

**FIRST AMENDED AND RESTATED BYLAWS
OF
MILILANI HIGH SCHOOL SPADA, INC.**

**ARTICLE 1
OFFICES AND AGENT**

Section 1.1 Registered Agent. The Corporation shall continuously maintain in the State of Hawaii a registered agent as required by law.

Section 1.2 Principal and Other Offices. The principal office of the Corporation, being the office designated from time to time in the annual report where the principal offices of the Corporation are located, and other offices of the Corporation, if any, may be located at any place in the City and County of Honolulu, State of Hawaii as the board of directors may designate or as the purposes of the Corporation may require.

**ARTICLE 2
MEMBERS**

Section 2.1 Membership. The members of the Corporation shall consist of all directors and all other persons admitted as members in accordance with these bylaws. Membership in the Corporation shall be evidenced by the membership roll of the Corporation.

Section 2.2 Admission of Members. The power to admit members shall be vested solely in the board of directors. The board of directors shall prescribe from time to time the qualifications and requirements for membership and shall have the power to create classes of membership conferring such rights and privileges and imposing such obligations as may be determined from time to time by the board of directors.

Section 2.3 Dues, Fees, and Assessments. Members of the Corporation shall not be required to pay any dues, assessments, fees, or any other charges to be or to remain members.

Section 2.4 Termination, Expulsion, and Suspension. Any member's membership may be terminated and any member may be expelled or suspended by the vote of two-thirds (2/3) of the directors then in office. At least fifteen (15) days prior to the proposed termination, expulsion or suspension of any member becoming effective, the board of directors or the president shall provide in a written notice to the member the reasons for, and the effective date of, the proposed termination, expulsion, or suspension. Any written notice given by mail shall be given by first class or certified mail sent to the last known address of the member shown on the Corporation's records and such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. The member shall have not less than five (5) days prior to the effective date of the termination, expulsion or suspension to respond, orally or in writing, to the board of directors that the proposed termination, expulsion or suspension not take place. A member whose membership has been terminated, or who has been expelled or suspended, shall be liable to the Corporation for dues, fees, assessments, or any other charges as a result of obligations incurred or commitments made prior to the termination, expulsion, or suspension.

Section 2.5 Resignation of Members. A member may resign at any time by delivering written notice to the board of directors, the chairperson of the board, the president, the secretary, or the executive director. The resignation of a member does not relieve the member from any obligations the member may have to the Corporation under section 2.3 or as a result of other obligations incurred or commitments made prior to resignation.

ARTICLE 3 **MEETINGS OF MEMBERS**

Section 3.1 Annual and Regular Meetings. The annual meeting of members shall be held each year at such time and place as the board of directors shall determine. At the annual meeting, the president and chief financial officer shall report on the activities and financial condition of the Corporation, and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of these bylaws and applicable law. The Corporation may hold regular membership meetings at the times stated in or fixed in accordance with these bylaws. The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these bylaws shall not affect the validity of any corporate action.

Section 3.2 Special Meetings. The Corporation shall hold a special meeting of members only on call of the board of directors, any two (2) or more directors or the president. Only those matters that are within the purpose or purposes described in the meeting notice required by section 3.5 may be conducted at a special meeting of members.

Section 3.3 Place of Meeting. The board of directors may designate any place in the City and County of Honolulu, State of Hawaii as the place of meeting for any annual, regular, or special meeting of the members. If no designation is made, the place of meeting shall be the principal office of the Corporation.

Section 3.4 Action by Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting of members if the action is approved by members holding at least eighty percent (80%) of the voting power. The action must be evidenced by one or more written consents describing the action taken, signed by those members representing at least eighty percent (80%) of the voting power, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A consent signed under this section 3.4 has the effect of a meeting vote. Written notice of member approval pursuant to this section 3.4 shall be given to all members who have not signed the written consent. If written notice is required, member approval pursuant to this section 3.4 shall be effective ten (10) days after the written notice is given. Except as otherwise required by law, the failure to give written notice of member approval shall not affect the validity of any membership action.

Section 3.5 Notice of Meeting. The Corporation shall give written notice to each member of the date, time, and place of each annual, regular and special meeting of members no fewer than ten (10) nor more than sixty (60) days before the meeting date. Notice of any annual or regular meeting shall include a description of any of the following matters: (a) approval of a transaction in which a director has a conflict of interest, (b) voting on a determination that a director has met the required standard of conduct for indemnification, (c) amendment of the

articles of incorporation, (d) a plan of merger, (e) the sale lease, exchange, or disposition of all, or substantially all of the assets of the Corporation other than in the usual and regular course of activities, and (f) dissolution of the Corporation. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. If an annual, regular, or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under section 3.7, however, notice of the adjourned meeting shall be given under this section 3.5 to the members of record as of the new record date.

Section 3.6 Waiver of Notice. A member may waive any notice before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the member entitled to the notice, and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.7 Record Date. The board of directors may fix the record date to determine the members entitled to notice of a members' meeting, to determine the members entitled to vote at a members' meeting, to determine the members entitled to approve actions taken with written consent as described in section 3.4, or to determine the members entitled to exercise any rights in respect of any other lawful action, provided that the record date is not more than seventy (70) days before the meeting or action requiring a determination of members occurs. A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the board of directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than seventy (70) days after the record date for determining members entitled to notice of the original meeting.

Section 3.8 Members' List for Meetings. After fixing a record date for a notice of a meeting, the Corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting. The list shall show the address and number of votes each member is entitled to vote at the meeting. The Corporation shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of members. The list of members must be available for inspection by any member for the purpose of communication with other members concerning the meeting, at the Corporation's principal office or at 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 for which the list was prepared is given, and continuing through the meeting. A member, or a member's agent, or member's attorney is entitled on written demand to inspect and, subject to the limitations of Hawaii Revised Statutes sections 414D-302(c) and 414D-305 (as the same may be amended or recodified from time to time) to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection. The Corporation shall make

the list of members available at the meeting; provided that a request for the list is submitted no fewer than five (5) business days prior to the scheduled date of the meeting. Any member, member's agent, or member's attorney is entitled to inspect the list at any time during the meeting or any adjournment.

Section 3.9 No Voting Rights. The members shall have no right to vote on any matter.

Section 3.10 Quorum Requirements. Ten (10) percent of the votes entitled to be cast on a matter shall be represented at a meeting of members to constitute a quorum on that matter. A bylaws amendment to decrease the quorum for any member action may be approved by the members or by the board of directors. A bylaws amendment to increase the quorum for any member action must be approved by the members. Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

Section 3.11 Voting Requirements. Unless the articles of incorporation, these bylaws or the Hawaii Nonprofit Corporation Act require a greater vote, if a quorum is present, the affirmative vote of the votes represented and voting (which affirmative votes also constitute a majority of the required quorum) is the act of the members. A bylaw amendment to increase or decrease the vote required for any member action must be approved by the members.

Section 3.12 Proxies. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact. 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 eleven (11) months unless a different period is expressly provided in the appointment form; provided that no proxy shall be valid for more than three (3) years from its date of execution. An appointment of a proxy is revocable by the member. The death or incapacity of the member appointing a proxy does not affect the right of the Corporation 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. An appointment of a proxy is revocable by the member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest.

Section 3.13 Acceptance of Votes. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a member, the Corporation, acting in good faith, is entitled to accept the vote, consent, waiver, or proxy appointment and to give it effect as the act of the member. Subject to any express limitation on a proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment. The Corporation is entitled to reject a vote, consent, waiver, or proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or the signatory's authority to sign for the member. The Corporation and its officer or agent who accepts or rejects a vote, consent, waiver, or proxy appointment in good faith and in accordance with the standards of this section 3.13 are not liable in damages to the member for the consequences of the acceptance or rejection. Corporate action based on the

acceptance or rejection of a vote, consent, waiver, or proxy appointment under this section 3.13 is valid unless a court of competent jurisdiction determines otherwise.

ARTICLE 4 **DIRECTORS**

Section 4.1 Authority of Board of Directors. All corporate powers shall be exercised by or under the authority of its board of directors including the management of the Corporation's affairs. The board of directors shall have the power and authority to adopt such policies as deemed necessary or appropriate, including, without limitation, requiring background checks for directors, officers, employees, and other persons, including volunteers.

Section 4.2 Qualifications and Number of Directors. All directors shall be individuals. The board of directors shall consist of no fewer than three (3) and no more than (5) individuals. The number of directors may be increased or decreased (but to no fewer than three (3) and no more than five (5)) from time to time by the board of directors.

Section 4.3 Election. The directors shall be elected by the board or directors at each annual meeting of the board or at any regular or special meeting of the board held for that purpose.

Section 4.4 Term of Office. The term of each director shall be three (3) years. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected or until there is a decrease in the number of directors. A decrease in the number of directors or term of office does not shorten an incumbent director's term. The term of a director filling a vacancy in the office of a director expires at the end of the unexpired term that the director is filling.

Section 4.5 Resignation of Directors. A director may resign at any time by delivering written notice to the board of directors, the chair of the board, the president, or the secretary.

Section 4.6 Removal of Directors. A director elected by the board may be removed without cause by the vote of two-thirds (2/3) of the directors then in office.

Section 4.7 Vacancy on Board. If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy. If the directors remaining in office constitute fewer than a quorum, the board of directors may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

Section 4.8 Compensation of Directors. Directors shall serve without remuneration. The board of directors may provide for reimbursement of all or part of directors' reasonable expenses incurred in the performance of corporate duties. For the purpose of this section 4.8, remuneration does not include payment of reasonable expenses and indemnification or insurance for actions as a director.

Section 4.9 Meetings of the Board of Directors. The annual meeting of the board of directors shall be held at the same place as and immediately after the annual meeting of members without notice other than this bylaw for the purpose of electing directors, appointing officers and transacting such other business as may come before the meeting. Regular meetings are meetings whose time and place has been fixed by the board of directors or these bylaws. The board of directors may hold other regular meetings or special meetings only in the City and County of Honolulu, State of Hawaii. The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.10 Action Without a Meeting. Action required or permitted to be taken at a board meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken by unanimous written consent of the directors is effective when the last director signs the consent, unless the consent specifies a different effective date. A unanimous written consent as described above has the effect of a meeting vote and may be described as such in any document.

Section 4.11 Call and Notice of Meetings. Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least two (2) days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting. The chair of the board, the president, or twenty percent (20%) of the directors then in office may call and give notice of a meeting of the board of directors.

Section 4.12 Waiver of Notice. A director may waive any required notice before or after the date and time stated in the notice. The waiver shall be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records; except that a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or prior to the vote on a matter not noticed in conformity with the law or the bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Section 4.13 Quorum and Voting. A quorum of the board of directors consists of a majority of the directors in office immediately before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board unless the Hawaii Nonprofit Corporation Act, the articles of incorporation, these bylaws or other applicable law requires the vote of a greater number of directors.

Section 4.14 Committees of the Board. The board of directors may create one or more committees and appoint members of the board to serve on them. Each committee must have two or more members, who serve at the pleasure of the board of directors. The creation of a committee and appointment of members to it must be approved by the greater of: (a) a majority of all the directors in office when the action is taken, or (b) the number of directors

required to take action under section 4.13. Sections 4.9 to 4.13, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well. Any committee may adopt other rules for its own governance not inconsistent with these bylaws or with rules adopted by the board of directors. To the extent specified by the board of directors, each committee may exercise the authority of the board of directors, provided, however, a committee may not:

- (a) Authorize distributions;
- (b) Approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- (c) Elect, appoint, or remove directors or fill vacancies on the board of directors or on any of its committees; or
- (d) Adopt, amend, or repeal the articles of incorporation or bylaws.

ARTICLE 5 **OFFICERS**

Section 5.1 Required Officers. The Corporation shall have such officers as shall be appointed from time to time by the board of directors. The same individual may simultaneously hold more than one office in, and may be a director of, the Corporation. One of the officers shall have responsibility for preparation and custody of minutes of the directors' and members' meetings and for authenticating records of the Corporation. Each officer shall hold office for three (3) years and until a successor shall have been duly elected and shall have qualified. Each officer shall have the authority and shall perform the duties prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers. The Corporation may pay compensation in a reasonable amount to its officers for services rendered. The officers may include one or more of the following:

Section 5.1.1 Chair of the Board. The chair of the board shall preside at all meetings of the board of directors and the members and shall perform other duties as are required of the chair of the board by the board of directors.

Section 5.1.2 President. The president (in the absence of a chair of the board) shall preside at all meetings of the board of directors and the members. Unless the board of directors shall decide otherwise, the president shall be the chief executive officer of the Corporation and shall have general charge and supervision of the business of the Corporation. The president shall perform other duties as are incident to the president's office or are required of the president by the board of directors.

Section 5.1.3 Vice Presidents. In the absence of the president, the vice president or vice presidents shall, in order designated by the president or the board of directors, perform all of the duties of the president. When so acting a vice president shall have all the powers of and be subject to all the restrictions upon the president. The vice president or vice presidents shall have powers and perform other duties as may be prescribed by the chair of the board, the president, the board of directors or these bylaws.

Section 5.1.4 Secretary. The secretary shall keep the minutes of all meetings of the members, the board of directors and committees of the board of directors (if any). The secretary shall give notice in conformity with these bylaws of all meetings of the members and the board of directors. In the absence of the chair of the board and of the president and any vice president, the secretary shall have the power to call meetings of the board of directors and committees of the board of directors. The secretary shall also perform all other duties assigned to the secretary by the president or the board of directors. The assistant secretary or assistant secretaries shall, in the order prescribed by the board of directors or the president, perform all the duties and exercise all the powers of the secretary during the secretary's absence or disability or whenever the office is vacant. An assistant secretary shall perform all the duties assigned to the assistant secretary or assistant secretaries by the president or the board of directors.

Section 5.1.5 Treasurer. The treasurer shall be the chief financial and accounting officer of the Corporation. The treasurer shall exercise general supervision over the receipt, custody and disbursement of corporate funds and the keeping of corporate financial records. The treasurer shall perform all other duties assigned to the treasurer by the president or the board of directors. The assistant treasurer or assistant treasurers, shall, in the order prescribed by the board of directors or the president, perform all the duties and exercise all the powers of the treasurer during the treasurer's absence or disability or whenever the office is vacant. An assistant treasurer shall perform all the duties assigned to the assistant treasurer or assistant treasurers by the president or the board of directors.

Section 5.2 Resignation of Officers. An officer may resign at any time by delivering notice to the Corporation.

Section 5.3 Removal of Officers. The board of directors may remove any officer at any time with or without cause.

ARTICLE 6

CONFLICT OF INTEREST POLICY

Section 6.1 Conflict of Interest Transactions, Generally. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved as provided in this section 6.1. A transaction in which a director has a conflict of interest may be approved if the material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors and the transaction was authorized, approved, or ratified by the board of directors or committee of the board of directors.

A director of the corporation has an indirect interest in a transaction if: (1) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or (2) another entity of which the director is a director, officer, or trustee is a party to the transaction. A conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors either on the board or on the committee, who have no direct or indirect interest in the transaction; provided that a transaction may not be authorized, approved, or ratified under this section 6.1 by a single director. If a

majority of the directors on the board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section 6.1. The presence of or a vote cast by a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section 6.1; provided the transaction is otherwise approved as provided in this section 6.1.

Section 6.2 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined in section 6.3, is an interested person.

Section 6.3 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation has a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under section 6.5, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 6.4 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 6.5 Determining whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 6.6 Procedures for Addressing the Conflict of Interest. The following procedures will be followed to address the possible conflict of interest:

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall

leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 6.7 Violations of the Conflicts of Interest Policy. The following procedures shall be taken, if a possible conflict of interest has not been disclosed.

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 6.8 Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6.9 Compensation. The following provisions concern compensation:

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6.10 Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6.11 Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 6.12 Use of Outside Experts. When conducting the periodic reviews as provided for in section 6.11 of these bylaws, the Corporation may, but need not, use outside

advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Section 6.13 Coordination with Self-Dealing Rules. If the Corporation is classified as a private foundation under section 509 of the Internal Revenue Code of 1986, as amended (the “Code”), or any future corresponding provision, then no conflict of interest transaction may be entered into or approved unless the transaction also complies with section 4941 of the Internal Revenue Code and is determined not to be a self-dealing transaction.

ARTICLE 7

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1 Contracts. The board of directors may by general or special resolution authorize one or more officers, employees, or agents of the Corporation to enter into any contract or to execute and deliver any document, instrument, or writing of any nature in the name of and on behalf of the Corporation. In the absence of such authorization by the board of directors, such instruments shall be signed by: (a) the president and chief executive officer, the chief financial officer, or any vice president and (b) the secretary, the treasurer, an assistant secretary or assistant treasurer.

Section 7.2 Checks, etc. All checks, letters of credit, drafts, or orders for the payment of money, notes, or other evidence of indebtedness shall be signed by such persons (including, but not limited to, an officer, agent or employee of the Corporation) as shall be authorized by a general or special resolution of the board of directors. In the absence of such a determination by the board of directors, such instruments shall be signed by: (a) the president and chief executive officer, the chief financial officer, or any vice president and (b) the secretary, the treasurer, an assistant secretary or assistant treasurer.

Section 7.3 Facsimile Signatures. The board of directors may from time to time by resolution provide for the execution of any corporate instrument or document, including, but not limited to checks, letters of credit, drafts, and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in any such resolution.

ARTICLE 8

MISCELLANEOUS PROVISIONS

Section 8.1 Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of the members and the board of directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the name and address of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Corporation shall keep a copy of the following records at its principal office:

- (a) articles or restated articles of incorporation and all amendments to them currently in effect;
- (b) bylaws or restated bylaws and all amendments to them currently in effect;
- (c) resolutions adopted by the board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- (d) minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;
- (e) all written financial statements furnished to any member for the past three (3) years;
- (f) a list of the names and business or home addresses of its current directors and officers;
- (g) the most recent annual report delivered to the Hawaii Department of Commerce and Consumer Affairs;
- (h) a copy of the Corporation's application for recognition of exemption under section 501(a) of the Code filed with the Internal Revenue Service with all supporting documents and any letter issued by the Internal Revenue Service in response; and
- (i) a copy of the Corporation's three (3) most recent annual tax returns.

Section 8.2 Inspection of Records by Members. Except as provided in section 3.8, a member is entitled to inspect and copy, at a reasonable time and location specified by the Corporation, any of the records of the Corporation described in section 8.1 if the member gives the Corporation written notice or a written demand at least five (5) business days before the date on which the member wishes to inspect and copy. A member is entitled to inspect and copy, at a reasonable time and reasonable location specified by the Corporation, the accounting records of the Corporation and the list of members, provided that the member gives the Corporation written notice at least five (5) business days before the date on which the member wishes to inspect and copy; the member's demand is made in good faith and for a proper purpose; the member describes with reasonable particularity the purpose and the records the member desires to inspect; and the records are directly connected with this purpose. Without the consent of the board of directors, a membership list or any part thereof shall not be obtained or used by any person for any purpose unrelated to a member's interest as a member. For example, without the consent of the board of directors, a list of members or any part thereof shall not be used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by the Corporation; used for any commercial purpose; sold to or purchased by any person; or published in whole or in part to the general public.

Section 8.3 Financial Statements for Members. The Corporation upon written demand from a member shall furnish that member its latest annual financial statements, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates, as appropriate, that include a balance sheet as of the end of the fiscal year and statement of operations for that year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis. If annual financial statements are reported upon by a public accountant, the accountant's report must accompany them. If not, the statements must be accompanied by the statement of the president or the person responsible for the Corporation's financial accounting records:

- (a) stating the president's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and
- (b) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

Section 8.4 Report of Indemnification to Members. If the Corporation indemnifies or advances expenses to a director, in connection with a proceeding by or in the right of the corporation, the Corporation shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of members.

Section 8.5 Fiscal Year. The fiscal year of the Corporation shall begin on September 1 of each calendar year and end on the last day of August in the next succeeding calendar year.

Section 8.6 Seal. The board of directors may adopt a corporate seal, which shall be in such form as approved by the board or its designee.

ARTICLE 9 **EMERGENCY BYLAWS**

Section 9.1 Emergency Bylaws. The provisions of this section 9.1 shall be effective only in an emergency where a quorum of directors cannot readily be assembled because of some catastrophic event. All of the other provisions of these bylaws consistent with this section 9.1 remain effective during the emergency.

Section 9.2 Notice of Emergency Board Meeting. Any one member of the board of directors or any one of the officers may call a meeting of the board of directors. Notice of such meeting need be given only to those directors whom it is practicable to reach, and may be given in any practical manner, including by publication and radio. Such notice shall be given at least six hours before commencement of the meeting.

Section 9.3 Temporary Directors and Quorum. One or more officers present at a meeting of the board of directors shall be deemed to be directors for the meeting, in order of rank, and within the same rank, in order of seniority, as necessary to achieve a quorum. In the

event that less than a quorum (as determined by section 4.13) of the directors are present (including any officers who are to serve as directors for the meeting), those directors present (including the officers serving as directors) shall constitute a quorum.

Section 9.4 Permitted Actions. The board of directors as constituted in section 9.3 and after notice as set forth in section 9.2 may:

- (a) Prescribe emergency powers to any officer;
- (b) Delegate to any director or officer, any of the powers of the board of directors;
- (c) Designate lines of succession of officers and agents, in the event that any of them are unable to discharge their duties;
- (d) Relocate the principal place of business, or designate successive or simultaneous principal places of business; and
- (e) Take any other action, convenient, helpful, or necessary to carry on the purposes of the Corporation.

ARTICLE 10 **AMENDMENT OF BYLAWS**


Section 10.1 Restatement or Amendment by the Board of Directors. The power to alter, amend, or repeal these bylaws or adopt new bylaws shall be vested exclusively in the board of directors.

Section 10.2 Limitation on Amendment. No alteration or amendment of these bylaws shall be made, and no new bylaws shall be adopted, which, in either case, would change the objects and purposes of the Corporation to include those which are not in accordance with those permissible under section 501(c)(3) of the Code.

CERTIFICATE

The undersigned 1st Vice President and Treasurer of Mililani High School SPADA, Inc. (the “**Corporation**”) hereby certifies that the foregoing Bylaws were duly adopted effective as of March 14, 2011, by the board of directors of the Corporation by unanimous written consent dated as of February 22, 2011, and that the same remain in full force and effect.

DATED as of March 14, 2011.



Joreen Murayama
1st Vice President and Treasurer