KU KALANI

CORPORATE BYLAWS, ARTICLES OF INCORPORATION, FINANCIAL CONTROL POLICIES & ORGANIZATIONAL STRUCTURE

APPROVED BY BOARD MARCH 4, 2024

SUBMITTED BY

RICHARD KOOB, BOARD PRESIDENT AND EXECUTIVE DIRECTOR,
ROBINETTE SHERMAN, BOARD TREASURER
AND
JOLANTA VALENCIA, BOARD SECRETARY

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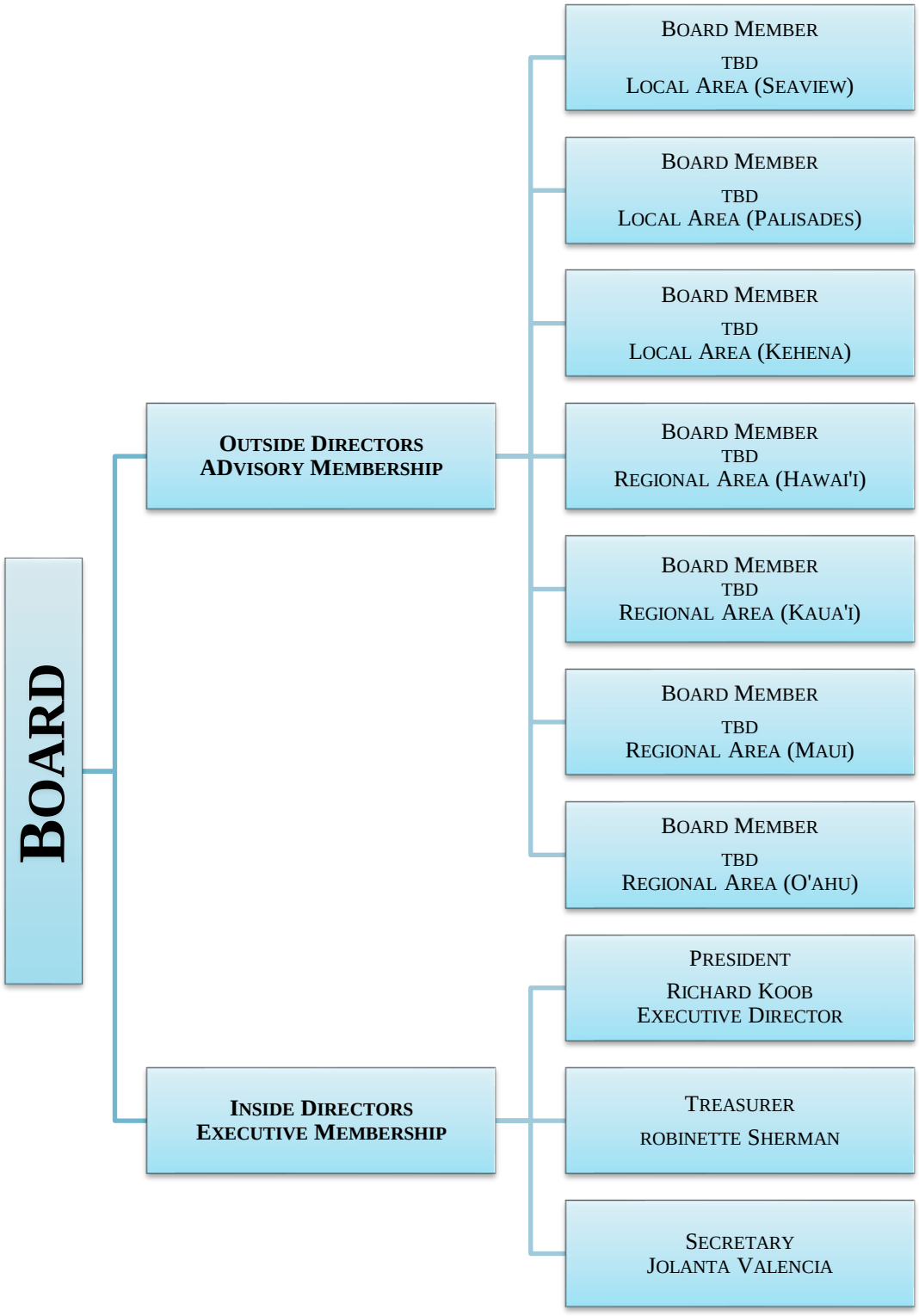
- **CHARTS: BOARD OF DIRECTORS AND MANAGEMENT**



The management structures shown whimsically above and traditionally below provide clear lines of responsibility supporting current operations and an evolving business model by designating:

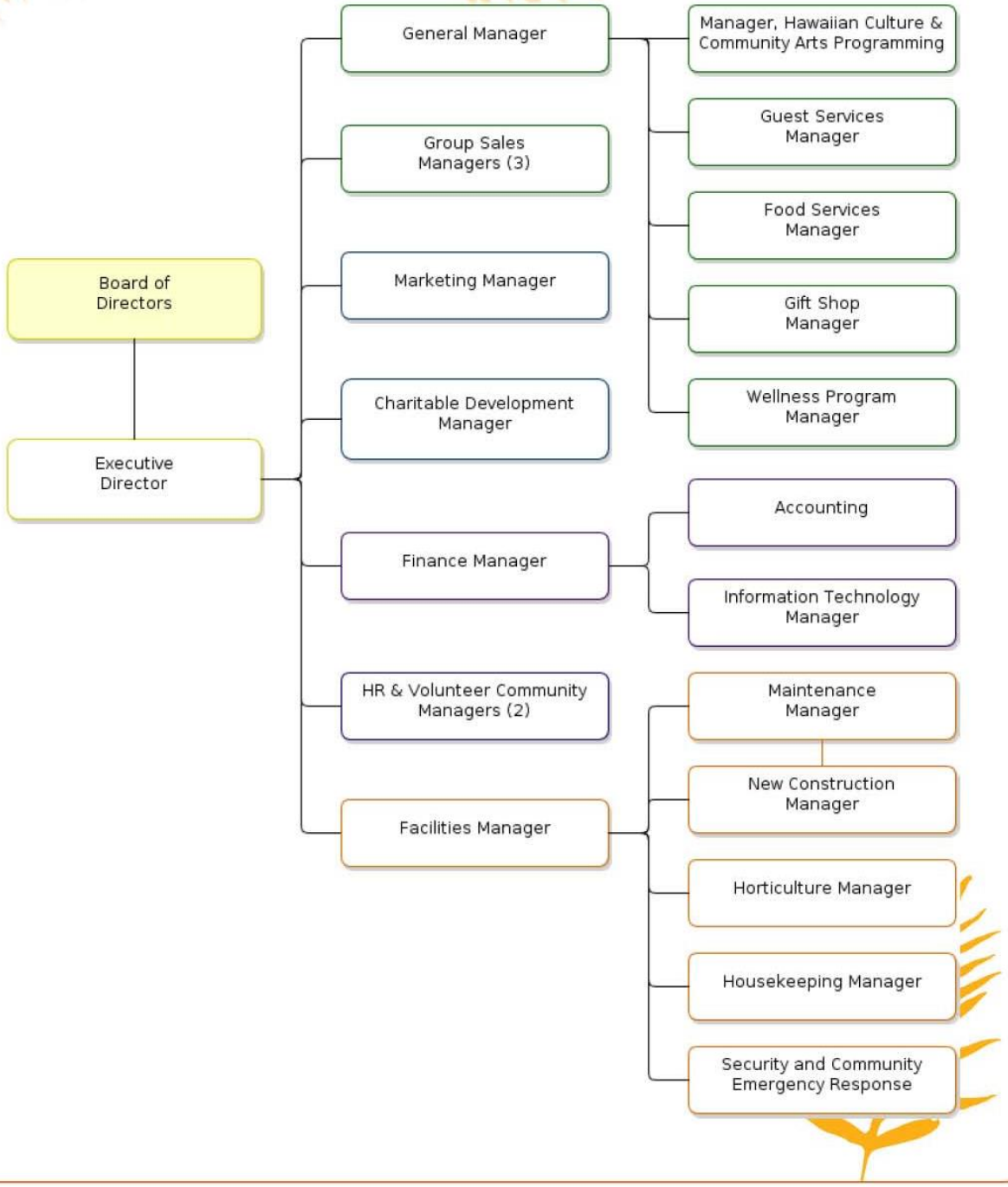
- **Directors who are accountable to all stakeholders** and responsible for managing the organization's growth, developing strategic plans and policies, and mobilizing outside resources
- **Department Managers who are accountable to the Directors** and responsible for their department's function, executing organizational plans, and managing Shift Leaders and staff
- **Shift Leaders and staff who are accountable to the Department Managers** and responsible for performing and assigning tasks, and supporting day-to-day operations

(Outside advisory Members are yet to be determined -- TBD)


BOARD
OUTSIDE DIRECTORS
ADVISORY MEMBERSHIP
BOARD MEMBER
TBD
LOCAL AREA (SEAVIEW)
BOARD MEMBER
TBD
LOCAL AREA (PALISADES)
BOARD MEMBER
TBD
LOCAL AREA (KEHENA)
BOARD MEMBER
TBD
REGIONAL AREA (HAWAI'I)
BOARD MEMBER
TBD
REGIONAL AREA (KAUA'I)
BOARD MEMBER
TBD
REGIONAL AREA (MAUI)
BOARD MEMBER
TBD
REGIONAL AREA (O'AHU)
INSIDE DIRECTORS
EXECUTIVE MEMBERSHIP
PRESIDENT
RICHARD KOOB
EXECUTIVE DIRECTOR
TREASURER
ROBINETTE SHERMAN
SECRETARY
JOLANTA VALENCIA

KALANI

Organization Chart



FINANCIAL CONTROLS & OTHER POLICIES SUMMARY

1. **Dual Signature** requirement for all banking and wire transfer activity with a minimum $1,000 and the authorized signers shall be independent of each other in the organizational structure whenever possible.
2. **Bank Statement Reconciliations** performed on a monthly basis by someone who does not have signature authority over the checking accounts. Checks shall be compared against appropriate receipts to verify that the expenditure was authorized.
3. **Eliminate Cash** to the extent possible, with a "belt and suspenders" policy in order to protect it. Two people shall be at the collection and counting points, with a third person responsible for bank deposits. Counts shall be recorded and reconciled, **and video monitoring is recommended**.
4. **Approved List of Vendors** to help provide protection (e.g. phony invoices submitted by insiders) against fraud, including verification of the vendor's address (avoid P.O. boxes), checking to see whether the vendor is in good standing with the secretary of state, running a credit check, and obtaining Dun & Bradstreet or comparable reports. In reviewing bids, the organization shall look for evidence of collusion (e.g. if two vendors alternate as high and low bidders, they may be colluding.) and a competitive bidding process shall be utilized for purchases above $10,000.
5. **Tightly Controlled Payroll List** shall be maintained in order to minimize the risk of ghost employees and a system of reports between the Finance and Human Resources departments shall be implemented, with a limitation set on who is authorized to add employees to payroll. When deemed necessary third party processors shall be utilized (as payroll is a tedious process and requires ongoing governmental adjustments) in order to gain operational efficiencies and reduce the need to develop and maintain specialized knowledge.
6. **Control Expense Reimbursements** by requiring pre-authorizations, governed by a clearly articulated written policy which is provided to all employees. Expenses shall only be reimbursed if original receipts or other supporting documentation are submitted on a timely basis. Original receipts shall be stamped paid, corporate credit cards shall be tightly controlled and the statements shall be reviewed by someone who is not authorized to use the credit cards.
7. **Physical Inventories** shall be taken on a regular and periodic basis and reconciled against retail inventories, equipment, cell phones, and other like items.
8. **Annual Operating & Capital Budget** processes shall be developed and managed by someone who is thoroughly versed in nonprofit budgeting and finance. The Board shall review and approve all budgets, with a focus on the underlying assumptions, and should receive periodic updates on material variances and management’s plans to address them.
9. **Grant Administration** responsibilities shall be managed by someone who is thoroughly versed in grant administration and understands allowable and unallowable costs, matching requirements, audit and accounting requirements, conflict-of-interest limitations, procurement and competitive bidding requirements, close-out requirements and reporting, and other grant-related compliance issues.
10. **Internal & Annual External Audit** * responsibilities and oversight by someone who is thoroughly versed in nonprofit compliance and accounting requirements. Also, an Audit Committee, comprised exclusively of Outside Directors/Supervisory Board Members is included in the corporate Bylaws.

***** *Nonprofits often mistakenly rely on annual audits performed by independent external auditors to protect against fraud. The purpose of an annual external audit is not to detect fraud, but to certify the accuracy of the financial statements. The internal auditor's primary responsibilities are oversight of internal control procedures, prevention of fraud, and management of Information Technology control frameworks and governance process*.

ARTICLES OF INCORPORATION

On March 4, 2024 at the regular quarterly Meeting of the Board of Directors, held by online (e.g. Zoom) and/or physically at Ku Kalani, the Bylaws and Articles for Ku Kalani, Inc. were further discussed and unanimously approved. Ku Kalani board members are able to have *bona fide* meetings with each member's presence being physical or online per member majority approval. Members agree to accept physical and online presence and votes as valid for these Board Meeting decisions. Articles are as follows:

ARTICLE I: Name

The name of the Corporation shall be KU KALANI, INC.

ARTICLE II: Principal Address

The address of the Corporation's principal address is 12-6860 Kalapana Kapoho Beach Road, Pahoa, HI 96778-8019.

ARTICLE III: Purposes and Powers

Section 1. The Corporation shall be organized exclusively for educational, religious, charitable and scientific purposes including, for such purposes, community living, retreat programs and facilities, and the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state of local government, for a public purpose. The Corporation will offer an administration base for the operation of Ku Kalani, Inc., including educational purposes in the performing, literary, folk and visual arts, cultural heritage, spirituality, healing environmental studies and tropical agriculture. The Corporation will provide, at reasonable rates, use of facility and educational services to visiting individuals and groups and the community at large. As facilitators of a concept of learning through the arts and agriculture, the Corporation will work to expand the experience and knowledge of the nature, culture and wellness in communities local and global.

Section 2. Ku Kalani, Inc. admits persons of any race, color, sex, sexual orientation, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to visitors to the programs and facilities of Ku Kalani, Inc. It does not discriminate on the basis of race, color, sex (or orientation), national and ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, athletic and other programs.

Section 3. And in furtherance of said purposes, the Corporation shall have all powers, rights, privileges and immunities, and shall be subject to all of the liabilities conferred or imposed by law upon corporations of this nature, and shall be subject to and have all the benefits of all general laws with respect to corporations incorporated under the Hawaii Nonprofit Corporations Act, Chapter 414D of the Hawaii Revised Statues.

Section 4. The Corporation shall have only such powers as provided for by law necessary to accomplish its stated purpose. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501 (C) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV: Duration

The duration of the Corporation shall be perpetual.

ARTICLE V: Officers

The officers shall consist of: A President, Vice-President, Treasurer, Secretary and other officers such as Vice-Treasurer, Vice-Secretary, and Ombudsman as deemed necessary to advance the primary purposes of the Corporation and shall be elected by the Board of Directors. One person may hold two or more offices. All Officers of the Corporation shall serve perpetually, unless preceded by resignation, removal or otherwise disqualified to serve or until a successor is elected.

ARTICLE VI: Board of Directors

There shall be a Board of Directors consisting of not less than three (3) members.
The current Officers and Directors, at the time of the writing of these Articles of Incorporation, are:

Office Held	Name	Resident Address

President	Richard Koob	12-6870 Kalapana Kapoho Rd, Pahoa, HI 96778
Vice President, Treasurer	Robinette Sherman	12-541 Kaimu St., Pahoa, HI 96778
Secretary	Jolanta Valencia	12-6870 Kalapana Kapoho Rd, Pahoa, HI 96778

ARTICLE VII: Members

Section 1. The Corporation shall have an unlimited number of non-voting members, aka Friends of Kalani, who qualify as student guests, faculty or staff supportive of the Ku Kalani educational mission. Per Board of Directors discretion members will be surveyed in order to improve the corporation's educational operations, programs, services and facilities. Members qualify to become stewards, supporting the development of Kalani's educational facilities.

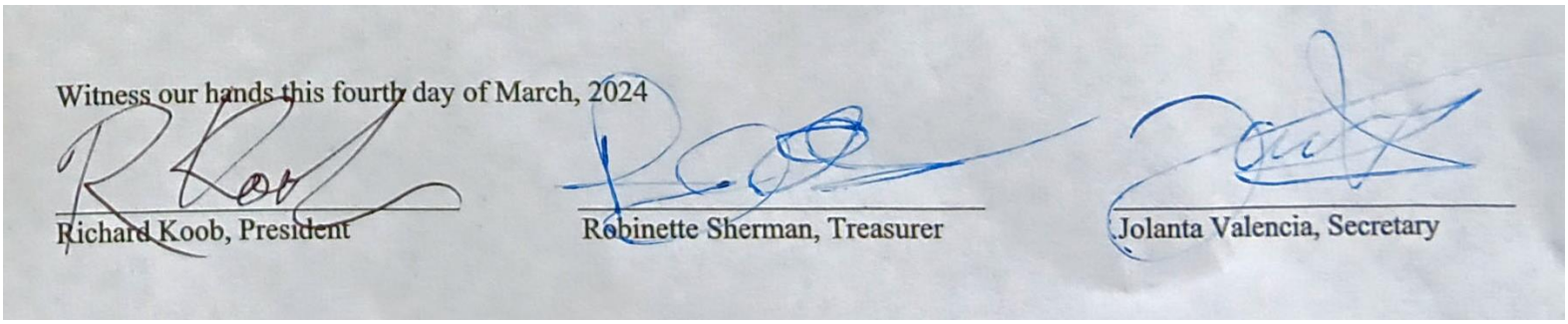
ARTICLE VIII: Not-For-Profit Clause

Section 1. The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 2. The Corporation is nonprofit in nature, and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the Corporation shall be distributed to its Directors or officers, except for services actually rendered to the Corporation, and except upon liquidation of its property in case of corporate dissolution.

Section 3. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

Witness our hands this fourth day of March, 2024



CORPORATE BYLAWS

On March 4, 2024 at the regular quarterly Meeting of the Board of Directors, held by online (e.g. Zoom) and/or physically at Ku Kalani, the Bylaws and Articles for Ku Kalani, Inc. were further discussed and unanimously approved. Ku Kalani governing board members are able to have *bona fide* meetings with each member's presence being physical or online per member majority approval. Members agree to accept physical and online presence and votes as valid for these Board Meeting decisions.

Bylaws are as follows:

ARTICLE I: Purposes; Nonprofit Character

The purposes and nonprofit character of the Corporation shall be as specifically set forth in Article III of the Articles of Incorporation.

ARTICLE II: Principal Office; Place of Meetings; Seal

Section 1. Principal Office. The principal office of the Corporation shall be maintained at Kama'ili, Kalapana, Hawaii, or at such place within or without the State of Hawaii, as the Board of Directors shall determine.

Section 2. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation, unless some other place is unanimously agreed upon. Meetings may be online (e.g. Zoom) and/or physically at Ku Kalani, the principal office. Governing board members are able to have bona fide meetings with members' presence being online (e.g. Zoom) and/or physical, per member majority approval. Members agree to accept physical and online presence and votes as valid for these Board Meeting decisions.

Section 3. Seal. The Corporation may have a corporate seal as the Board of Directors shall determine.

ARTICLE III: Board of Directors

Section 1. Number and Election. There shall be a Board of Directors consisting of not less than three (3) or more than fourteen (14) Directors, consisting of Inside Governing Board member and Outside Advisory Board member classifications. All Inside Governing Board membership shall be authorized to appoint new members when any Board positions become vacated. The number of Directors for each ensuing year shall be fixed by the Board of Directors at each annual meeting and after the first annual meeting, the number so fixed and designated shall then be elected by the Board of Directors. The number of Directors may be increased by the Governing Board of Directors at any special meeting and such additional Directors shall then be elected as if elected at an annual meeting. At the annual meeting the Governing Board of Directors shall elect the Officers of the Corporation for the ensuing year and transact any other business as may be properly brought before the meeting.

Section 1.a. Inside Governing Board of Directors. There shall be an Inside Board of Directors consisting of not less than three (3) and not more than four (4) Directors. The Inside Governing Directors may be employees of Ku Kalani, Inc. and will participate as board members voluntarily and without compensation.

Section 1.b. Outside Board of Directors. There shall be an Outside Advisory Board of Directors consisting of not less than three (3) and not more than nine (9) Directors. The Outside Directors shall not be employees of the Corporation.

Section 2. Term of Office. Each Director shall hold office until the next annual meeting when he/she is duly re-elected or his/her successor is duly elected and qualified or until his/her death, resignation or termination should this occur prior to the annual meeting. There shall not be established any limits to the terms of service for Directors who are Officers of the Corporation.

Section 3. Vacancies. Any vacancy on the Board of Directors arising from death, resignation or other cause may be filled by a majority vote of the governing members of the Board membership for the unexpired term of such vacancy. A

vacancy or vacancies in the membership of the Board of Directors shall not affect the validity of any action of the Board of Directors if there is present at the meeting a proper quorum determined by the number of Directors then authorized.

Section 4. Removal of Directors. At any annual or special meeting of the Directors, any one or more of the Directors may be removed with or without cause by a vote of the majority of the Governing Board of Directors. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at such meeting, or future meetings so determined.

Section 5. Compensation. No compensation shall be paid to Directors for their services as Directors. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties as Directors. No Director will serve for the purpose of personal gain or for the purpose of benefiting from a material conflict of interest.

Section 6. Regular Meetings. The Board of Directors shall meet regularly, dates to be determined by a quorum vote or consensus of said Board. When any such meeting or meetings shall be so determined, no further notice thereof shall be required.

Section 7. Annual Meeting. An annual meeting of the Board of Directors shall be held. At such meeting, the Governing Board of Directors shall elect the Directors of the Corporation for the ensuing year and transact any other business as may be properly brought before the meeting.

Section 8. Special Meeting. A special meeting of the Board of Directors may be called at any time by the President or by a quorum of the Governing Directors in office.

Section 9. Notice of Meeting. A notice of each meeting shall be given to each Director by the Secretary or President no later than five (5) days prior to the meeting. The failure of any Director to receive actual notice of said meeting shall in no way invalidate the meeting or proceedings there at if notice shall have been given as required by the section (Section 9).

Section 10. Quorum. A majority of the total number of Governing Directors established or fixed by the Board of Directors shall constitute a quorum to transact business. In order to be valid, any act of business must receive the approval of the majority of such quorum, regardless of whether the Directors are present physically or electronically. If at any meeting of the Board of Directors there shall be less than a quorum of Governing Directors, a majority of those Governing Directors present may adjourn the meeting without notice other than announcement of the rescheduling of the meeting and at such rescheduled meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 11. Place of Meeting. Meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place as may be designated by the Governing Board of Directors. Meetings may be online (e.g. Zoom) and/or physically at Ku Kalani, the principal office.

Section 12. Waiver of Notice. If at any meeting of the Board of Directors, however called or wherever held, all of the Governing Directors shall be present or shall waive notice of such meeting by a writing filed with the records of the Board of Directors or after any such meeting shall consent to the holding of the meeting and all action taken thereat by writing on or filed with the records of the Board of Directors, then any and all action take at such meeting shall be deemed to be legal and valid. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the records of the Board of Directors.

Section 13. Powers. The Governing Board of Directors shall manage the property and business of the Corporation and shall have and may exercise all the powers of the Corporation. The Governing Board of Directors is responsible for selecting, and for performing periodic performance evaluations of the Corporation's Executive Director.

Section 14. Voting and Restrictions on the Board of Directors. A majority of the Governing Directors at the time in office shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. In the absence of a quorum a majority of the Governing Directors present (physically or electronically) may adjourn the meeting until a quorum is present. A vote of a majority of Governing Directors, a quorum being present (physically or electronically), shall be necessary to constitute an act of the Board of Directors.

Section 15. Executive and Other Committees. The Governing Board of Directors may create and appoint such general or special committees as the business of the Corporation may require and define the authority and duties of such committees, including:

Section 15.a. Executive Committee. All Board Officers serve as members of the Executive Committee, which is responsible for overseeing operations of the Board of Directors and its committees, acting on behalf of the Board of

Directors during on-demand activities that occur between meetings, and reporting on-demand activities to the Board of Directors in a timely manner. Except for the power to amend the Articles of Incorporation or Bylaws, 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 Governing Board of Directors.

Section 15.b. Finance Committee. All Board Officers serve as members of the Finance Committee, which is responsible for developing and reviewing fiscal procedures and annual budgets with staff and other Board of Directors members. The Governing Board of Directors must approve the annual budget, and all corporate expenditures must be within the budget. Any major changes or material budgetary variances must be approved by the Finance Committee and reported to the Board of Directors on a timely basis.

Section 15.c. Development Committee. All Board Officers serve as members of the Development Committee, which is responsible for developing and overseeing the organization's fundraising strategies, both for annual operating funds and any capital campaigns, with staff and other Board of Directors members, and overseeing the organization's development and governance with County, State and Federal agencies.

Section 15.d. Personnel Committee. All Board Officers serve as members of the Personnel Committee, which is responsible for guiding the development, review and authorization of the organization's personnel policies and procedures with staff and other Board of Directors members, leading the search for a new Executive Officer when applicable, recommending the top candidate(s) to the Board of Directors for discussion and selection, and leading the orientation of the incoming Executive Director.

Section 15.e Marketing Committee. All Board Officers serve as members of the Marketing Committee, which is responsible for overseeing development and implementation of the Marketing Plan with staff and other Board of Directors members, represents the organization to the community and other stakeholders in enhancing the organization's image, and manages all public relations activities, including media communications.

Section 15.f. Audit Committee. The Audit Committee, comprised exclusively of Outside Directors/Supervisory Members, is responsible for overseeing hiring, performance and independence of the external auditors, oversight of regulatory compliance, ethics, and whistleblower hotlines, monitoring the internal control process, overseeing the performance of the internal audit function, and discussing risk management policies and practices with management.

Section 16. Staff/Anti-Nepotism Clause. The Governing Board of Directors may hire such staff as will be necessary to carry out the purpose and function of the organization. No two or more members of a family or a kin of the first or second degree shall be employed or under contract with the organization without prior notice and approval by a majority of the membership.

No person shall hold or be placed in a job while a member of the immediate family serves on the Board of Directors of this Corporation without prior notice and approval by a majority of the Governing Board of Directors. A "member of the immediate family" shall mean exactly what is defined as immediate family in the Hawaii Revised Statutes including both natural and hanai relationships. Non-salaried staff, volunteers, and those members of the staff vowed to poverty or committed to service for religious/spiritual reasons and/or renounced economic advantage are exempt from this clause.

Section 17. Conflict of Interest. Any Director or employee of the Corporation shall abstain from voting or taking any official action directly affecting a business or other undertaking in which the Director or employee has a substantial financial interest or is engaged as an attorney, advisor, consultant, representative or agent. In the selection, award, or administration of financial assistance or the procurement of goods or services, there shall be no personal or organizational involvement by such persons with a conflict of interest. It is the responsibility of the affected person to inform the President of the Board of any potential conflict of interest or even the appearance of a conflict of interest.

Section 18. **Gifts and Kick-Backs.** No Director or employee shall directly or indirectly solicit, accept or receive any gift whether in the form of money, service, loan, travel, entertainment, hospitality, promise, or in other form from clientele, referral sources or vendors under circumstances in which it can be reasonable inferred that the gift is intended to influence or reward such a person in the performance of official duties.

ARTICLE IV: Executive Officers

Section 1. Election. The Governing Board of Directors shall elect as Executive Officers a President, Vice President, Secretary, Treasurer, and if so determined by said Board of Directors, a Vice-Secretary, Ombudsman and Vice-Treasurer and one or more assistant secretaries and assistant treasurers if so determined by said Board of Directors. Such Officers shall be elected by the Governing Board of Directors at any meeting and each officer shall hold office until his/her

successor shall have been duly elected and qualified or unless he/she shall have died, resigned or shall have been removed in the manner provided herein. One person may hold more than one office. All Officers must be Directors of the Corporation.

Section 2. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Governing Board membership at any regular or special meeting.

Section 3. President. The President shall preside at all meetings of the Board of Directors. He/she shall sign with the Secretary or Treasurer all legal instruments of the Corporation. He/she shall perform such other duties as may be assigned to him/her from time to time by the Governing Board of Directors.

Section 4. Vice-President. The Vice-President 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. The Vice-President shall have and exercise such powers and shall perform such duties as from time to time may be conferred upon or assigned to him/her by the Board of Directors or as may be delegated to him/her by the President. He/she may sign with the Secretary or Treasurer all legal instruments of the Corporation when so designated by the Governing Board of Directors or the President.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and of said Board in book or e-mail file folders provided for such purpose. He/she shall ensure that all notices are duly given in accordance with the provisions of law and these Bylaws. He/she shall be custodian of the records and of the Corporate Seal(s) of the Corporation. He/she shall assure that the Corporate Seal, if any, is affixed to all documents of which the execution of behalf of the Corporation under its Seal is duly authorized and when the Seal is so affixed, he/she may attest to the same. He/she may sign with the President or Vice-President all legal instruments of the Corporation and in general, he/she shall perform all duties as from time to time may be assigned to him/her by the Governors of said Board. In the absence or incapacity of the Secretary, or if that office is vacant, his/her duties shall be performed by such Vice-Secretary as may have been appointed by the Governors of said Board.

Section 6. Treasurer. The Treasurer shall maintain the financial records of the Board of Directors and render to the President and to said Board an accounting of the financial condition of the Corporation whenever so requested. He/she may sign with the President or the Vice-President any or all legal instruments of the Corporation and in general, he/she shall perform all the duties as from time to time may be assigned to him/her by the Governors of said Board. In the absence or incapacity of the Treasurer, or if that office is vacant, his/her duties shall be performed by such Vice-Treasurer as may have been appointed by the Governors of said Board; otherwise, by the Secretary.

Section 7. Ombudsman. The Ombudsman shall act as a source of information and referral, aid in answering individual questions, and assist in the resolution of concerns and critical situations for all constituencies. The Ombudsman coordinates and collaborates with the Board of Directors to maintain a centralized database and effective system for monitoring and, if necessary, resolving complaints. The Ombudsman shall extrapolate trends in the reporting of grievances and concerns, identifies patterns or areas for improvement in the organization's policies and practices, and may recommend revisions as well as assess the climate of the organization.

Section 8. Compensation. The Governing Board of Directors shall fix the compensation, if any, of the Officers, agents and employees of the Corporation.

Section 9. Removal. Any Officer of the Corporation may be removed with or without cause by action of the Governing Board of Directors and any subordinate Officer, agent or employee appointed by said Governing Board or by any person under authority from said Governing Board may be removed or discharged from employment with or without cause except insofar as such removal would be contrary to law.

Section 10. Auditor: The Board of Directors, at any annual meeting or special meeting called for that purpose, shall appoint a person, firm or corporation engaged in the business of auditing to act as the auditor of the Corporation. No Director or Officer shall be eligible to serve as an auditor of the Corporation. The auditor shall examine the books and papers of the Corporation and compare the statements of the Treasurer with the books and vouchers of the Corporation, or otherwise make a complete audit of the books of the Corporation and thereafter make appropriate reports to the Board of Directors at least once in each fiscal year and more often if deemed necessary.

ARTICLE V: Membership: "Friends of Kalani"

Section 1. Qualification and Number. The Corporation shall have an unlimited number of non-voting members, aka Friends of Kalani, who qualify as student guests, faculty or staff supportive of the Ku Kalani educational mission. Per Board of Directors discretion members are invited to subscribe to Kalani e-mail and other news, and participate in membership programs, including the completion of evaluations and surveys in order to improve the corporation's educational operations, programs, services and facilities.

Section 1. Record of membership. No records or other evidence of membership shall be required, however, to the extent directed by the Board, the Corporation's data base will record membership. Memberships will not have any established term and memberships may be instated or terminated at any time per the discretion of a majority of the Governing Board of Directors.

ARTICLE VI: Execution of Instruments

Section 1. Except as hereinafter provided or as required by law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, bills of exchange orders for the payment of money, licenses, endorsements, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, mortgages and other instruments or writings of any nature, which require execution on behalf of the Corporation, shall be signed by the President or his/her designated alternate, the Vice President, Secretary, Vice-Secretary, Treasurer or appointed accountant. The Governing Board of Directors may from time to time authorize any such documents, instruments or writings to be signed by such Officers, agents or employees of the Corporation, or any one of them in such manner as the Governing Board of Directors may determine. At the time of signing this document Ku Kalani has, via previous involvement in educational retreat direction, potentially about 18,000 members.

ARTICLE VII: Books and Records

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account of the Corporation and minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board of Directors, and shall keep at its registered office or principal office in the State a record of the names and addresses of the Directors. All books and records of the Corporation may be inspected, upon written demand, by any Governing Director or his/her agent or attorney for any proper purpose at any reasonable time. Demand of inspection other than at a meeting shall be made in writing upon the President, the Secretary or any other Officer designated by the Governing Board of Directors.

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

ARTICLE VIII: Fiscal Year

The fiscal year of the Corporation shall be such as may from time to time be established by resolution by the Governing Board of Directors.

ARTICLE IX: Amendment to Bylaws

The Governing Board reserves the right to amend, alter, repeal or rescind the Bylaws of the Corporation by unanimous vote of all the Governing members present, a quorum having been established, at its annual meeting or at a special meeting.

ADOPTION OF BYLAWS

We, the undersigned, do hereby, pursuant to the laws of the State of Hawaii, adopt the foregoing provisions as the revised Bylaws of Ku Kalani, Inc., effective March 4, 2024.

Find Yourself Here

KU KALANI

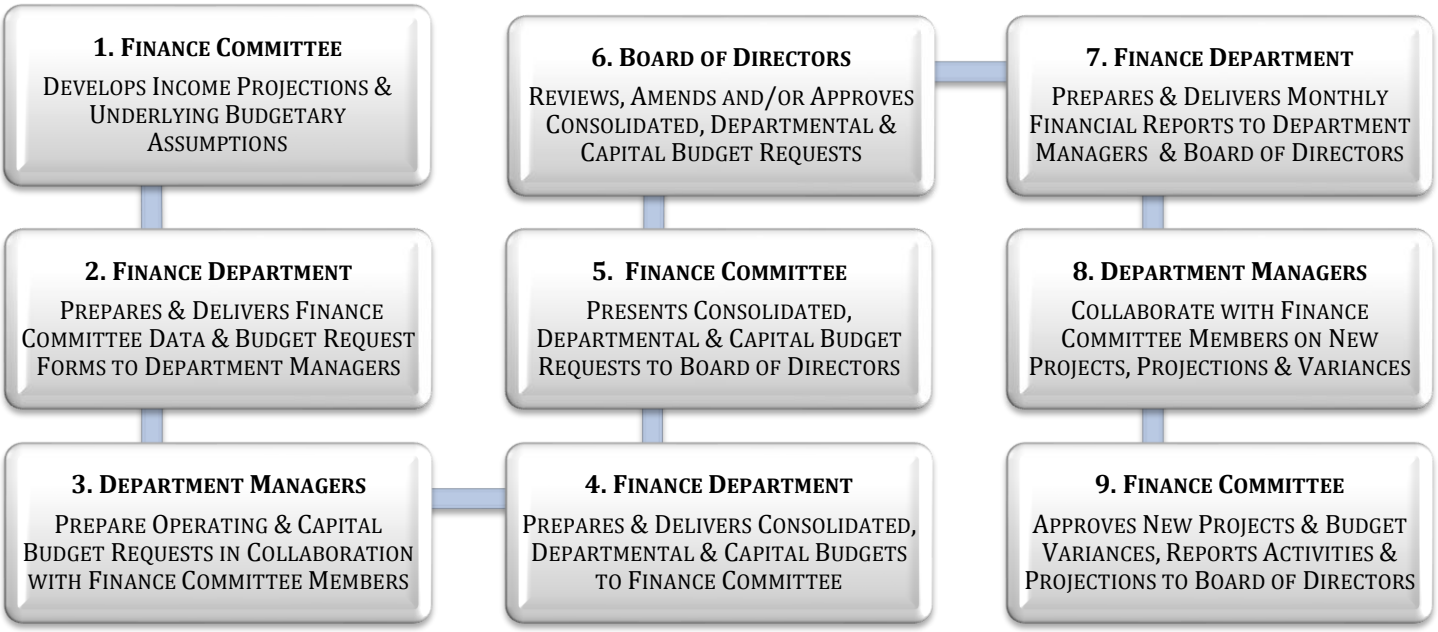
Hawaii Oceanside Retreat

Witness our hands this fourth day of March, 2024

Richard Koob, President

Robinette Sherman, Treasurer

Jolanta Valencia, Secretary


1. Finance Committee
Develops Income Projections & Underlying Budgetary Assumptions
2. Finance Department
Prepares & Delivers Finance Committee Data & Budget Request Forms to Department Managers
3. Department Managers
Prepare Operating & Capital Budget Requests in Collaboration with Finance Committee Members
4. Finance Department
Prepares & Delivers Consolidated, Departmental & Capital Budgets to Finance Committee
5. Finance Committee
Presents Consolidated, Departmental & Capital Budget Requests to Board of Directors
6. Board of Directors
Reviews, Amends and/or Approves Consolidated, Departmental & Capital Budget Requests
7. Finance Department
Prepares & Delivers Monthly Financial Reports to Department Managers & Board of Directors
8. Department Managers
Collaborate with Finance Committee Members on New Projects, Projections & Variances
9. Finance Committee
Approves New Projects & Budget Variances, Reports Activities & Projections to Board of Directors