any action required or permitted to be taken or approved by the members of this Foundation, the activities and affairs of this Foundation shall be

1 conducted and all corporate powers shall be exercised by or under the direction of the  
2 Board of Trustees.

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5 **SECTION 6. DUTIES**

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7 The trustees shall be responsible to:

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9 (1) Perform any and all duties imposed on them, collectively or individually, as  
10 required by applicable provisions of law, the Articles of Incorporation, or  
11 these Bylaws;  
12  
13 (2) Appoint, remove, employ, discharge, and, except as otherwise provided in  
14 these Bylaws, prescribe the duties and fix the compensation, if any, of all  
15 officers, agents and employees of the Foundation;  
16  
17 (3) Supervise all officers, agents and employees of the Foundation to ensure  
18 that their duties are properly performed;  
19  
20 (4) Meet at such times and places as required by these Bylaws; and  
21  
22 (5) Register the addresses of all officers, agents, employees, trustees, and  
23 members of the Foundation with the Secretary.  
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26 **SECTION 7. ELECTION AND TERM OF OFFICE**

- 27  
28 A. In the event this Foundation makes no provision for members, then, at the last  
29 regular meeting of the Board of Trustees held in the year, candidates shall be  
30 nominated for any trustee position expected to become vacant in the following  
31 fiscal year. If these candidates are agreeable, at the regular January meeting of  
32 the Board, new trustees shall be elected. Voting for election of trustees shall be by  
33 a show of hands. Each sitting trustee shall cast one vote per candidate and may  
34 vote for as many candidates as there are vacancies. The candidates receiving the  
35 highest number of votes up to the number of vacancies shall be elected to serve  
36 on the Board.  
37  
38 B. Each trustee shall hold office for a period of three years and until his or her  
39 successor is selected and qualified to serve on the Board. Whenever possible,  
40 initial terms of office may be for less than three years if the initial term is filled for  
41 the purpose of completing an unexpired term of a vacating trustee.  
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1 **SECTION 8. COMPENSATION**

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3 Trustees shall serve without compensation except that Trustees shall be allowed  
4 reasonable advancement or reimbursement for travel or meeting expenses incurred in  
5 the performance of their duties.  
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8 **SECTION 9. PLACE OF MEETINGS**

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10 Meeting shall be held at the principal office of the Foundation unless otherwise provided  
11 by the Board of Trustees or at such other place as may be designated in the notice of  
12 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 four times a year. The first regular  
18 meeting of each year shall be held in January. There shall be no requirement that notice  
19 be provided of any regularly scheduled meeting of the Board.  
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22 **SECTION 11. SPECIAL MEETINGS**

23  
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  
30

31 B. Special meetings shall be held at the principal office of the Foundation, or if  
32 different, at the place designated by the person or persons calling the special  
33 meeting.  
34

35 C. At least one week prior to the special meeting, a notice of the meeting shall be  
36 issued to each Trustee. Such notice may be issued orally, in writing, by personal  
37 service, by first class mail, by telephone, by electronic mail, or by facsimile  
38 transmission. Such notice shall state the place, date, time of the meeting, and all  
39 matters proposed to be acted upon at the meeting. In the case of electronic mail  
40 or facsimile notification, the Trustee who is contacted shall acknowledge personal  
41 receipt of the notice by a return message or telephone call within three days of the  
42 first transmission.  
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1 D. Whenever any notice of a meeting is required to be given to any Trustee under the  
2 Articles of Incorporation, these Bylaws, or applicable provisions of law, a written  
3 waiver of notice signed by the Trustee, executed before or after the time of the  
4 meeting, shall be deemed to be an acknowledgment of receipt of sufficient notice.  
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## 7 **SECTION 12. QUORUM FOR MEETINGS**

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9 A. A quorum shall consist of a majority of the voting members of the Board of  
10 Trustees.  
11

12 B. Those members present in person shall constitute a quorum at any meeting of the  
13 Board of Trustees that is duly called pursuant to the provisions of the Bylaws.  
14

15 C. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or  
16 applicable provisions of law, the Board of Trustees shall conduct no business when  
17 the required quorum is not satisfied. The only motion that the President shall  
18 entertain at such meeting shall be a motion to adjourn.  
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## 21 **SECTION 13. VOTING**

22

23 At the direction of the Board of Trustees, the voting on any matter, including the election  
24 of officers, may be conducted by mail, electronically, 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  
31 is properly noticed and held where a quorum is present shall be deemed to be an act or  
32 decision of the Board of Trustees, unless the Articles of Incorporation, these Bylaws, or  
33 applicable 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  
40 both the President and Vice President, an ad hoc Chairperson, selected by the  
41 majority of the 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  
44 of Trustees. In the absence of the Secretary, the presiding officer shall appoint  
45 another person to act as an ad hoc Secretary of the meeting.  
46

1 C. Meetings shall be governed by Robert's Rules of Order, provided that such rules  
2 are not inconsistent or in conflict with the Articles Incorporation, these Bylaws, or  
3 applicable provisions of law.  
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6 **SECTION 16. VACANCIES**  
7

8 A. Vacancies on the Board of Trustees shall be deemed to exist.  
9

- 10 (1) Upon the death, resignation, or removal of any Trustee; or  
11 (2) Whenever the number of authorized Trustees is increased.  
12

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  
15 date for such resignation. No Trustee may resign if the Foundation would be left  
16 without a duly elected Trustee or Trustees to conduct the business of the  
17 Foundation, except upon notice to the Office of the Attorney General or other  
18 appropriate agency of the State of Hawai'i.  
19

20 C. Trustees may be removed from office, with or without cause, as permitted by and  
21 in accordance with applicable provisions of laws. The subject Trustee shall be  
22 provided with reasonable notice of a hearing on the consideration of his or her  
23 removal from the Board. A removal shall be sustained only by a three-fourth vote  
24 of all Trustees.  
25

26 D. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or  
27 applicable provisions of law, vacancies on the Board may be filled by approval of  
28 the Board of Trustees. If the number of Trustees in office is less than a quorum, a  
29 vacancy on the Board may be filled by approval of a majority of the sitting Trustees  
30 or by a sole remaining trustee. A person elected to fill a vacancy on the Board shall  
31 hold office until the next formal election of the Board or upon his or her death,  
32 resignation, or removal from office.  
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35 **SECTION 17. NON-LIABILITY OF TRUSTEES**  
36

37 The Trustees shall not be personally liable for the debts, liabilities, or other obligations of  
38 the Foundation.  
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41 **SECTION 18. INDEMNIFICATION BY FOUNDATION OF TRUSTEES AND OFFICERS**  
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43 The Trustees and Officers of the Foundation shall be indemnified by the Foundation to  
44 the fullest extent permitted under the laws of the State of Hawai'i.  
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**ARTICLE IV**

1 **OFFICERS**

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4 **SECTION 1. DESIGNATION OF OFFICERS**

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

- 7  
8 1) President;  
9 2) Vice President  
10 3) Secretary; and  
11 4) Treasurer.

12  
13 B. One person may hold two or more officer simultaneously, provided that the  
14 Foundation has at least two officers.

15  
16 C. The Foundation may also have a Chairperson of the Board, one or more Vice  
17 Presidents, Assistant Secretaries, Assistant Treasurer, and other such officers  
18 with such titles as may be determined from time to time by the Board of Trustees.  
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21 **SECTION 2. QUALIFICATIONS**

22  
23 Any Trustee with voting power may serve as officer of the Foundation.  
24

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

27  
28 A. Officers shall be elected annually by the Board of Trustees at the first regular  
29 meeting of the year held in January.

30  
31 B. Each Officer shall hold office until he or she resigns, is removed, is otherwise  
32 disqualified to serve, or until his or her successor is elected and qualified,  
33 whichever occurs first.  
34

35 C. Nominations for officer positions will be made or presented at the last regular  
36 meeting of the year. Voting shall be by a show of hands at the regular Board  
37 meeting held in January.  
38

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

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

11 The President shall be responsible to:

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

36 The Vice President shall be responsible to:

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39 A. Perform all the duties of the President in the event of the President's inability or  
40 refusal to act. When so acting, the Vice President shall have all the powers of, and  
41 be subject to all the restrictions of the President; and  
42  
43 B. Perform all duties incident to his or her office and such other duties as may be  
44 required by the Articles of Incorporation, these Bylaws, applicable provisions of  
45 law, or any other duties that may be prescribed from time to time by the Board of  
46 Trustees.

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2 **SECTION 6. DUTIES OF THE SECRETARY**  
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4 The Secretary shall be responsible to:

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

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3 The Treasurer shall be responsible to:

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- 5 A. If required by the Board of Trustees, execute a bond for the faithful discharge of  
6 his or duties in such sum and with such surety or sureties as the Board shall  
7 determine;
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  - 9 B. Have charge and custody of, and be responsible for, all funds and securities of the  
10 Foundation and deposit all such funds in the name of the Foundation in such  
11 banks, trust companies, or other depositories as shall be determined by the Board  
12 of Trustees;
  - 13
  - 14 C. Receive and give receipt for moneys due and payable to the Foundation from any  
15 source whatsoever;
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  - 17 D. Disburse or cause to be disbursed, the funds of the Foundation as may be directed  
18 by the Board of Trustees, taking proper vouchers for such disbursements;
  - 19
  - 20 E. Keep and maintain accurate, adequate and correct accounts of the Foundation's  
21 properties, business transactions, including accounts of its assets, liabilities,  
22 receipts, disbursements, gains and losses;
  - 23
  - 24 F. Permit inspection of the books of account and financial records upon written  
25 request and at mutually agreeable times to any Trustee or to his or her authorized  
26 agent or attorney;
  - 27
  - 28 G. Whenever requested, report to the President and the Board of Trustees, and  
29 account of any or all of the transactions performed in his or her capacity as  
30 Treasurer, including reports on the financial condition of the Foundation;
  - 31
  - 32 H. Prepare or cause to be prepared or certify or cause to be certified, the financial  
33 statements of the Foundation for inclusion in any required reports;
  - 34
  - 35 I. Arrange for an annual audit of the financial affairs of the Foundation by an  
36 independent auditor approved by the Board of Trustees;
  - 37
  - 38 J. Have the authority to designate a book keeper to record all or part of the financial  
39 transactions of the Foundation;
  - 40
  - 41 K. Have the authority to designate a Certified Public Accountant to audit the finances  
42 of the Foundation and file tax statements annually on its behalf; and
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  - 44 L. Perform all duties incident to his or her office and such other duties as may be  
45 required by the Articles of Incorporation, these Bylaws, applicable provisions of

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law, or any other duties that may be prescribed from time to time by the Board of Trustees.

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**ARTICLE V  
COMMITTEES**

**SECTION 1. STANDING COMMITTEES**

The President shall appoint chairpersons, to serve one-year terms, to head the standing committees listed below:

A. Program Support Committee, the purpose of which shall be to:

1. Enhance existing studies and programs pertaining to 4-H as well as other related educational programs for young men and women up to age 19;
2. Augment existing training for 4-H youth participants and adult leaders;
3. Provide incentives for youth and adult participation in such activities;
4. Augment the development of new programs essential to the furtherance of 4-H and other similar activities for young men and women;
5. Review all grant and proposal requests presented to the Foundation for action; and
6. Provide the Board of Trustees with recommendations for the funding of all grant and proposal requests.

Members of the Program Support committee may consist of persons who are not trustees. Committee members who are not trustees shall act in an advisory capacity only

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

1. Finance educational trips for 4-H youth and their adult leaders at island, state, regional, national, and/or international events; and
2. Award scholarship and fellowships to outstanding 4-H youth and Cooperative Extension Service staff members for training and research related to the youth program; and
3. A representative of the Hawai'i 4-H Alumni Association shall serve as chairperson of the Individual Member Support Committee.

- 1 C. Marketing and Communications Committee, the purposes of which shall be to:  
2  
3 1. Periodically review and identify the public relations needs of the Foundation;  
4  
5 2. Provide overall coordination in the promotion of the mission, goals,  
6 program, and activities of the Foundation;  
7  
8 3. Coordinate the publication of a newsletter to educate youth participants,  
9 leaders, educational institutions, community, business, industry, and the  
10 general public on the mission, goals, and programs of the Foundation; and  
11  
12 4. Coordinate all information technology for the Foundation, including email  
13 communications, announcements, and updating of the Foundation's  
14 website.  
15
- 16 D. Nominations Committee, the purposes of which shall be to:  
17  
18 1. Coordinate the timely filling of trustee vacancies on the Board of Trustees,  
19 including reviewing and screening trustee candidates; and  
20  
21 2. Provide the Board of Trustees with candidate recommendations for trustee  
22 positions;  
23  
24 3. Coordinate the timely filling of officer vacancies on the Board of Trustees,  
25 including reviewing and screening officer candidates; and  
26  
27 4. Provide the Board of Trustees with candidate recommendations for officer  
28 positions.  
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- 30 E. Fund Raising Committee, the purposes of which shall be to:  
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32 1. Periodically review and assess the Foundation's fund raising practices;  
33  
34 2. Provide the Board of Trustees with recommendations for increasing income  
35 to the Foundation; and  
36  
37 3. Coordinate all fund raising events sponsored by the Foundation.  
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39
- 40 F. Executive Committee, the purpose of which shall be to:  
41  
42 1. To the extent permitted by the Articles of Incorporation, these Bylaws, and  
43 applicable provisions of law, manage the business and affairs of the  
44 Foundation to support the programs and proposals of the State 4-H Leader.  
45

- 1           2.     The Board of Trustees may, by majority vote of its members, designate such  
2           Executive Committee consisting of the President, Vice-President,  
3           Treasurer, Secretary, Program Support Committee Chair, and Fund Raising  
4           Committee Chair and may delegate to such committee the powers and  
5           authority of the Board in the management of the business and affairs of the  
6           Foundation.  
7  
8           3.     By a majority vote of its members, the Board of Trustees may at any time  
9           revoke or modify the composition of the members of Executive Committee  
10          and fill vacancies on such committee from members of the Board.  
11  
12          4.     The Executive Committee shall keep regular minutes of its proceedings,  
13          cause them to be filed with the corporate records, and report the same to  
14          the Board from time to time as the Board may require.  
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## 16           **SECTION 2. SPECIAL COMMITTEES**

- 17  
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19          A.     The President, from time to time, may establish special committees necessary to  
20          further the work of the Foundation. Such committees shall be automatically  
21          discharged upon the presentation of its final report to the board of Trustees.  
22  
23          B.     Members of special committees may consist of persons who are not trustees.  
24  
25          C.     Committee members who are not trustees shall act in an advisory capacity only.  
26  
27

## 28           **SECTION 3. PLAN OF ACTION**

- 29  
30          A.     The Chairperson on each standing committee shall present a plan of action for  
31          approval by the Board of Trustees.  
32  
33          B.     No committee work shall be undertaken without the consent an approval of the  
34          Board of Trustees.  
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**ARTICLE VI**  
**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

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**SECTION 1. FISCAL YEAR**

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

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**SECTION 2. EXECUTION OF INSTRUMENTS**

- 22 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.
- 23 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.

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**SECTION 3. CHECKS AND NOTES**

30 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

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**SECTION 4. DEPOSITS**

37 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.

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**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 VI  
CORPORATE RECORDS, REPORTS, AND SEAL**

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**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Foundation shall maintain at its principal office:

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- 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 the names and addresses and, if applicable, the class of membership held by each member and the termination date of memberships;
  - D. The corporate seal; and
  - E. Copies of the Foundation's Articles of Incorporation and Bylaws as amended to date.

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**SECTION 2. CORPORATE SEAL**

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- A. The corporate seal of the Hawai'i 4-H Foundation shall have inscribed thereon the name of the corporation, the year of incorporation, and the words, "State of Hawai'i."
  - B. The Board of Trustees 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.

1 B. Any inspection under the provision of this Article may be made in person or by  
2 agent or attorney. The right of inspection shall include the right to copy and make  
3 extracts.  
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6 **SECTION 4. ANNUAL OR PERIODIC REPORTS**

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

**SECTION 1. LIMITATION ON ACTIVITIES**

- A. Except as otherwise permitted by Section 501(h), Internal Revenue Code, no substantial portion of the activities of this Foundation shall include engaging in the promotion of propaganda, including attempting to influence legislation. This Foundation shall not participate in, intervene in, campaign on behalf of, or campaign in opposition to, any candidate for public office, including the publication or distribution of statements relating thereto.
- B. Notwithstanding any other provision in these Bylaws, this Foundation shall not engage in any activities that are prohibited.
1. For corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or
  2. For corporation to which contributions are tax-deductible under Section 170(c)(2) of the Internal Revenue Code.

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

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

**SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this Foundation by a vote of three-fourths of its Trustees, all assets remaining after payment or provision of payment of all debts and liabilities of the Foundation shall be distributed exclusively for the use and benefit of the 4-H program or for charitable or educational purposes. Such distribution shall be made in accordance with the meaning and intent of Section 501(c)(3) of the Internal Revenue Code and any other applicable provisions of law.

**ARTICLE IX  
AMENDMENT OF BYLAWS**

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- A. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by approval of two-thirds of the Board of Trustees. A thirty-day notice of the meeting shall be required for any action on the alteration, amendment, or repeal of the existing Bylaws, and/or the adoption of new Bylaws.
  
- B. Voting on the alteration, amendment, or repeal of the existing Bylaws, and/or the adoption of new Bylaws, may be conducted by electronic or written means, provided the votes are submitted within a specified time period to the Secretary after due notification as provided above in paragraph A.