

BY LAWS

O'AHU RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL
(A Hawaii nonprofit corporation)

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ARTICLE I

ORGANIZATION OF CORPORATION AND ACTIVITIES

The Corporation is organized and shall be operated exclusively for the exempt purposes set forth in the articles of incorporation, as permitted to a Hawaii nonprofit corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and all of the Corporation's activities shall be performed in furtherance of such exempt purposes.

ARTICLE II

OFFICES AND REGISTERED AGENT

The Corporation shall continuously maintain mailing and street addresses of its principal, registered office and a registered agent. The principal office shall be located on the Island of Oahu, State of Hawaii. The street address may be the same as the mailing address so long as the street address is not a post office box. The agent must be a resident of or an entity authorized to conduct business in Hawaii and have a business office at the street address of the Corporation. The Corporation may change its office addresses or agent in the manner provided by the Hawaii Nonprofit Corporations Act, Hawaii Revised Statutes (HRS) 414D-72 and -73.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Number and Composition of Directors. The Board of Directors shall consist of not less than three (3) individuals, with the number fixed by the Board in accordance with Section 3.3, below. The Board may increase or decrease the number of directors from time to time, provided that the number of directors is not less than three.

To the extent practicable, the Board shall strive to have broad geographic representation in the directors, including representatives from the three O'ahu Soil and Water Conservation Districts (West O'ahu Soil and Water Conservation District, South O'ahu Soil and Water Conservation District, and Windward Oahu Soil and Water Conservation District).

Section 3.2 Term of Office and No Remuneration. All directors shall hold office for three (3) year terms. Directors may hold office for successive terms; provided, that after two successive terms, a director must remain off of the Board for at least one year before being eligible to serve, again. The term of a director filling a vacancy expires at the end of the unexpired term that the director is filling. Even if a term has expired, a director shall continue to serve until the director's successor is elected.

All directors shall serve without remuneration or expectation of remuneration. Remuneration does not include payment of reasonable expenses and indemnification or insurance for actions as a director, as allowed under Article X.

Section 3.3 Annual Meeting and Election. The Corporation shall hold an annual meeting at such time as the Board of Directors may designate. At the annual meeting (or other special meeting), the Board may decide upon the number of directors for the ensuing year (which number may be decreased or increased thereafter in accordance with Section 3.1), elect directors and officers, as necessary, and transact any general business, which may be brought before the meeting.

Section 3.4 Vacancies. The Board of Directors may fill a vacancy occurring on the Board by appointment. If a vacancy will occur at a specified later date (by reason of a resignation effective at a later date or otherwise), the Board may fill the vacancy before it occurs so long as the new director does not take office until the vacancy occurs.

Section 3.5 Resignation of Directors. A director may resign at any time by giving written notice to the Board of Directors, President or Secretary. Such resignation will be effective when the notice is effective, unless the notice specifies a later effective date. If the notice specifies a later effective date, the Board may fill the vacancy before that date so long as the successor does not take office until the effective date.

Section 3.6. Removal and Missing Meetings as a Cause For Removal. The Board may remove a director from office without cause by the affirmative vote of two-thirds (2/3) of the directors. In no event shall such vote be made with less than two-thirds vote of the directors.

A director may be subject to removal for failing to attend two (2) consecutive board meetings without good cause. The director may be removed only if a majority of the directors in office vote for the removal.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 Regular Meetings. If the bylaws or the Board fixes the time and place of a directors meeting, the meeting is a regular meeting. Notice of regular meetings shall be given in accordance with Section 4.3.

Section 4.2 Special Meetings. All meetings other than regular meetings are special meetings. Notice of each special meeting shall be given in accordance with Section 4.3.

Section 4.3 Call and Notice of Meetings/Special Circumstances. The President or any three (3) directors may call meetings of the board. The Secretary shall give notice of each meeting for which notice is required.

(1) Notice Requirements. Regular meetings may be held without notice, except as provided below. Special meetings must be preceded by at least two (2) days' notice to each director of the date, time, place, and may or may not state the purpose of the meeting, except as provided below.

Any Board action to approve a matter described below must be preceded by at least seven (7) days' written notice to each director indicating that the matter will be voted upon and other information as required under the rules, unless such notice is waived by a director as provided in Section 4.3(3).

- (i) Election of directors;
- (ii) Filling a vacancy on the Board;
- (iii) Removal of a director;
- (iv) Approval of a conflict of interest transaction;
- (v) Determination and authorization of indemnification;
- (vi) Amendment of the articles of incorporation (including restatement of the articles);
- (vii) Amendment of the bylaws;
- (viii) Approval to increase or decrease the quorum or voting requirements;
- (ix) Approval of a plan of merger (the notice must also state that the purpose is to consider the proposed merger); mergers shall be performed in accordance with the Nonprofit Corporations Act, and prior written notice to the attorney general shall be made and approvals obtained as required by the Act;
- (x) Approval of a sale or other disposition of all, or substantially all, of assets other than in the usual and regular course of business (the notice shall also state that the purpose of the meeting is to consider the sale or other disposition of all, or substantially all, of the assets of the Corporation and contain a copy or summary of the transaction); written notice shall be provided to the attorney general twenty (20) days before the actual disposition of the assets, unless waived by the attorney general;
- (xi) Approval of a plan of conversion (the notice must also state that the purpose of the meeting is to consider the proposed conversion);

(xii) Approval of a plan of dissolution of the Corporation (the notice must also state that the purpose of the meeting is to consider dissolution and contain a copy or summary of the plan); dissolution shall be performed in accordance with the Nonprofit Corporations Act, and prior written notice to the attorney general shall be given as required by the Act.

(2) Form of Notice and Effectiveness. Unless otherwise required, notice may be oral or written. Oral notice is effective when it is communicated. Written notice is effective at the earliest of the following: when received, five (5) days after it is mailed, or on the date shown on the return receipt signed by or on behalf of the addressee, if sent by registered or certified mail.

(3) Waiver of Notice. A director may waive any required notice by submitting a signed waiver of notice or by attending and participating in a meeting without objecting to the lack of notice.

Section 4.4 Decision-Making By Meeting and Quorum. The Board of Directors shall make decisions by holding a meeting at which a quorum is present either in person and/or by wireless communication, as described below. Alternatively, the Board may make decisions without holding a meeting under Section 4.5. In making any such decision, a director may not vote by proxy.

Where board decisions will be made at a meeting, a majority of the directors in office immediately before the meeting begins will constitute a quorum. Unless the Hawaii Nonprofit Corporations Act, articles or bylaws require a greater vote, a majority of the directors present at the meeting at which a quorum is present will be the decision of the Board. Each director shall be entitled to one (1) vote.

In establishing a quorum, the Board may allow any director (or all directors) to participate in the meeting by any means of communication whereby all participating directors can hear each other at the same time (e.g., telephone conference). Participation by such means whereby directors can hear each other at the same time shall constitute presence in person at a meeting. (Please note that email communication is not an allowable method to hold a meeting by wireless communication because all directors cannot “hear” each other at the same time.)

Section 4.5 Decision-Making Without Meeting. Any action permitted to be taken at a meeting of the board may be taken without a meeting if all the directors unanimously sign one or more written consents describing the action taken and include such consent(s) in the corporate records. The action taken is effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent(s) shall have the same effect as a meeting vote.

ARTICLE V

POWERS/DUTIES OF THE BOARD AND COMMITTEES

Section 5.1 Powers/Duties of the Board and Inspection of Documents. All corporate powers are vested in the Board of Directors to the extent permitted by the laws of the State of Hawaii and the Internal Revenue Code, including the power to do all things necessary, not inconsistent with the law, to further the activities of the Corporation. The Board shall conduct, manage and control the affairs and business of the Corporation, and promulgate and enforce rules and regulations, consistent with state and federal laws, the articles of incorporation and bylaws, and corporate policies.

A director may inspect the books and records of the Corporation upon written request to the President or Secretary. A request to inspect shall be for a proper purpose, consistent with the individual's role as an officer of the Corporation. The Corporation shall allow inspection within a reasonable time following such a request.

Section 5.2 Committees of the Board and Advisory Committees.

(1) Committees of the Board. A "committee of the board" is a committee whose members consist of two (2) or more directors. Only directors shall sit on a committee of the board. The Board of Directors may create committees of the board and appoint members of the Board to serve on them by a vote of a majority of the directors. Each committee of the board shall have all the authority of the Board to the extent specified by the Board; provided, however, that a committee of the board may not (a) authorize distributions, (b) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets, (c) elect or remove directors or fill vacancies on the Board or on any of its committees, or (d) adopt, amend, or repeal the articles of incorporation or the bylaws.

(2) Advisory Committees. An "advisory committee" is a committee whose members include non-directors. The Board of Directors may create advisory committees in the same manner as committees of the board. Advisory committees shall have such powers as authorized by the Board; provided, however, that advisory committees can only act in an advisory capacity to the Board and in no case shall exercise Board authority.

(3) Committee Meetings, Notice and Voting. Sections 4.1 to 4.5, above, which govern meetings, notice and waiver of notice, quorum and voting requirements, and action without meetings of the Board, apply to committees and their members.

Section 5.3 Standing and Special Committees. Committees of the board and advisory committees may further be classified as standing or special (ad hoc) committees, as determined by the Board. Standing committees are those committees of the board or advisory committees with a continuing existence. Special committees are those committees of the board or advisory committees, created for a special situation and whose existence may not be permanent.

ARTICLE VI

OFFICERS

Section 6.1 Designation and Authority. The officers of the Corporation shall be the President, Vice-President, Treasurer and Secretary, and such assistant officers as the Board of Directors shall designate. The officers shall perform the duties and have the authority as described in the bylaws, or to the extent consistent with the bylaws, as determined in a resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties of other officers.

Section 6.2 Election and Term of Office. The Board of Directors shall elect the officers at the annual meeting or at such other time as the Board may determine. Officers shall be elected for one (1) year terms and may be elected for successive terms. The same individual may simultaneously hold more than one office, provided that not less than two persons shall be officers.

Section 6.3 Resignation and Removal. An officer may resign by giving written notice to the Corporation, and the resignation will be effective when the notice is effective unless the notice specifies a future effective date. If the resignation is made effective at a future date, the Board of Directors may fill the vacancy before the effective date, provided the successor does not take office until the effective date. The Board may remove an officer at any time with or without cause.

Section 6.4 President. The President shall preside at all meetings of the Board of Directors and have general charge and supervision of the Corporation. Without limiting the foregoing, the President shall have the authority to call special meetings of the board and prescribe the duties of other officers. The President shall perform such other duties as are incident to the office or are required by the Board of Directors.

Section 6.5 Vice-President. In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall have such powers and perform such other duties as from time to time may be prescribed by the Board of Directors or President.

Section 6.6 Treasurer. The Treasurer shall exercise general supervision over the receipt, custody, and disbursement of corporate funds. The Treasurer shall perform such other duties assigned by the Board of Directors or President.

Section 6.7 Secretary. The Secretary shall have the following duties:

- (1) Prepare (or cause to be prepared) the minutes of Board and committee meetings;
- (2) Give (or cause to be given) proper notice of all meetings of the Board of Directors and of any committee in accordance with Section 4.3;
- (3) Authenticate records;
- (4) Keep and maintain (or cause to be kept and maintained) the records and reports described in Section 8.3; and
- (5) Perform all other duties assigned by the Board of Directors or President.

ARTICLE VII

STANDARDS OF CONDUCT: DIRECTORS AND OFFICERS

A director and an officer shall discharge his or her duties as a director/officer or member of a committee in good faith, with ordinary care, and in the Corporation's best interests. In performing such duties, a director or an officer is entitled to rely on information, opinions, reports, or statements if prepared or presented by (1) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented, (2) legal counsel, public accountants, or other persons regarding matters the director or officer reasonably believes are within the person's professional or expert competence, or (3) in the case of a director, a committee of the board of which the director is not a member regarding matters within its jurisdiction and the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge, which would make reliance upon these persons or committee unwarranted.

A director or an officer who acts in compliance with this section will not be liable to the Corporation or any other person for actions and omissions. A director who serves without remuneration or expectation of remuneration shall not be liable for any action or omission while in office, unless grossly negligent.

ARTICLE VIII

ADMINISTRATION

Section 8.1 Fiscal Year. The fiscal year of the Corporation is January 1 through December 31, or as may otherwise be established by the Board of Directors.

Section 8.2 Required State Annual Report to be Filed. The Corporation shall file a state annual report with the Department of Commerce and Consumer Affairs on a form furnished by the Department on or before December 31 of each year and shall reflect the state of the Corporation's affairs as of October 1 of the year when filed.

Section 8.3 Required Records. The Corporation shall develop a document retention and destruction schedule, which shall include the following records, among other corporate records as applicable:

(1) Permanent records of the following: minutes of the meetings of the Board of Directors, a record of all actions taken by the directors without a meeting under Section 4.5, and a record of all actions taken by committees of the board as authorized under Section 5.2(1), above;

(2) Appropriate accounting records;

(3) The articles of incorporation (or restated articles) and all amendments currently in effect;

(4) The bylaws (or restated bylaws) and all amendments currently in effect;

(5) A list of the names and business or home addresses of the Corporation's current directors and officers;

(6) The state annual reports filed with the Department of Commerce and Consumer Affairs;

(7) The federal application for exemption (Form 1023) from federal income tax (including all documents in support of the application), the IRS exemption ruling letter, and annual information returns (Form 990 series);

(8) If the Corporation has applied for and obtained exemption from state general excise taxes, the state application for exemption from general excise taxes (including all documents in support of the application) and the state exemption certification.

Section 8.4 Designated Person(s) With Signing Authority. The Board of Directors shall designate by resolution an individual or individuals to sign checks, contracts and other instruments. Unless authorized by the Board, no director, officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or other instrument.

Section 8.5 Management of Conflicts of Interest. The Board of Directors shall ensure that the affairs of the Corporation are managed in an ethical manner without improper conflicts of interest by following the mandates of the Corporation's conflict of interest policy.

Section 8.6 Matters that May Require Amendment/Restatement of the Articles and Bylaws. The Board of Directors shall ensure that the articles of incorporation and bylaws are amended or restated, as necessary, to coincide with changes in operations, purposes and the law. All amendments to the bylaws shall be consistent with the articles of incorporation.

Section 8.7 Notification to State and IRS of Material Changes. If the Corporation's name, mailing address, or street address changes, the Corporation shall notify the State Department of Commerce and Consumer Affairs (DCCA), State Department of Taxation, and IRS.

If there is any material change to the Corporation, including structural and operational changes, the Corporation shall notify the IRS in writing and also in the annual information return (Form 990 series) and the State Department of Taxation (if the Corporation has obtained state exemption from general excise taxes).

Section 8.8 Taxes and Annual Filings. Hawaii imposes two taxes that are potentially applicable to the Corporation: income tax and general excise taxes. Employment and other state, federal and local taxes may also be applicable. The Board of Directors shall consult with the Corporation's tax advisor to ensure that all state and federal tax filings are submitted and applicable taxes are paid.

Section 8.9 Solicitation Requirements and Registration With State Attorney General.

(1) Registration With Attorney General Prior to Solicitation. The Corporation shall register with the state department of the attorney general before conducting any solicitation for money or thing of value, as defined in Hawaii Revised Statutes Section 467B-1. Such registration must be filed at such time and include such financial and other reports as required under the law. The Corporation shall consult with its tax or legal advisor to ensure proper compliance.

(2) Use of Unregistered Professional Persons Prohibited. The Corporation shall not use the services of an unregistered professional solicitor or professional fundraising counsel as defined in Chapter 467B of the Hawaii Revised Statutes in the solicitation of contributions.

Section 8.10 Public Inspection of Documents. The Corporation shall make the following documents available for public inspection and copying upon request:

- The federal exemption application (Form 1023), along with all documents submitted with and in support of the application, and the IRS's exemption ruling letter.
- The federal annual information return (Form 990 series) with schedules, attachments, and supporting documents, filed with the IRS. A corporation that files Form 990 or 990-EZ does not have to disclose the names and addresses of contributors.

The Corporation may place reasonable restrictions on the time, place, and manner of in-person inspection and copying, and may charge a reasonable fee for providing copies. The fee shall be no more than the copies per page rate that the IRS charges (see www.irs.gov/foia/index.html). The Corporation does not have to comply with individual requests for copies if it makes the documents widely available, such as by posting them on a Website.

The Board shall review the specific disclosure rules and procedures located on the IRS's website (www.irs.gov/eo) on the Life Cycle of a Public Charity and the instructions to Forms 990, 990-T and 1023.

ARTICLE IX

LIMITATIONS: DISTRIBUTIONS; LOANS/GUARANTIES; NONPROFIT; PRIVATE INTEREST/LEGISLATIVE ACTIVITIES

Section 9.1 Distributions Prohibited. The Corporation shall not make any distribution, except as otherwise provided under the law. "Distribution" means the payment of a dividend or any part of the income or profit of a corporation to its directors or officers. (HRS 414D-14.)

Section 9.2 Loans or Guaranties Prohibited. The Corporation shall not lend money to or guaranty the obligation of a director or officer of the Corporation. The Corporation shall further not lend money where the money is intended to be used for political purposes, such that it would violate the prohibition against political campaign activity of an exempt corporation.

Section 9.3 Restrictions--Private Interest; Political and Legislative Activities.

(1) Private Benefit and Inurement. The Corporation shall not allow more than an insubstantial accrual of private benefit to individuals or organizations. This restriction is to ensure that a tax-exempt organization serves a public interest, not a private one. Accordingly, no part of the Corporation's net earnings may benefit any person who has a personal or private interest in the activities of the Corporation such as an officer, director, or a key employee.

(2) Political Campaign Intervention. The Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) a candidate for public office. Contributions to political campaign funds or public statements of position made on behalf of the Corporation in favor of or in opposition to any candidate for public office is a violation of this prohibition against political campaign activity.

(3) Legislative Activities. The Corporation shall not engage in substantial legislative activity, commonly referred to as lobbying. Generally, an organization will be regarded as attempting to influence legislation if it contacts, or urges the public to contact, members or employees of a legislative body for purposes of proposing, supporting or opposing legislation or if the organization advocates the adoption or rejection of legislation.

ARTICLE X

LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION

The personal liability of a director to the Corporation for any monetary damage because of a breach of the director's duties to the Corporation shall be limited to the extent specified in Article VII of the articles of incorporation. The Corporation shall also indemnify and advance expenses to a director, an officer, an employee, or an agent consistent with Article VII of the articles.

ARTICLE XI

AMENDMENTS OF THE BYLAWS/ARTICLES OF INCORPORATION

These bylaws and the articles of incorporation may be amended or restated by the Board of Directors by an affirmative vote of not less than a majority of the Board at a meeting duly called and noticed for that purpose under Section 4.3(1), and in the manner provided by the Hawaii Nonprofit Corporations Act, as amended.

CERTIFICATION

I certify that I am the Secretary of the Corporation and that the Board of Directors adopted these bylaws on 5 OCTOBER 2010, and the bylaws are currently effective. These bylaws supersede the prior bylaws with amendments made as of December 10, 2009.

Date: 5 OCTOBER 2010

Secretary

