

AMENDED BYLAWS
OF
NATIVE HAWAIIAN BAR ASSOCIATION

ARTICLE 1

SECTION 1. Principal Office. The principal office of the corporation shall be maintained at such place in the State of Hawaii as the board of directors shall determine.

SECTION 2. Place of Meetings. All meetings of the members and 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. Seal. The corporation may, but need not, have a 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 4. Fiscal Year. The fiscal year of the corporation is January 1 through December 31, or as otherwise established by the board of directors.

ARTICLE 2

MEMBERS

SECTION 1. Membership.

(a) Qualification. Subject to the provision herein regarding admission of members, membership is open to all (i) persons of Hawaiian ancestry who are licensed

attorneys or graduates of an accredited law school, (ii) persons of Hawaiian ancestry who are attending law school or working within the legal profession, or (iii) persons who are currently working within the legal profession and who have promoted or are interested in promoting the development of law for the benefit of people of Hawaiian ancestry.

(b) Manner of Admission. The initial directors of the corporation named in the articles of incorporation shall be the initial voting members. Individuals who qualify for membership, apply for membership on forms prepared by the corporation and timely pay the annual fee imposed by the board of directors, shall be members of the respective membership classes, as set forth herein. A person shall cease to be a member upon nonpayment of dues and notification of such by the Secretary, death, withdrawal or expulsion by vote of a majority of the directors.

(c) Membership Classes. The only class of voting members of the corporation shall consist of those members who are persons of Hawaiian ancestry who are licensed attorneys or graduates of any accredited law school. Additional classes of nonvoting membership may be established by the board of directors from time to time.

SECTION 2. Annual Meeting. The annual meeting of the members shall be held on such day and time as designated by the board of directors from time to time, or, if the board of directors shall not have designated such day by the end of the third month following the close of the fiscal year, then on the first Monday of April in each year, if not a legal holiday, and if a legal holiday, on the next calendar day following. At the annual meeting the members shall fix the number of directors for the ensuing year, which

number so fixed may be decreased or increased thereafter at any special meeting, shall elect the directors, shall admit or remove members, shall transact any general business which may be brought before the meeting, and may take any corporate action.

SECTION 3. Special Meetings. Special meetings of the members may be held at any time upon the call of the President, or upon the written request of two-thirds (2/3) of the directors or twenty-five percent (25%) of the members.

SECTION 4. Notice of Meetings. A written notice of every meeting of the members, stating whether it is an annual or a special meeting, the authority for the call of the meeting, the place, day and hour thereof, and the purpose therefor shall be given by the Secretary or by the person or persons calling the meeting, not less than ten (10) days nor more than fifty (50) days before the day set for such meeting. Such notice shall be given to each member in any of the following ways: (a) by leaving the same with the member personally, or (b) by mailing it, postage prepaid, addressed to the member at the member's address as it appears on the records of the corporation. If notice is given pursuant to the provisions of this Section, the failure of any member to receive actual notice of meeting shall in no way invalidate the meeting or any proceedings thereat.

SECTION 5. Notice Unnecessary. The presence of all of the members, in person, at any meeting shall render the same a valid meeting, unless any member shall, at the opening of said meeting, object to the holding of the same for noncompliance with the provisions of the Section dealing with notice of meetings, immediately above. Any meeting so held without objection shall, notwithstanding the fact that no notice of

meeting was given or that the notice given was improper, be valid for all purposes and at such meeting any general business may be transacted and any corporate action may be taken.

SECTION 6. Quorum. At any meeting of the members of which proper notice has been given, the presence of twenty percent of members, in person or by proxy, shall constitute a quorum, and the concurring vote of a majority of the members constituting a quorum shall be valid and binding upon the corporation, except as otherwise provided by law or by these bylaws or by the Articles of Incorporation of the corporation. At any meeting of which proper notice has not been given, the presence of all of the members, in person, shall be required to constitute a quorum.

SECTION 7. Actions Authorized Without Meeting. Any action which the members may lawfully take at any meeting properly called and held may also be taken by action of all of the individual members by their written assent thereto. Any action so taken shall be valid and effective from and after the filing with the Secretary or with an Assistant Secretary of a written minute or other instrument, signed by all of the members, evidencing the action.

SECTION 8. Voting. At every meeting of the members, each member shall be entitled to one (1) vote which may not be exercised cumulatively. Members may vote in person or by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Any action which the members

may take at any meeting properly called and held, including the election of directors, may also be taken by secret unsigned ballots mailed to the members by the board of directors.

SECTION 9. Adjournment. Any meeting of the members, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting. Such adjournment may be to such time and to such place as shall be determined by a majority vote of the members present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

ARTICLE 3

DUES

SECTION 1. Establishment of Dues. Dues and admission fees, if any, for any class of membership, whether voting or nonvoting, shall be established by the board of directors of the corporation. In addition to annual dues and admission fees, the board of directors may assess additional dues from time to time as the board determines to be in the best interest of the corporation.

SECTION 2. Termination of Membership. Notwithstanding anything herein to the contrary, the board of directors may terminate the membership of any member, whether voting or nonvoting, if such member fails to pay its dues within thirty (30) days after they are due.

ARTICLE 4

BOARD OF DIRECTORS

SECTION 1. Number of Directors. The number of directors of the corporation shall be fixed by the members at each annual meeting and may be increased or decreased at any special meeting duly called and held for that purpose, provided that the number of directors shall be fixed at not less than three (3). A director is required to be a member; and, if a director shall cease to be a member, the director shall cease to be a director. At least one director shall be a resident of the State of Hawaii.

SECTION 2. Terms of Directors and Election. The terms of the initial directors shall be so divided that one-third will hold office for one year, one-third for two years, and one-third for three years. Thereafter, each successor director shall serve for a term of three (3) years and shall be elected by the members at their annual meeting. In the event that the number of directors on the board is changed, the change shall be made in such manner that the terms of approximately one-third of the members of the board of directors shall expire each year. Directors of the board may be re-elected and serve for an indefinite number of terms.

SECTION 3. Annual Meeting. An annual meeting of the board of directors shall be held at the place of each annual meeting of the members and immediately following such meeting at which time the board of directors shall appoint the officers of the corporation for the ensuing year.

SECTION 4. Regular Meeting. The board of directors may establish regular meetings to be held at such places and at such times as the board may from time to time by vote determine, but not less than annually. When any such regular meeting or meetings shall be so determined, no further notice thereof shall be required.

SECTION 5. Special Meetings. Special meetings of the board of directors may be called at any time by the President, or by any three directors or by the Chairman of the board, if any.

SECTION 6. Notice of Meetings. Except as otherwise provided by law, notice of each meeting of the directors of the corporation, stating the authority for the call of the meeting and the place, day and hour 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 24 hours before the time of the meeting, (b) by personal telephone call to the director at least 24 hours before the time of the meeting, or (c) by mailing the notice, postage prepaid, addressed to the director at the director's address as it is shown on the records of the corporation, at least five days prior to the time of the meeting. The failure of any director to receive actual notice of the meeting shall in no way invalidate the meeting or any proceedings thereat, if notice shall have been given as required by this SECTION 6. The presence of any director at any meeting shall be the equivalent of a waiver of the requirement of giving notice of the meeting to such director.

SECTION 7. Quorum. At any meeting of the board of directors of which proper notice has been given, the presence in person of a majority of the directors, including substitute directors, shall constitute a quorum. To be valid, any act or business must receive the approval of a majority of such quorum. Vacancies in the membership of the board shall not affect the validity of any action of the board, provided that a quorum is present at the meeting.

SECTION 8. Adjournment. In the absence of a quorum at the date, time and place of meeting duly called, and at any meeting duly called and held, the presiding officer or a majority of the directors present may adjourn the meeting from time to time without further notice and may convene or reconvene the meeting when a quorum shall be present.

SECTION 9. Notice Unnecessary. If at any meeting of the board of directors, however called and wherever held, all of the 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 express consent to the holding of the meeting and all actions taken thereat by a writing on or filed with the records of the board of directors, then all actions taken at such meeting shall be legal and validly taken.

SECTION 10. Actions Authorized Without Meeting. Any action which the board of directors may lawfully take at any meeting properly called and held may also be taken by action of all of the individual directors by their written assent thereto. Any action so taken shall be valid and effective from and after the filing with the Secretary or with an

Assistant Secretary of a written minute or other instrument, signed by all of the directors, evidencing the action.

SECTION 11. Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws and the nonprofit corporation statutes concerning corporate action that must be authorized or approved by the Members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

SECTION 12. Removal of Directors. The members of the corporation may remove from office any director or directors by vote of a majority of the members present at any annual or special meeting duly called and held for such purpose.

SECTION 13. Director Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors may be initially filled by the affirmative vote of a majority of the remaining directors, even if the majority is less than a quorum. Such substitute or new directors shall serve until replaced by the members or as otherwise provided by law. The members may at any annual or special meeting, whether called for the purpose or not, elect directors to fill any directorship by reason of an increase in the number of directors or replace any substitute directors and fill any vacancies, including temporary vacancies, which may then exist in the board of directors, whether caused by resignations, removals or otherwise, by the vote of a majority of the members present. There shall be a temporary vacancy only when a director is ill or away from the State of Hawaii. Any

temporary vacancy shall be filled only for the period ending upon termination of the director's illness or the return of the director to the State of Hawaii.

SECTION 14. Director's Dissent. A Director who is present at a Board meeting shall be presumed to have assented to any action on any corporate matter taken at such meeting unless the Director's dissent is entered in the minutes of the meeting or the Director files written dissent with the secretary of the meeting before the adjournment thereof or mails such written dissent to the Secretary of the Corporation by registered mail immediately after the adjournment of the meeting. A Director who has voted in favor of the action may not file such dissent.

SECTION 15. Contracts with Directors or Officers. No Directors or officers of the corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless (a) such contract shall be authorized by an absolute majority of Directors present and voting at a meeting at which the presence of such Director is not necessary to constitute a quorum and the vote of such Director is not necessary for such authorization, and (b) the fact and nature of such interest shall have been fully disclosed or known to the members of the Board of Directors present at the meeting at which such contract is so authorized.

ARTICLE 5

OFFICERS

SECTION 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 of directors immediately following the annual meeting of the members of the corporation and shall hold office until the next annual meeting and until a successor shall be duly elected and qualified. No officer is required to be a director or a member. Two or more offices may be held by the same person.

SECTION 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 hold their positions at the pleasure of the board of directors and who shall have such powers and duties as may be assigned to them by the board of directors. The authority to employ agents and employees and fix their powers and duties may be delegated by the board of directors. Any officer of the corporation may also be a subordinate officer, agent or employee.

SECTION 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. Bonds. Any officer may be required by the board of directors to give a surety company bond for the faithful discharge of the officer's duties in such sum

as the board of directors may require and such bond shall be deposited as the board may direct.

SECTION 5. President. The President shall preside at all meetings of the members and of the board of directors. Subject to the control of the board of directors, the President shall be the chief executive officer of the corporation and shall exercise general supervision and direction over the management and conduct of the affairs of the corporation. The President 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 of directors.

SECTION 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 the Vice President by law or in these bylaws and as may be assigned from time to time by the board of directors.

SECTION 7. Treasurer. The Treasurer shall have the powers and perform the duties customarily incidental to the office and such other powers and duties as may be given elsewhere in these bylaws and as may be assigned from time to time by the board of directors.

SECTION 8. Secretary. The Secretary shall attend and keep the minutes of all meetings of the members of the corporation, and, 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 duties as may be incidental to the office of Secretary or elsewhere given by law or in these bylaws and as may be assigned from time to time by the board of directors. 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 9. Removal of Officers. The board of directors may, at any time, remove from office or discharge from employment, with or without cause, 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.

SECTION 10. Officer Vacancies. If the office of any officer shall become vacant by reason of death, resignation, removal, disqualification or otherwise, the board of directors may appoint a successor who shall hold office for the unexpired term.

SECTION 11. Absence of Treasurer or Secretary. In the absence or inability to act of the Treasurer, or if that office is vacant, the duties thereof shall be performed by such Assistant Treasurer as may have been designated by the board of directors, otherwise by the Secretary. In the absence or inability to act of the Secretary, or if that

office is vacant, the duties thereof shall be performed by such Assistant Secretary as may have been designated by the board of directors, otherwise by the Treasurer.

ARTICLE 6

EXECUTION OF INSTRUMENTS

SECTION 1. 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 any two of the following: the President, a Vice President, Treasurer, Secretary, Assistant Treasurer or an Assistant Secretary.

ARTICLE 7

BOOKS AND RECORDS

SECTION 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE 8

AMENDMENTS TO BYLAWS

Procedure. These bylaws may be altered, amended, added to or repealed as provided in the Articles of Incorporation.