

**AMENDED AND RESTATED BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF HONOLULU**

ARTICLE I. NAME AND GOVERNANCE

Section 1.1. Name. The name of the organization shall be the American Association of University Women (AAUW) Honolulu Branch, hereinafter known as the “AAUW Honolulu.”

Section 1.2. Affiliate. AAUW Honolulu is an Affiliate of the American Association of University Member (“AAUW”) as defined in Article V.

Section 1.3. Legal Compliance. AAUW Honolulu shall comply with the requirements of AAUW and federal, state, and local law. These Bylaws of AAUW Honolulu shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 2.1. Purpose. The purpose of AAUW is to advance equity for women and girls through advocacy, education, philanthropy, and research. The purpose of AAUW Honolulu is to further AAUW purposes and policies.

Section 2.2. Policies and Programs. In keeping with this purpose, AAUW Honolulu shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 3.1. Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 3.2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3.3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member’s own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 4.1. Composition. The members of AAUW Honolulu at present consist of members (“Individual Members”) and college/university members (“College/University Members”).

Section 4.2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW Honolulu membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW Honolulu membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW Honolulu and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

Section 4.3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4.4. Dues.

a. Amount. Annual AAUW dues and Member benefits for any category of Member shall be set by the AAUW Board of Directors. Dues payable to AAUW Honolulu shall be established by its Board of Directors from time to time.

b. Payment. AAUW Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 4.5. Severance of Membership. Subject to applicable notice and hearing requirements contained in Hawaii law, any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these Bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

Article V. AAUW AFFILIATES

Section 5.1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 5.2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 5.3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. AAUW Honolulu shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 5.4. Property and Assets. The title to all property, funds, and assets of AAUW Honolulu is vested in AAUW Honolulu. AAUW Honolulu shall have complete control of its property and assets,

except that such property and assets shall not be used for any purpose contrary to AAUW's purposes. In the event of the dissolution of AAUW Honolulu or the termination of AAUW Honolulu's affiliation with AAUW, all assets of AAUW Honolulu shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern AAUW Honolulu in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments to Bylaws shall be implemented by AAUW Honolulu's Board of Directors without a vote of AAUW Honolulu's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. MEETINGS OF THE MEMBERSHIP

Section 8.1. Annual Meeting. The AAUW Honolulu shall hold an annual meeting to conduct the business of the AAUW Honolulu including but not limited to electing directors and receiving reports. This meeting shall be held between April 1 and June 30.

Section 8.2. Special Membership Meetings. Special Membership Meetings for any purpose may be held at any time upon the call of the President, the Board of Directors or upon the written request of not less than twenty-five percent (25%) of the Individual Members entitled to vote. Only those matters or matters within the purpose or purposes described in the notice for a special meeting may be conducted at a special meeting of members.

Section 8.3. Place of Membership Meetings and Methods of Participation. The Board of Directors may designate the place of meeting for any meeting of the members. If no designation is made, the place of meeting shall be the principal office of AAUW Honolulu. If authorized by the Board of Directors in its sole discretion, members or proxies of members may participate at an annual, regular or special meeting of members by means of Internet, teleconference, or other electronic transmission technology in a manner that allows members the opportunity to (i) read or hear the proceedings substantially concurrently with the occurrence of the proceedings; (ii) vote on matters submitted to the members; (iii) pose questions; and (iv) make comments. A member or proxy of a member participating in a meeting by means authorized by this subsection shall be deemed to be present in person at the meeting.

Section 8.4. Meeting Notice. Notice of the annual meeting or any special meetings, stating the place, day, and time of the meeting, shall be delivered not less than fourteen (14) nor more than sixty (60) days before the date of the meeting. The notice shall include a description of any matter or matters that must be approved by the members and, in the case of a special meeting, a description of the

purpose or purposes of the meeting. The notice shall be given by or at the direction of the President, the Secretary or other persons calling the meeting, and shall be delivered in person, by telephone, by mail or by electronic transmission to each member, whether or not the member is entitled to vote. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the books of AAUW Honolulu. Notice may be given to any member by electronic transmission, provided that the member shall have consented to receive notice by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when sent to an electronic mail address at which the member has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the member has consented to receive notice, if transmitted by facsimile telecommunication. If a meeting is adjourned to a different date, time or place, notice need not be given of the new date, time, or place if it is announced at the meeting before adjournment.

Section 8.5. Record Date for Meetings, Voting and Director Elections. The record date for determining the members entitled to notice of or to vote at a members meeting, for election of Directors, or for action by ballot shall be set by the Board of Directors, provided that such record date is not more than seventy (70) days prior to the date of the meeting or distribution of ballots. If no such record date for notice is set by the Board, then the members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the date on which the meeting is held, are entitled to notice of the meeting. If no such record date for voting is set by the Board, then the members on the day prior to the date of the meeting or distribution of ballots who are otherwise eligible to vote, are entitled to vote at the meeting or by ballot.

Section 8.6. Membership List. After fixing the record date for the notice of a meeting, AAUW Honolulu shall prepare an alphabetical list of the names of its members entitled to notice of the meeting. The list shall show the address of each member entitled to vote at the meeting or cast for the election of Directors by ballot. AAUW Honolulu shall prepare on a current basis through the time of the membership meeting, a list of members, if any, entitled to vote at the meeting or by ballot, but not to notice thereof. These lists shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, at AAUW Honolulu's principal office or a reasonable place identified in the meeting notice in the city where the meeting will be held, beginning two (2) business days after notice of the meeting is given and continuing through the meeting. A member, a member's agent or attorney is entitled upon written demand to inspect, and subject to any limitations in Hawaii law relating to the purposes for which a list may be utilized, copy the list at a reasonable time and at the member's expense during the period it is available for inspection. AAUW Honolulu shall make the list of members available for inspection by members or their agents at the meeting.

Section 8.7. Quorum and Voting. Twenty percent (20%) of votes entitled to be cast on a matter and represented at a meeting of members shall constitute a quorum with respect to that matter. At all meetings of members, every Individual Member entitled to vote shall have the right to vote in person or by appointing a proxy subject to the conditions and limitations on proxies contained in Section 7.

Each Individual Member shall have one (1) vote. The affirmative vote of the majority of votes represented and entitled to vote at a meeting at which a quorum is present is required for the action of the members unless a greater vote is required by Hawaii law, these Bylaws or the Articles of Incorporation.

Section 8.8. Limitations on Proxy Voting An Individual Member may appoint a proxy to vote for the member as instructed by such member granting the proxy by signing an appointment form either personally or by an attorney-in-fact. All such proxy appointments shall be with specific instructions as to specific matters before the membership for vote; no member may grant any person a general proxy permitting the proxy holder to vote in his/her discretion and all such general proxies shall be null and void. No proxies may be appointed for the election of Directors. An Individual Member may authorize another person to act as a proxy for the member by:

- 1) Executing a document authorizing another person or persons to act as a proxy for the member, which may be accomplished by the member or the member's authorized attorney-in-fact signing the document or causing the member's signature to be affixed to the writing by any reasonable means, including without limitation, the use of a facsimile signature; or
- 2) Transmitting or authorizing the transmission of a telegram, cablegram, facsimile, or other means of electronic transmission authorizing the person or persons to act as a proxy for the member to the person or persons who will be the holder of the proxy; provided that any such transmission shall specify that the transmission was authorized by the member. A copy, facsimile telecommunication, or other reliable reproduction of the writing or transmission created pursuant to the foregoing may be used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used; provided that any such copy, facsimile telecommunication, or other reproduction shall be a complete reproduction of the entire original writing or transmission.

An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for not more than sixty (60) days, or for any lesser period specified in the appointment. An appointment of a proxy is revocable by the member at any time. The death or incapacity of the member appointing a proxy does not affect the right of AAUW Honolulu to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. Subject to the general provisions of Hawaii nonprofit corporate law regarding the acceptance of votes in HRS Section 414D-116 (or any successor provision of Hawaii law) and any express limitation on the proxy's authority appearing on the face of the appointment form, AAUW Honolulu is entitled to accept the proxy's vote as that of the member making the appointment.

Section 8.9. Action by Ballot. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if AAUW Honolulu delivers a ballot to every member

entitled to vote on the matter. AAUW Honolulu may deliver ballots by electronic transmission. A ballot shall: (i) be either in written form or in the form of an electronic transmission, (ii) set forth each proposed action, (iii) provide an opportunity to vote for or withhold a vote for each candidate for election as a director or officer, and (iv) provide an opportunity to vote for or against each proposed action. Approval by ballot pursuant to this section shall be valid only if: (i) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting to authorize the action, and (ii) the number of affirmative votes equals or exceeds the number of affirmative votes for approval that would be required to approve the action at a meeting. All solicitations for votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirements, (ii) state the percentage of approvals necessary to approve each action, (iii) specify the time by which a ballot shall be received by AAUW Honolulu in order to be counted. Ballots may not be revoked once delivered to AAUW Honolulu.

ARTICLE IX BOARD OF DIRECTORS

Section 9.1. Duties and Powers. The Board of Directors shall control the property and affairs of AAUW Honolulu and shall have, and may exercise, all of the authority of AAUW Honolulu, except that which is reserved to the members by the Articles, these Bylaws or Hawaii law. Subject to the provisions and limitations of the Act and any other laws, the Board may delegate the management of the activities of AAUW Honolulu to any person or persons, or committee, provided that notwithstanding any such delegation, the activities and affairs of AAUW Honolulu shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board. Each Director shall perform his or her duties in good faith, consistent with their duty of loyalty to AAUW Honolulu, in a manner such Director reasonably believes to be in the best interests of AAUW Honolulu, and with such care as an ordinarily prudent person in a like position would exercise under similar circumstances. This obligation extends to all activities a Director performs in that capacity including, without limitation, duties as a member of any committee of the Board on which a Director may serve.

Section 9.2. Directors' Number and Terms. The Board of Directors shall consist of not fewer than three (3) nor more than twelve (12) Directors, as the Board of Directors shall determine. All Directors shall at all times be members of the AAUW Honolulu. The Directors shall be elected by the membership on a staggered basis for two (2) year terms with one-half (1/2) of the Directors elected each year as described in Article X. A vacancy on the Board of Directors may be filled by appointment by the remaining Directors, and the Director so appointed shall serve out his/her predecessor's unexpired term. In the event a Director is no longer a member of the AAUW Honolulu, then, in such event, he/she shall no longer be a Director and his/her office will be vacant.

Section 9.3. Resignation. A Board member may resign at any time by written notice to the President or the Secretary.

Section 9.4. Removal of Directors. Any member or members of the Board of Directors may be removed with or without cause by the members only at a meeting called for the purpose of removing Directors. The notice for such meeting must state that the purpose, or one of the purposes, of the meeting is the

removal of the Director(s). A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors. In computing whether a Director is protected from removal under the foregoing requirements, it shall be assumed that the votes against removal are cast in an election for the number of Directors of the class to which the Director to be removed belonged on the date of that Director's election. Any vacancy so created, and not filled by the members at such a meeting may be filled by the Board of Directors. In addition, a Director may be removed by a majority vote of the Directors then in office if a Director has failed to attend either (i) three (3) consecutive regular Board of Directors meetings or (ii) one-half (1/2) of all meetings of the Board in a specific year.

Section 9.5. Meetings. The Board of Directors shall meet annually after the Annual Membership Meeting to elect the officers and consider such other matters as may come before the Board. The Board of Directors shall provide, by resolution, the date, time and place for the holding of regular meetings. No notice other than such resolution need be given for such meetings. The Board of Directors shall hold monthly meetings unless it decides otherwise. Special meetings may be called by the President or any three (3) Directors. Notice of regular and special meetings shall be sent to all Directors at least 48 hours before the meeting. A quorum for the conduct of business by the Board of Directors shall consist of a majority of the Directors then in office (present either in person or by telephone conference or other similar communication equipment at which all directors can hear each other simultaneously). A majority of those present and voting at a meeting at which a quorum is present shall be sufficient to take any action on behalf of the Board of Directors. Meetings of the Board of Directors shall be open to the membership unless the Board enters executive session, but voting shall be only by the Directors. Any action required or permitted to be taken at any meeting of the Board of Directors (or any committee thereof), may be taken if all the Directors (or all of the members of the committee) sign a written consent setting forth the action taken or to be taken at any time before or after the intended effective date of such action a copy of which may be circulated via electronic mail. Such consent shall be filed with the minutes of the Board of Directors (or committee) and shall have the same effect as a unanimous vote. For purposes of this section, "written consent" includes a consent executed by an electronic or digital signature; provided that AAUW Honolulu employs reasonable measures to authenticate the electronic or digital signature. Reasonable measures include commercially available security measures used by board meeting portal systems.

Section 9.6. Notice and Waiver.

Section 9.6.1. Regular Meetings. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting if a resolution of the Board setting the date, time and place of meeting has been previously adopted.

Section 9.6.2. Special Meetings. Special meetings of the Board of Directors shall be preceded by at least five (5) days' notice of the date, time and place of meeting. Such notice shall be given by or at the direction of the Secretary or other persons calling the meeting. Such notice shall be delivered in person, by telephone, by mail or by electronic transmission to each Director. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Director at the Director's address as it appears on the

records of AAUW Honolulu. Notice may be given to any Director by electronic transmission, provided that the Director has consented to receive notice by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the Director has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the Director has consented to receive notice, if transmitted by facsimile telecommunication.

Section 9.6.3. Waiver. Any Director may waive notice of any meeting provided such waiver is made in writing and signed by the Director entitled to the notice or is transmitted by electronic transmission, and delivered to AAUW Honolulu for inclusion in the minutes or corporate records. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director at the beginning of the meeting or prior to the vote on any matter not noticed in conformity with law, these Bylaws, or the Articles of Incorporation, objects to lack of notice and does not thereafter vote or assent to the objected to action.

Section 9.7. Conflicts of Interest. AAUW Honolulu shall have a conflicts of interest policy adopted by Board resolution. The Board of Directors or relevant committee thereof shall resolve any question of a conflict in accordance with the conflicts of interest policy. This policy shall be reviewed by the Board of Directors periodically.

Section 9.8. Compensation. Directors shall not receive compensation for their service as Directors, but they may be reimbursed for actual expenses incurred in the performance of their duties as Directors. AAUW Honolulu shall not lend or advance money to, other than customary travel or expense advances, or otherwise guarantee the obligations of any of its directors or officers.

Section 9.9. Presumption of Assent. A director of AAUW Honolulu who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent or refusal to vote is entered in the minutes of the meeting or unless the director either files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by certified mail to the Secretary of AAUW Honolulu immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action

Section 9.9.1. Committees. The Board of Directors may establish such other standing and special committees as it deems appropriate for the purposes of the AAUW Honolulu. All committees of the Board with Board delegated powers shall be elected by a majority of the Board then in office.

ARTICLE X ELECTIONS OF THE BOARD OF DIRECTORS

Section 10.1. Annual Election. The Board of Directors shall designate a date for the annual election of Directors each year, typically the date of the Annual Membership Meeting and conducted by ballot as described in Article XIII, Section 8.

Section 10.2. Nominations. The Board of Directors shall select a slate of nominees for directorship and send a list of those nominees to the members at least two (2) months before the election. Any ten (10) members may make additional nominations to the Board not later than one (1) month before the annual election; provided any nomination so submitted shall be accompanied by a statement signed by such nominee that he/she is willing to serve as a Director if elected.

Section 10.3. Voting for Directors. The Secretary shall prepare ballots which shall contain the names of all candidates for Directors. A ballot shall be sent to every member at least two (2) weeks before the annual election, and such ballot and the vote thereon shall comply with the requirements described in Article XIII, Section 8. Ballots shall not distinguish between candidates selected by the Board of Directors and candidates nominated by petition as provided under Section 10.2, provided such information will be available elsewhere. Members shall vote by sending their ballots to the address designated thereon. No ballot shall be counted unless it is received on or before the date of the annual election. Ballots need not be signed, but the balloting process adopted by the Board of Directors shall ensure both secrecy and accuracy. Directors shall be elected by plurality vote and cumulative voting shall not be permitted.

ARTICLE XI OFFICERS

Section 11.1 Officers. The officers of the AAUW Honolulu shall consist of a President, a Vice President, a Secretary, and a Treasurer.

Section 11.2 Duties. The duties of the officers shall be as follows:

Section 11.3. President. The President shall preside at all meetings of the members, the Board of Directors. Subject to his/her election to such committees, the President shall be an ex-officio member of all Board Committees. The President shall also be an ex-officio member of all advisory committees. In addition to these general duties, the President shall have other duties as may be determined by the Board of Directors from time to time

Section 11.4. Vice President. The Vice President shall perform all duties of the President in his/her absence. The Vice President shall have such powers and perform any other duties assigned by the President or the Board of Directors.

Section 11.5. Secretary. The Secretary shall record and prepare the minutes of each regular and special meeting of the members and the Board, to be presented to the Board for correction and approval. The Secretary shall give notice in conformity with the Bylaws of all meetings of the members and the Board of Directors. The Secretary shall supervise the conduct of all elections. The Secretary shall also perform any other duties assigned by the President or the Board of Directors.

Section 11.6. Treasurer. The Treasurer shall be responsible for all funds of the organization, and shall present a written financial report at each regular Board meeting. The Treasurer shall perform any other duties assigned by the President or the Board of Directors

Section 11.7. Election and Removal of Officers. The officers shall be elected annually by the Board of Directors to serve a one-year term or until their successors are elected. Officers need not be Directors, but must be Individual Members of AAUW Honolulu. The Board shall fill any office which becomes vacant. All officers shall be subject to removal at any time by the Board of Directors whenever in the judgment of the Board of Directors the best interests of AAUW Honolulu will be served thereby. The Board of Directors may, in its discretion, elect acting or temporary officers, elect officers to fill vacancies occurring for any reason whatsoever, and limit or enlarge the duties and powers of any officer elected by it.

ARTICLE XII RECORDS AND REPORTS

Section 12.1. Records. AAUW Honolulu shall maintain adequate and correct accounts, books and records of its business. All of such books, records and accounts shall be kept at its principal place of business in the State of Hawai'i, as fixed by the Board of Directors.

Section 12.2. Inspection. The books and records of the AAUW Honolulu shall be open at all reasonable times for inspection by the members to the extent provided by law; provided, however, that membership lists, or any portion thereof, shall only be available as described in Sections 414D-109 and 414D-305 of the Hawai'i Revised Statutes (or any succession provisions of law) and only to members. The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members.

Section 12.3. Signing of Documents. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the AAUW Honolulu, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors. The Board of Directors may authorize any officer of officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the AAUW Honolulu. Such authority may be general or confined to specific instances.

Section 12.4. Limitations on Disbursements. AAUW Honolulu shall not make any disbursements or contributions of the funds or assets of AAUW Honolulu to or for the benefit, directly or indirectly, of any director or officer of AAUW Honolulu, except for reasonable payments for services actually rendered to AAUW Honolulu.

ARTICLE XIII EMERGENCY BYLAWS

The provisions contained in this Article IX shall be operative in the event a quorum of the Board of Directors cannot be assembled due to a catastrophic event (an "**Emergency**"). Notwithstanding any different provision in the preceding articles of these Bylaws, in the Articles of Incorporation or in the Act, to the extent not inconsistent with the provisions of this article, the Bylaws provided in the preceding articles shall remain in effect during such Emergency and upon its termination, the provisions on this Article IX shall cease to be operative. However, during any such Emergency:

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- a. A meeting of the Board of Directors may be called by any officer or Director of the AAUW Honolulu. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Directors as it is practicable to reach and by any practicable manner. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
- b. At any such meeting of the Board of Directors, a quorum shall consist of the number of directors in attendance at such meeting.
- c. The Board of Directors, either in anticipation of or during any such Emergency, may relocate the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.
- d. The Board of Directors, either in anticipation of or during any such Emergency, may modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent.
- e. Corporate action taken in good faith during an Emergency under these provisions of Article IX (i) binds the AAUW Honolulu, and (ii) may not be used to impose liability on a Director, officer, employee, or agent.

The provisions contained in this Article IX shall be subject to repeal or change by action of the members, but no such repeal or change shall modify the provisions of the preceding paragraph e. with regard to action taken prior to the time of such repeal or change. Any amendment of these provisions may make any further or different provision that may be practical and necessary for the circumstances of the Emergency.

ARTICLE XIV AMENDMENTS

The Board of Directors may propose amendments to these Bylaws by sending such proposals, or a summary thereof, to the membership at least two (2) weeks before they are to be voted upon. The vote on a proposed amendment may be by ballot sent to all Individual Members or by vote at a membership meeting. An amendment shall be adopted upon approval by two-thirds of the votes cast; provided that a quorum is present.

ARTICLE XV AMENDMENT AND RESTATEMENT

These Amended and Restated Bylaws shall supersede the original Bylaws and all amendments thereto.

Note: Approved by AAUW Honolulu Branch members on 6/28/22 at the AAUW Honolulu Branch Annual Membership Meeting.