

BYLAWS
of
JAMES CAMPBELL HIGH SCHOOL ALUMNI & COMMUNITY FOUNDATION
(a Hawaii nonprofit corporation)

(Chapter 414D, Hawaii Revised Statutes)

ARTICLE 1

GENERAL

SECTION 1.1 Principal Office. The principal office of the Corporation shall be maintained at such place within or without the State of Hawaii as the Board of Directors shall determine.

SECTION 1.2 Seal. The Corporation may, but need not, have a corporate seal. The seal of the Corporation shall be in such form and shall bear the name of the Corporation and such other words, devices and inscriptions as the Board of Directors from time to time shall prescribe.

SECTION 1.3 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 1.4 Purposes. The principal purpose of the Corporation, at least initially, is to foster and nurture the growth and development of Campbell High School and the Campbell community through active involvement of students, faculty, alumni and other individuals committed to lifelong learning and the desire to create a healthy, safe and caring community. Additional purposes of the Corporation include the following:

- (a) Provide career awareness, focus and experience for every student in the Campbell Complex;
- (b) Develop gender equitable curricula to infuse quality educational opportunities related to careers and career applications;
- (c) Ensure that all students develop requisite affective attitudes, skills, values and ethics as a basis for successful living;
- (d) Develop an appropriate school-to-career transition plan for every student;
- (e) Create a true "partnership" in which every contributor is fully committed to the maintenance and continuation of a self-sustaining Campbell High School Alumni & Community Foundation;

(f) Facilitate teacher support in the form of resources, planning time and practical experiences;

(g) Encourage and facilitate communication and articulation between Complex Elementary Schools, Intermediate/High School, Post-Secondary Educational Institution and Community;

(h) Increase academic standards;

(i) Increase contextual learning;

(j) Encourage alumni participation and involvement in the Corporation's activities and projects.

ARTICLE 2

MEMBERS

SECTION 2.1 Members. Membership in the Corporation shall consist only of the members of the Board of Directors. Honorary, non-voting membership in the Corporation may be granted to alumni, community residents and others in accordance with policies and procedures set forth by the Board of Directors.

ARTICLE 3

BOARD OF DIRECTORS

SECTION 3.1 Number and Qualification of Directors. The number of directors of the Corporation shall be determined by the Board of Directors at the annual meeting of directors, or at any regular or special meeting of directors called for such purpose, provided that the Corporation shall have not less than nine (9) nor more than nineteen (19) directors. All directors shall be individuals and at all times a majority of the Directors shall be alumni of James Campbell High School.

SECTION 3.2 Election of Directors. The directors shall be elected by the directors of the Corporation at the annual meeting of directors, or at any regular or special meeting of directors called for such purpose. Each director shall have one (1) vote for each directorship to be filled and the nominees, up to the number of such directorships, receiving the highest number of votes shall be elected.

SECTION 3.3 Terms of Directors. Each director shall hold office for a term of one year and until a successor is duly elected and qualified.

SECTION 3.4 Annual Meeting. The annual meeting of the Board of Directors shall be held within the first four months of the fiscal year of the Corporation, as may be specified by the Chairperson, if any, or President in the absence of a Chairperson. At the annual meeting of the Board, the Board shall appoint the officers of the Corporation, shall transact any general business that may be brought before the meeting, and shall take such other corporate action as may be appropriate.

SECTION 3.5 Regular Meetings. The Board of Directors may establish regular meetings of the Board, to be held at such places and at such times as the Board may from time to time determine. When any such regular meeting or meetings shall be so established, no further notice thereof shall be required.

SECTION 3.6 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairperson, the President or by any two (2) directors.

SECTION 3.7 Notice of Special Meetings. Notice of meetings of the Board of Directors, stating the place, day and time thereof, shall be given to each director by the Secretary or by the person or persons calling the meeting: (a) by leaving the notice with the director personally or by leaving the notice at the director's residence or usual place of business at least two (2) days before the date of the meeting; (b) by personal telephone call to the director at least two (2) days before the date of the meeting; (c) by email, facsimile or other electronic notice to the director at the address specified by the director, at least two (2) days before the date of the meeting; or (d) by mailing the notice, first class postage prepaid, addressed to the director at the director's address as it is shown on the records of the Corporation, at least seven (7) days prior to the time of the meeting.

SECTION 3.8 Waiver of Notice. A director may waive any notice in writing signed by the director, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director at the beginning of the meeting or prior to the vote on a matter not properly noticed objects to lack of notice and does not thereafter vote for or assent to the objected to action.

SECTION 3.9 Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place as is stated in the call for the meeting.

SECTION 3.10 Quorum and Vote. Unless otherwise required by law, the Articles or these Bylaws, a quorum of the Board of Directors consists of a majority of the directors in office immediately before a meeting begins. Unless otherwise required by law, the Articles or these Bylaws, if a quorum is present, the affirmative vote of the directors present is the act of the Board.

SECTION 3.11 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors

entitled to vote on the subject matter of the meeting. The consent shall be filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specified a different effective date.

SECTION 3.12 Participation by Conference Telephone. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can simultaneously hear each other. Participation by this means shall constitute presence in person at a meeting.

SECTION 3.13 Removal of Directors / Resignation. A director elected by the Board may be removed without cause by the vote of two-thirds of the directors then in office. Any director may be removed for missing three out of five consecutive meetings if a majority of the directors then in office vote for the removal. Resignation from the Board must be in writing and received by the Secretary.

SECTION 3.14 Director Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even if such remaining directors constitute less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

SECTION 3.15 Powers. Except as otherwise provided in the Hawaii Nonprofit Corporations Act, all corporate powers shall be exercised by or under the authority of the Board of Directors, including the management of the Corporation's affairs.

SECTION 3.16 Nominating Committee. There shall be a nominating committee of three persons, who shall be elected by the Board of Directors at least thirty (30) days before the end of the fiscal year, but, upon failure of the Board to so elect, shall be appointed by the Chairperson. The Nominating Committee shall nominate one or more persons to stand for election to each directorship to be filled by the Board of Directors at the annual meeting. Any two (2) directors may submit the names of other persons with their qualifications to the Nominating Committee, which persons shall be added to the slate of nominees for election to the Board of Directors if such persons are eligible for election.

SECTION 3.17 Committees of the Board. The Board of Directors, by resolution adopted by the Board, may designate and appoint one or more committees of the Board.

(a) Each committee shall have two or more directors, who shall serve at the pleasure of the Board. The creation of the committee and appointment of members to it must be approved by a majority of all directors in office when the action is taken.

(b) The provisions in these Bylaws relating to the Board's meetings, action without meetings, notice, waiver of notice, quorum and voting shall apply to committees of the Board and their members.

(c) To the extent provided by the Board, each committee of the Board may exercise the Board's authority; provided, however, a committee of the Board may not:

- (i) Authorize distributions;
- (ii) Approve the dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- (iii) Elect, appoint or remove directors or fill vacancies on the Board or on any of its committees;
- (iv) Adopt, amend or repeal the Articles of Incorporation or Bylaws;
- (v) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property.

(d) The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct required by law.

SECTION 3.18 Standing Committees. Subject to the provisions of Section 3.17, above, there shall be established the following committees:

(a) **Executive Committee.** The officers shall serve as the members of the Executive Committee. Subject to the provisions of Section 3.17, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

(b) **Finance Committee.** The Treasurer is chair of the Finance Committee, which may include four other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Board members and the public.

SECTION 3.19 Advisory Boards. The Board of Directors may establish one or more Advisory Boards. The size, duration, and responsibilities of such boards shall be established by a majority vote of the Board of Directors.

ARTICLE 4

OFFICERS

SECTION 4.1 Appointment and Term. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Treasurer and a Secretary. Each of the officers shall be appointed at the annual meeting of the Board or at such other time as the Board may determine, and shall serve at the pleasure of the Board. No officer, other than the President, is required to be a director.

SECTION 4.2 Subordinate Officers and Agents. The Board of Directors may appoint or employ such subordinate officers, including Assistant Treasurers and Assistant Secretaries, agents and employees as may be deemed proper, who shall serve at the pleasure of the Board and who shall have such powers and duties as may be assigned to them by the Board. The authority to employ agents and employees and fix their powers and duties may be delegated by the Board to any person. Any officer of the Corporation may also be a subordinate officer, agent or employee of the Corporation.

SECTION 4.3 Salaries. The salaries and compensation, if any, of all officers, subordinate officers, agents and employees shall be determined by the Board of Directors.

SECTION 4.4 Bonds. Any officer, subordinate officer, agent or employee may be required by the Board of Directors to give a surety company bond for the faithful discharge of such person's duties in such sum as the Board may require and such bond shall be deposited as the Board may direct.

SECTION 4.5 President. The President shall preside at all meetings of the Board of Directors. Subject to the control of the Board, the President shall be the chief executive officer of the Corporation, shall exercise general supervision and direction over the management and conduct of the affairs of the Corporation and shall have the right to inspect at all times any and all of the records, accounts and property of the Corporation. The President shall also have such other powers and duties as are given elsewhere by law or in these Bylaws and as may be assigned from time to time by the Board.

SECTION 4.6 Vice-Presidents. The Vice President (or Vice- Presidents, in order of priority of appointment) shall assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. Each Vice-President shall have such other powers and duties as may be given to such Vice-President by law or in these Bylaws and as may be assigned from time to time by the Board of Directors.

SECTION 4.7 Treasurer. The Treasurer shall have the powers and perform the duties incidental to the office of the Treasurer and such other powers and duties as

may be provided in these Bylaws and as may be assigned from time to time by the Board of Directors.

SECTION 4.8 Secretary The Secretary, when requested, shall attend and keep the minutes of meetings of the Board of Directors and of any committee in books provided for that purpose. The Secretary shall give all notices provided by these Bylaws and shall have such other powers and perform the duties incidental to the office of the Secretary and such other powers and duties as may be provided in these Bylaws or as may be assigned from time to time by the Board. If the Secretary shall not be present at any meeting, the presiding officer shall appoint a secretary pro tempore who shall keep the minutes of such meeting and record them in the books provided for that purpose.

SECTION 4.9 Absence of Treasurer or Secretary. In the absence or inability to act of the Treasurer, the duties thereof shall be performed by such Assistant Treasurer as may have been designated by the Board of Directors, or, if none, then by the Secretary. In the absence or inability to act of the Secretary, the duties thereof shall be performed by such Assistant Secretary as may have been designated by the Board, or if none, then by the Treasurer.

SECTION 4.10 Removal of Officers / Resignation. The Board of Directors may, at any time, remove from office or discharge from employment, any officer, subordinate officer, agent or employee appointed by it or by any person under authority delegated by it, except so far as such removal would be contrary to law. Resignation as an officer must be in writing and received by the Secretary

SECTION 4.11 Loans to Directors and Officers Prohibited. A Corporation may not lend money to or guaranty the obligation of a director or officer of the Corporation. The fact that a loan or guaranty is made in violation of this section shall not affect the borrower's liability on the loan.

ARTICLE 5

RECORDS

SECTION 5.1 Corporate Records. The Corporation shall keep and maintain such records as are required by law, including without limitation: minutes of all meetings of its members and Board of Directors; a record of all actions taken by the members or directors without a meeting; a record of all actions taken by committees of the Board of Directors; appropriate accounting records; a record of the members of the Corporation, including their name, address, class of membership, and voting entitlement; the Corporation's Articles of Incorporation and Bylaws, and all amendments thereto then in effect; the Corporation's three latest annual financial statements; a list of the names and business or home addresses of the Corporation's current directors and officers; and a copy of the latest domestic nonprofit corporate annual report form filed with the Department of Commerce and Consumer Affairs.

ARTICLE 6

STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS, LIMITATION OF LIABILITY

SECTION 6.1 Standards of Conduct for Officers and Directors; Limitation of Liability. Officers and directors shall discharge their duties in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer or director reasonably believes to be in the best interests of the Corporation. In discharging their duties, officers and directors are entitled to rely on information, opinions, reports, and statements, including financial statements and other financial data, if prepared or presented by: (a) 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; (b) legal counsel, public accountants, or other persons as to matters the officer or director reasonably believes are within the person's professional or expert competence; and (c) for directors, a committee of the Board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence. An officer or director is not acting in good faith if the officer or director has knowledge concerning the matter in question that makes reliance unwarranted. Officers and directors shall not be liable to the Corporation or any third party for any action taken or not taken as an officer or director if they discharged their duties in compliance with the above standards. Notwithstanding the above, any person who serves as a director or officer of the Corporation without remuneration or expectation of remuneration shall not be liable for any damage, injury, or loss caused by or resulting from the person's performance of, or failure to perform duties of, the position to which the person was elected or appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties.

SECTION 6.2 Director Conflict of Interest Transaction. The Board shall adopt a Conflict of Interest Policy with respect to conflict of interest transactions. A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect financial interest, as described in the Conflict of Interest Policy . A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair to the Corporation at the time it was entered into or is approved as provided in accordance with the standards and proceedings specified in (a) the Hawaii Nonprofit Corporations Act or any successor statute thereto, and (b) any other applicable federal or state law.

SECTION 6.3 Directors not Liable as Trustees. A director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.

SECTION 6.4 Liability for Unlawful Distributions. Unless a director complies with the standards of conduct governing the director's discharge of duties set forth in Section 6.1 above, a director who votes for or assents to a distribution made in violation

of the Hawaii Nonprofit Corporations Act, or any successor statute thereto, shall be personally liable (to the extent required by law) to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating such laws.

ARTICLE 7

INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 7.1 Indemnification. The Corporation may indemnify each Agent who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding") -- other than an action by or in the right of the Corporation -- by reason of the fact that such person is or was an Agent of the Corporation against the obligation to pay a judgment, settlement, penalty or fine, or reasonable expenses actually incurred by the Agent in connection with the proceeding ("liability") if the Agent acted in good faith and in a manner that the Agent acting in an official capacity reasonably believed to be in the best interests of the Corporation, or, if the Agent was not acting in an official capacity, not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe that the Agent's conduct was unlawful.

SECTION 7.2 Prohibition. Notwithstanding the above, the Corporation may not indemnify a director's liability where the director's liability has been determined:

(a) in connection with a proceeding by or in the right of the Corporation; or

(b) in connection with any other proceeding whether or not involving action in an official capacity, in which the director was found liable on the basis of the director's improper receipt of a personal benefit.

SECTION 7.3 Limitation. Indemnification permitted in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

SECTION 7.4 Expenses. To the extent that an Agent has been wholly successful on the merits or otherwise in defense of any proceeding to which the Agent was a party because the Agent is or was an Agent of the Corporation, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.

SECTION 7.5 Determination and Authorization. The Corporation may not indemnify a director unless authorized in the specific case after a determination has been made that the director has met the standard of conduct set forth in Section 7.1 above. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who are not at the time parties to the proceeding. If

such quorum cannot be obtained, the determination shall be made by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate) consisting solely of two or more directors who are not at the time parties to the proceeding. If such a committee cannot be designated, the determination shall be made by special legal counsel selected by majority vote of the full Board (in which selection directors who are parties may participate).

SECTION 7.6 Advancement of Expenses. Expenses, including counsel fees, incurred by an Agent in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Board of Directors in a particular case, provided:

(a) the Agent furnishes the Corporation with a written affirmation of the Agent's good faith belief that the Agent has met the standard of conduct described in Section 7.1 above;

(b) the Agent agrees in writing, by the Agent's unlimited general obligation, to repay the advance if it is ultimately determined that the Agent did not meet the standard of conduct; and

(c) a determination is made that the facts then known to the Board, committee or legal counsel authorizing the advance would not preclude indemnification under Section 7.1 above.

Any decision to advance expenses under this section shall be made in the same manner specified in Section 7.5 above.

SECTION 7.7 Non-Exclusive Rights. The immunity from liability and the indemnification provided for in this Article shall not be deemed exclusive and shall be in addition to any rights to which any Agent of the Corporation may otherwise be or become entitled by law, by resolution or by contract, provided that the resolution or contract is consistent with the standards set forth in Section 7.1 above and the Hawaii Nonprofit Corporations Act.

SECTION 7.8 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in his capacity as an Agent of the Corporation or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against such liability under the provisions of this Article.

SECTION 7.9 Definitions. For purposes of this Article, "Agent" shall mean any person who is or was a director, officer, committee member, or volunteer of the Corporation, and shall include a director who serves at the Corporation's request as a director, officer, employee or agent of another business. ("Director" includes the estate or personal representative of a director unless the context requires otherwise.)

SECTION 7.10 Employee Benefit Plans. The immunity from liability and the indemnification provided for in this Article shall not apply to the extent it is inconsistent

with those provisions of the Employee Retirement Income Security Act of 1974 limiting exculpatory agreements and indemnification with respect to any breach of fiduciary duty by any fiduciary of the Corporation's employee benefit plans. A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of Section 7.1 above.

ARTICLE 8

FINANCIAL ADMINISTRATION

SECTION 8.1 Fiscal Year. The fiscal year of the Corporation shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.

SECTION 8.2 Accounting Method. The accounting method of the Corporation shall be the accrual basis.

SECTION 8.3 Authorized Signatures. All checks, drafts, notes, bonds, acceptances, deeds, proprietary leases, contracts and all other instruments shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors, and, in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by (a) the President or Vice President, and (b) the Treasurer, Secretary, Assistant Treasurer or Assistant Secretary.

SECTION 8.4 Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

SECTION 8.5 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 9

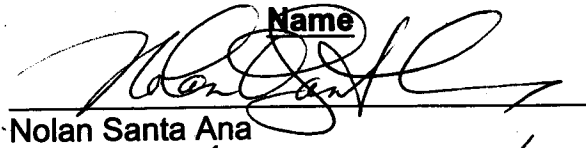
AMENDMENTS TO BYLAWS

SECTION 9.1 Procedure. These Bylaws may be altered, amended, or repealed by the Board of Directors of the Corporation at a meeting duly called and held if notice of the proposed amendments shall have been given in the call for such meeting.

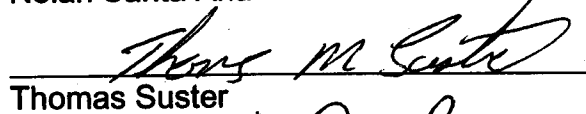
JAMES

The undersigned Board of Directors of ^{JAMES}CAMPBELL HIGH SCHOOL ALUMNI & COMMUNITY FOUNDATION resolve to adopt these Bylaws, effective April 15, 2006.

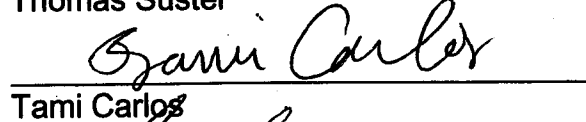
Name	Date
<u>Gail Awakuni</u> Gail Awakuni	<u>4/15/06</u>
<u>Tesha Malama</u> Tesha Malama	<u>4/15/06</u>
<u>Alan Castillo</u> Alan Castillo	<u>4/15/06</u>
<u>Lourdes Tupper</u> Lourdes Tupper	<u>4/15/06</u>
<u>Barbara Yoshioka</u> Barbara Yoshioka	<u>4/15/06</u>
<u>Kurt Fevella</u> Kurt Fevella	<u>4/15/06</u>
<u>Dale Newcomb</u> Dale Newcomb	<u>4/15/06</u>
<u>Teresa Gonsalves</u> Teresa Gonsalves	<u>4/15/06</u>
<u>Frances Rivero</u> Frances Rivero	<u>4/15/06</u>
<u>Vicky Gaynor</u> Vicky Gaynor	<u>4/15/06</u>
<u>Aaron Shumway</u> Aaron Shumway	<u>4/15/06</u>
<u>Elizabeth Santa Ana</u> Elizabeth Santa Ana	<u>4-15-06</u>

Name

Nolan Santa Ana

Date
4/15/06


Thomas Suster

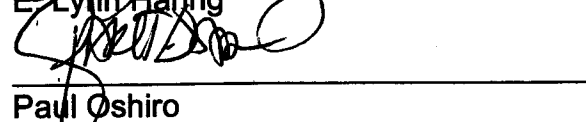
4/15/06


Tami Carlos

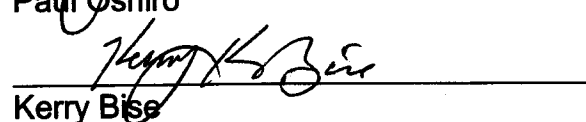
4-15-06


E. Lynn Haring

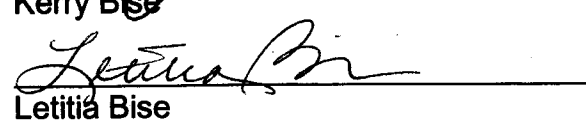
4/15/06


Paul Oshiro

4-15-2006


Kerry Bise

4-15-06


Letitia Bise

4/15/06

SECRETARY'S CERTIFICATE

JAMES CAMPBELL HIGH SCHOOL ALUMNI & COMMUNITY FOUNDATION
(a Hawaii nonprofit corporation)

I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of JAMES CAMPBELL HIGH SCHOOL ALUMNI & COMMUNITY FOUNDATION, and that the attached Bylaws were duly adopted by said Corporation and are currently effective.

Date: 4/15/06

Lourdes CC Tupper
Lourdes Tupper, Secretary