

AMENDED AND RESTATED ARTICLES OF INCORPORATION

**AMERICAN OF ASSOCIATION OF UNIVERSITY WOMEN,
HONOLULU BRANCH**

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be American Association of University Women, Honolulu Branch.

ARTICLE II

OFFICES; REGISTERED AGENT; INCORPORATOR

Section 2.1 Mailing Address of Principal Office. The mailing address of the Corporation's principal office is 2052 Alaeloa Street, Honolulu, Hawaii 96821. The location of the office or the establishment of other or additional offices may be determined by the Board of Directors as set forth in the Bylaws.

Section 2.2 Registered Agent. The Corporation shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in this State and who shall be an individual who resides in this state, a domestic entity or a foreign entity authorized to transact business in this State. The name of the Corporation's registered agent in the State of Hawaii is Caroline Kunitake. The street address of the place of business of the person in the State of Hawaii to which service of process and other notice and documents being served on or sent to the entity represented by it may be delivered to is 2052 Alaeloa Street, Honolulu, Hawaii 96821. The name, street and mailing address of its registered agent shall be subject to change from time to time by the Board of Directors.

Section 2.3 Incorporators. The names and addresses of the incorporators were as follows:

Mary Leslie Ortiz, 1802 Keeaumoku Street, Honolulu, Hawaii 96822.

Linda Weiland, 1802 Keeaumoku Street, Honolulu, Hawaii 96822.

ARTICLE III

EXEMPT PURPOSES AND FORM OF ORGANIZATION

Section 3.1 Purposes. The Corporation is organized exclusively for charitable, literary, religious or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, including for such purposes to provide respite and support for women, their organizations and their community, all of which shall be accomplished in such charitable manner within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

Section 3.2 Nonprofit Form of Organization.

(1) The Corporation is not organized for profit and it will not authorize or issue shares of stock. No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, private shareholders or individuals, except as allowed by law. The Corporation may pay a reasonable compensation to its directors or officers for services rendered to the Corporation in furtherance of its purposes; provided, that no such payment shall be deemed to be a dividend or a distribution of income or profit.

(2) No substantial part of the activities of the Corporation shall be lobbying activities or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(3) Notwithstanding any other provision in the articles of incorporation, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

Section 3.3. Private Foundation Excise Tax Compliance. In addition to the other restrictions and provisions contained in these Articles and notwithstanding any other provisions of these Articles:

(1) the Corporation shall operate in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code);

(2) the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code);

(3) the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code);

(4) the Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code); and

(5) the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code).

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and possess all the powers permitted to nonprofit corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, as allowed under the laws of the State of Hawaii and the Internal Revenue Code.

ARTICLE V

CORPORATE LIFE

The Corporation shall have perpetual duration.

ARTICLE VI

DIRECTORS AND OFFICERS

Section 6.1 Board of Directors. The Board of Directors shall consist of not less than three (3) individuals. The number of directors shall be fixed and the directors elected by the Individual Members in accordance with the Bylaws. The Board shall have and may exercise all the powers of the Corporation except as otherwise provided by the articles of incorporation, Bylaws or law.

Section 6.2 Officers. The Corporation shall have the officers described in the Bylaws and elected by the Board of Directors. The officers shall have the powers, perform the duties, and be elected at such time, in such manner, and for such terms according to the Bylaws.

ARTICLE VII

LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 7.1 Limitation of Liability to Corporation. No director of the Corporation shall be personally liable to the Corporation for any monetary damages because of a breach of the director's duties to the Corporation; provided, that such liability shall not be eliminated in the following circumstances:

- (1) For breach of the director's duty of loyalty to the Corporation;
- (2) For acts or omissions not made in good faith or that involve intentional misconduct or knowing violation of the law;
- (3) For transactions from which a director derived an improper personal economic benefit;
- (4) For any improper conflict of interest transaction with the Corporation in which a director had a direct or indirect interest;
- (5) For any transaction in which a director received a loan or guaranty of obligation from the Corporation; or
- (6) For any transaction where a director votes for or assents to an unlawful distribution.

Section 7.2 Indemnification.

(1) Definitions. The following definitions contained in the Hawaii Nonprofit Corporations Act (HRS 414D-159) apply to this Section 7.2:

- (a) "Director" means an individual who is or was a director of the Corporation.
- (b) "Expenses" includes counsel fees.
- (c) "Official capacity" means with respect to a director, the office of director in the Corporation and with respect to an officer, employee, or agent of the Corporation who is not a director, the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation.

(d) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

(e) “Party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(f) “Liability” means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses actually incurred with respect to a proceeding.

The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation who is not a director under this section to the same extent as a director. An officer of the Corporation who is not a director is entitled to mandatory indemnification under Section 7.2(3) and is entitled to apply to the court for court-ordered indemnification under Section 7.2(5) to the same extent as a director.

(2) The Corporation shall indemnify a former or current director made a party to a proceeding against liability if the individual (a) acted in good faith and (b) in a manner the individual reasonably believed in the case of conduct in an official capacity, that the conduct was in the Corporation’s best interests and in all other cases, that the conduct did not oppose the Corporation’s best interests, and (c) with respect to a criminal proceeding, that the individual had no reasonable cause to believe the conduct was unlawful. The Corporation may not indemnify a director’s liability where such liability has been determined in a proceeding brought by the Corporation, where the Corporation had the right to bring the proceeding, or if the director is found to have received an improper personal benefit, except as otherwise allowed by law.

(3) To the extent that a director seeking indemnification has been successful in the defense of a proceeding, the Corporation shall indemnify the director against reasonable expenses incurred in connection with the proceeding.

(4) Before a final decision is made in a proceeding, the Corporation may advance funds to pay for or reimburse the reasonable expenses of a director, provided that (a) the director states in writing the director’s good faith belief that the director has met the standard of conduct described in Section 7.2(2), (b) agrees in writing to repay the advance if it is ultimately determined that the director did not meet the standard of conduct, and (c) the facts then known to those making the determination do not preclude indemnification. Such determinations and authorizations shall be made in the manner described in Section 7.2(6), below.

(5) A director made a party to a proceeding may ask the court for indemnification. Upon receipt of the application, the court may order indemnification in an amount it considers proper if it determines (a) that the director is entitled to mandatory indemnification under Section 414D-161 of the Hawaii Nonprofit Corporations Act, Hawaii Revised Statutes, (Section 7.2(3)) or (b) the director is fairly and reasonably entitled to indemnification under all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 7.2(2), above, or was found liable in connection with a proceeding by or in the right of the corporation, or 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.

(6) The Corporation shall make indemnification payments under Section 7.2(2) only if authorized in the specific case upon a determination that the director seeking indemnification has met the standard of conduct set forth in that section. Such determination shall be made (a) by the Board of Directors by majority vote of a quorum consisting of directors who are not at the time parties to the proceeding, or (b) if such quorum is not obtainable, by majority vote of a committee duly designated by the Board (in which designation directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding, or (c) if a committee cannot be designated, by special legal counsel selected by the Board or its committee in the manner prescribed in subsections (a) or (b), or a majority vote of the full Board (in which selection directors who are parties may participate). Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if special legal counsel makes the determination, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) to select counsel.

(7) This Section 7.2 shall not be deemed exclusive of any other right to which those seeking indemnification are entitled under the law.

(8) The Corporation may purchase insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation against liability asserted against or incurred by the individual in that capacity.

(9) This Section 7.2 shall be effective with respect to those persons covered by this section and in respect to proceedings pending on or after the effective date of the articles of incorporation, as allowed by law.

ARTICLE VIII

MEMBERSHIP

Membership in the Corporation may be held by all who have the qualifications of membership specified in the Bylaws. Members of the Corporation shall be admitted or expelled in the manner provided by the Bylaws. There shall be two classes of membership in the Corporation: Individual Members and College/University Members. Only Individual Members of the Corporation shall have the right to vote and College/University Members shall have no voting rights. The Corporation may also create one or more classes of affiliates without voting rights as provided in the Bylaws.

ARTICLE IX

CORPORATE LIABILITY

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The members, directors and officers of the Corporation shall incur no personal liability for said debts and liabilities by reason of such positions, except as otherwise provided by law.

All checks and other orders for the payment of money, notes, contracts, and all other instruments shall be signed by such individual or individuals as the Board of Directors shall designate by resolution. Unless authorized by the Board, no person shall have any power or authority to bind the Corporation by any contract or other instrument or to pledge its credit or to render it liable for any purpose or amount.

ARTICLE X

CORPORATE DISSOLUTION

After appropriate notice provided to the attorney general and upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

AMENDMENT AND RESTATEMENT OF ARTICLES

These Amended and Restated Articles of Incorporation shall supersede the original Articles of Incorporation and all amendments thereto. These Articles may be amended from time to time upon action of the members; provided, however, the purposes of the Corporation shall not be changed unless approved by the incorporators or their designated successors.

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