

**BYLAWS OF THE  
OBJECTIVE-SEE FOUNDATION, INC.**

**ARTICLE 1 - OFFICES**

**Section 1.1 Principal Office.** The principal office of the Corporation shall be located at such place as the Corporation's Board of Directors (the "Board") may determine. The Corporation may, in addition to its principal office, have offices at such other places within or outside the State of Hawaii as the Board may from time to time designate or as the affairs of the Corporation may require.

**Section 1.2 Registered Agent.** The Corporation shall have and continuously maintain in the State of Hawaii a registered agent as required by the Hawaii Nonstock Corporation Act, Hawaii Revised Statutes, Chapter 414D (the "Act"). The address of the registered agent and the identity of the registered agent may be changed from time to time by the Board.

**ARTICLE 2 - BOARD OF DIRECTORS**

**Section 2.1 Authority and Responsibility.** All corporate powers shall be exercised by or under the authority of, and the business of the Corporation managed under the direction of, the Board of Directors, subject to the Bylaws, the Articles, and applicable law.

**Section 2.2 Composition; Staggered Terms; Qualification.** The Board shall consist of a minimum of three (3) directors and a maximum of nine (9) Directors, with the exact number of directors to be determined by the Board. Each director shall normally serve a three (3)-year term. Directors may serve for any number of consecutive terms. A director whose term is expiring shall continue to serve until a successor has been elected or appointed and qualified or until there is a decrease in the number of directors, if any. No decrease in the number of directors shall shorten the term of any incumbent director. No individual shall be named or elected as a director without such individual's prior consent.

**Section 2.3 Elections.** Directors shall be elected by the Board at the annual meeting of the Board.

**Section 2.4 Vacancies.** A director's vacancy for any reason shall be filled by the Board by the appointment of a successor for the unexpired term of the director whose place is vacant.

**Section 2.5 Resignation; Removal.** Any director may resign at any time by delivering written notice to the Secretary-Treasurer. Such resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board. A director may only be removed by the Board.

**Section 2.6 Compensation.** By Board resolution, directors may be reimbursed for their actual expenses, if any, of attendance at each Board meeting. Directors shall not receive any other compensation for personal services as directors.

**Section 2.7 Meetings of the Board.**

**Section 2.7.1 Meeting Frequency.** The Board shall meet at least annually at an agreed upon time and place. The schedule of meetings will be determined by the Board.

**Section 2.7.2 Special Meetings.** Special meetings of the Board shall be called upon the request of the President or at least one-third (1/3) of all the directors.

**Section 2.7.3 Notice.** Written notice of Board meetings shall state the date, time, and place of the meeting. Notice of each meeting shall be given to each director, by mail, express mail, facsimile, or electronic mail, at the director's mailing address, fax number and/or e-mail address shown on the records of the Corporation, not more than thirty (30) days and not less than two (2) days before the meeting. Notice of any meeting may be waived in writing signed by the director entitled to notice before or after the date of the meeting.

**Section 2.7.4 Waiver of Notice.**

(a) Written Waiver. Whenever any notice is required to be given to any director under the provisions of these Bylaws, the Articles, or the Act, a waiver thereof in writing, executed at any time, specifying the meeting for which notice is waived, signed by the person or persons entitled to such notice, and filed with the minutes or corporate records, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

(b) Waiver By Attendance. The attendance of a director at a meeting of the Board shall constitute a waiver of any required notice to him of the meeting unless the director at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 2.7.5 Remote Participation by Telecommunications.** Any director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment, if available, which permits all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting and shall be counted toward the required quorum.

**Section 2.7.6 Quorum.** Except as otherwise provided in the Bylaws, the Articles, or by law, at any meeting of the Board, a majority of the directors then serving shall constitute a quorum for the transaction of business.

**Section 2.7.7 Voting.** Each director shall be entitled to one (1) vote, which shall not be voted by proxy.

**Section 2.8 Manner of Acting.** The act of the majority of the directors, present at a Board meeting at which there is a quorum, shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles, or the Act.

**Section 2.9 Presumption of Assent.** A director present at a Board meeting at which action on any corporate matter is taken, shall be deemed to have assented to the action taken unless: (a) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting specified business at the meeting; or (b) the director votes against, or abstains from, the action taken..

**Section 2.10 Action of Board Without a Meeting.** The Board may take action without a meeting if the action is approved by all directors. The action shall be documented by one or more written or electronic consents stating the action taken, signed or transmitted by each director, and included with all other Board minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 2.10 shall be effective when the last director signs or transmits the consent unless the consent specifies a different effective date, and states the date of execution or transmission by each director. Action taken by written or electronic consent shall have the same effect as a vote taken at a meeting of the Board.

**Section 2.11 Minutes.** The Board shall keep minutes of its meetings and shall cause them to be duly recorded for that purpose.

### **ARTICLE 3 - BOARD AND ADVISORY COMMITTEES**

**Section 3.1 Board Committees.** The Board may establish one or more Board Committees to perform such duties as prescribed by the Board, provided that such duties are not prohibited by applicable law. Each Board Committee shall consist of two or more directors who shall serve at the pleasure of the Board. The creation of a Board Committee and appointment of directors to it shall be approved by a majority of all the directors in office when the action is taken. The provisions of these Bylaws governing Board meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to Board Committees and their members as well. Board Committees may, to the extent specified by the Board, exercise the authority of the Board, but no Board committee may:

- (a) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- (b) Elect, appoint, or remove directors or fill vacancies on the Board or on any of its Committees; or
- (c) Adopt, amend, or repeal the Articles or these Bylaws;

The chair of each Board Committee shall be appointed by the Board to serve for a term of one (1) year or such longer period as the Board may determine and shall serve until his or her successor is appointed.

**Section 3.2 Advisory Committees.** The Board may create one or more other Advisory Committees to the Board comprised of directors or other individuals who shall serve at the pleasure of the Board. Advisory committees shall have no power to act on behalf of, or to exercise the authority of, the Board, but may make recommendations to the Board.

**Section 3.3 Reports of Committees.** Each committee shall submit a written report to the Board at least once each fiscal year covering the committee activities since the previous report. Each committee shall report to the Board at any time as required by the Board.

## ARTICLE 4 - OFFICERS

**Section 4.1 Elected Officers and Duties.** The Officers of the Corporation shall consist of a President and a Secretary-Treasurer. The Officers shall be elected by the Board, subject to the approval of the Sole Member. No person shall hold more than one Office at the same time.

**Section 4.1.1 President.** The President shall be the chief executive officer of the Corporation and shall, in general, perform all duties incident to the office of President and such other duties as may be assigned to him or her by the Board from time to time. The President shall also serve as Chair of the Board and preside over meetings of the Board, unless another Officer is appointed or designated by the Board to preside over any such meeting. The President shall have authority to sign contracts and other documents, except when the signing and execution thereof have been expressly reserved by the Board, delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other Officer or in some other manner. The President may serve consecutive one-year terms in such office.

**Section 4.1.2 Secretary-Treasurer.** The Secretary-Treasurer may serve consecutive terms in such office. The Secretary-Treasurer shall have charge and custody of, and be responsible for, all funds of the Corporation, oversee the receipt and disbursement of all such funds and the maintenance of financial records and statements and submit an annual financial statement and budget and such other statements to the Board as it may require. The Secretary-Treasurer shall: (a) prepare and keep the minutes of meetings and consents of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be responsible for custody of the corporate records of the Corporation; (d) keep a record of the addresses of each director; (e) certify the authenticity of Board actions and Officer signatures; and (f) in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to the Secretary-Treasurer by the President or by the Board or as prescribed in these Bylaws

**Section 4.2 Vacancies.** A vacancy in any Office, except as otherwise provided in the Bylaws, may be filled by the Board for the unexpired term of the vacating.

**Section 4.3 Resignation; Removal.** Any Officer may resign at any time by delivering written notice the Secretary-Treasurer or the Board. Such resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board. An Officer may only be removed by the Board.

**Section 4.4 Additional Officers and Agents.** The Board may appoint vice-presidents and assistant secretaries, assistant treasurers and such other officers and agents as it shall deem necessary and appropriate from time to time. Such other officers and agents shall hold office for such period, have such authority, and perform such duties as may be provided by resolution of

the Board not inconsistent with these Bylaws; provided that such additional officers and agents shall not have the rights or powers of Officers or directors under these Bylaws.

**Section 5.6 Compensation.** By Board resolution, Officers may be reimbursed for their actual expenses, if any, incurred in the performance of their Office. Officers shall not receive any other compensation for personal services as Officers.

## ARTICLE 5 - FINANCIAL MATTERS

**Section 5.1 Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 of each year.

**Section 5.2 Compensation and Reimbursement.** Directors and Officers shall not receive any compensation for their services, but the Board shall, by resolution, adopt policies for the reimbursement of expenses incurred in the performance of their duties. Such policies shall prescribe procedures for approval of payment of such expenses. Nothing shall preclude a director from serving the Corporation in any other capacity and receiving compensation for such services.

**Section 5.3 Contracts; Execution of Documents.** The Board may, except as otherwise provided in these bylaws, authorize any Officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless authorized in advance by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for amounts in excess of \$ \_\_\_\_\_.

**Section 5.4 Checks and Drafts.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name or payable to the Corporation in excess of \$ \_\_\_\_\_ shall be signed or endorsed by the President, and the Secretary-Treasurer.

**Section 5.5 Deposits.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in those banks, trust companies, or other depositories selected by the Board or Officers designated by the Board.

**Section 5.6 Loans or Guarantees.** The Corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board. This authority may be general or confined to specific instances. The Corporation shall not lend money to or guarantee the obligation of a Director or Officer of the Corporation.

**Section 5.7 Gifts and Donations.** The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE 6 - INDEMNIFICATION AND INSURANCE

**Section 6.1 Indemnification.** The Corporation may indemnify a director, officer, employee or agent to the fullest extent allowed by the Act and applicable law.

**Section 6.2 Insurance.** The Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, Officer, employee or agent of the

Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

**Section 6.3 Nonexclusivity; Survival; Amendments.** The rights conferred on any person by this Article 6 shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of Articles, Bylaws, agreement, vote of disinterested directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding office. The Corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees, or agents respecting indemnification and advances, to the fullest extent not prohibited by law. The rights conferred on any person by this Article 6 shall continue as to a person who has ceased to be a director, officer, employee, or other agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Any repeal or modification of this Article 6 shall only be prospective and no repeal or modification hereof shall adversely affect the rights in effect under this Article 6 at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any director, Officer, employee or other agent of the Corporation. If this Article 6 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall indemnify each director or officer or other employee or agent to the fullest extent permitted (a) by any applicable portion of this Article 6 that shall not have been invalidated or (b) by any other applicable law.

## ARTICLE 7 - GENERAL PROVISIONS

**Section 7.1 Amendment of the Bylaws.** The power to alter, amend or repeal these Bylaws of the Corporation or to adopt new Bylaws shall be vested in the Board.

**Section 7.2 Records.** The Corporation shall keep as permanent records minutes of all meetings and consents of the Board, and a record of all actions taken by any Board Committee on behalf of the Corporation. The Corporation shall maintain appropriate accounting records and such other business records as required by law, including the Act, or as may be necessary or advisable. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

**Section 7.3 Inspection of Books and Records.** A director is entitled to inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of his or her duties as a director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any law or duty to the Corporation.

**Section 7.4 Severability.** A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

*The foregoing Bylaws constitute the Bylaws of the Corporation as of \_\_\_\_\_, 2021  
duly adopted by the Board of Directors.*