

BYLAWS OF
‘AWA DEVELOPMENT COUNCIL
A NOT-FOR-PROFIT CORPORATION

ARTICLE I – OFFICES

The principal office of the Corporation shall be located in the City of Honolulu and the State of Hawai‘i. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

ARTICLE II – PURPOSE

Section 1 – Purpose. Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The specific purpose of the corporation is to serve the public needs of education, science, and cultural affairs as it pertains to kava (*Piper methysticum*), especially kava grown in Hawai‘i for which it is known as Hawaiian kava or ‘awa (Hawaiian language). A major activity of the corporation is to oversee the planning, coordination and support of the Hawai‘i Pacific Islands Kava Festival, an educational, scientific and cultural event benefiting the public.

Section 2 – No private inurement. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

Section 3 – No lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of the corporation.

Section 4 – Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) or 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 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 organizations, as said Court shall determine, which are operated exclusively for such purposes.

Section 5 – Private Foundation. In the event that the Corporation fails to qualify as a public charity under federal tax law and is considered a private foundation, the corporation shall comply with the following: a) It will distribute its income for each tax year at such time and in such manner so that it will not become subject to tax on undistributed taxable income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal laws; b) It will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; c) It will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; d) It will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and e) It will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

ARTICLE III -- MEMBERS

Section 1 – Members. The corporation shall not have members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Number, Election and Term of Office. The number of the directors of the Corporation shall be five (5). This number may be increased or decreased by the amendment of these bylaws by the Board but shall in no case be less than one (1) director. The Board of Directors shall be elected each year. If this corporation has no members then the Board shall be elected by a majority of the votes of the then current Board. Each director shall hold office until the next annual meeting, and until his successor is elected and qualified, or until his prior death, resignation, or removal.

Section 2 – Vacancies. Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose.

Section 3 – Duties and Powers. The Board shall be responsible for the control and management of the affairs, property and interests of the Corporation and may exercise all powers of the Corporation, except as limited by statute.

Section 4 – Annual Meetings. An annual meeting of the Board shall be held on the eighth day of January of each year unless rescheduled by the Board. The Board from time to time, may provide by resolution for the holding of other meetings of the Board, and may fix the time and place thereof.

Section 5 – Special Meetings. Special meetings of the Board shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 6 – Notice and Waiver. Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, by mail, e-mail, or by facsimile to each Director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 7 – Chairman. The Board may, at its discretion, elect a Chairman. At all meetings of the Board, the Chairman of the Board, if any and if present, shall preside. If there is no Chairman, or he or she is absent, then the President shall preside, and in his absence, Chairman chosen by the directors shall preside.

Section 8 – Quorum and Adjournments. At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 9 – Board Action. At all meetings of the Board, each director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book.

Section 10 – Telephone Meetings. Directors may participate in meetings of the Board through use of a telephone if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 11 – Resignation and Removal. Any director may resign at any time by giving written notice to another Board member, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the Board.

Section 12 – Compensation. No stated salary shall be paid to directors, as such for these services, but by resolution of the Board a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 13 – Liability. No director shall be liable for any debt, obligation or liability of the corporation.

ARTICLE V – OFFICERS

Section 1 – Number, Qualification, Election and Term. The officers of the Corporation shall consist of a President, Secretary, a Treasurer, and such other officers, as the Board may from time to time deem advisable. Any officer may be, but is not required to be, a director of the Corporation. The officers of the Corporation shall be elected by the Board at the regular annual meeting of the Board. Each officer shall hold office until the annual meeting of the Board next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 2 – Resignation or Removal. Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation or to a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board member or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board at any time.

Section 3 – Vacancies. A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the Board.

Section 4 – Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board. The President shall be the chief executive officer of the Corporation.

Section 5 – Compensation. The officers of the Corporation shall be entitled to such compensation as the board shall from time to time determine.

Section 6 – Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

Section 7 – Shares of Other Corporations. Whenever the Corporation is the holder of shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and

execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the President, any Vice President, or such other person as the Board may authorize.

Section 8 – Liability. No officer shall be liable for any debt, obligation or liability of the corporation.

ARTICLE VI – COMMITTEES

Section 1 – Committees. The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the corporation shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

ARTICLE VII – BOOKS, RECORDS AND REPORTS

Section 1 – Annual Report. The President of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors.

Section 2 – Permanent Records. The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings and membership records (if any) of the corporation. Such records shall be kept at the registered office or the principal place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

Section 3 – Inspection of Corporate Records. If this corporation has members, then those members shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books records of accounts, minutes, and records of the Corporation.

ARTICLE VIII – FISCAL YEAR

Section 1 – Fiscal year. The fiscal year of the Corporation shall be the period selected by the Board of Directors as the tax year of the Corporation for federal income tax purposes.

ARTICLE IX – CORPORATE SEAL

Section 1 – Seal. The Board of Directors may adopt, use and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such document.

ARTICLE X – AMENDMENTS

Section 1 – Articles of Incorporation. The Articles of Incorporation may be amended by the Board of Directors unless this corporation has members, in which case they can be amended as provided by law.

Section 2 – Bylaws. These Bylaws may be amended by the Board of Directors.

ARTICLE XI – INDEMNIFICATION

Section 1 – Indemnification. Any officer, director or employee of the Corporation shall be indemnified and held harmless to the full extent allowed by law.

Section 2 – Insurance. The corporation may but is not required to obtain insurance providing for indemnification of directors, officers and employees.

Certified to be the Bylaws of the corporation adopted by the Board of Directors on
_____ August 12 _____, 2004.

H.C. Bittenbender

Secretary
