

Bylaws, Cooper Center Council, As amended September 9, 2002

Preamble

The Purpose of Cooper Center Council is to carry out public functions of Volcano community, in cooperation with the County and State of Hawaii, the federal government, and/or non-governmental organizations so that the local and unique public interests of Volcano community are served. Volcano, Hawaii, is described as the area from the Kahauale'a Road to and including the Volcano Golf and Country Club Subdivision.

ARTICLE 1 - GENERAL

SECTION 1. Name. The name of the corporation is COOPER CENTER COUNCIL, hereinafter for convenience called the "Council."

SECTION 2. Principal Office. The principal office of the Council shall be maintained at such place in the State of Hawaii as the Board of Directors shall determine.

SECTION 3. Place of Meetings. All meetings of the Members and Board of Directors shall be held in Volcano unless some other place is stated in the call for the meeting.

SECTION 4. Seal. The Council or any of its standing committees, may, but need not, have a seal. The seal shall be in such form and shall bear the name of the Council and such other words, devices, and inscriptions as the Board of Directors from time to time shall prescribe.

SECTION 5. Fiscal Year. The fiscal year of the Council shall be the calendar year.

SECTION 6. Rules of Order. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Council may adopt.

SECTION 7. Partnership Agreements. The Board may enter into contracts, agreements or understandings, either written or informal, with the County of Hawaii or other government entities or public service organizations to carry out its purpose, in the role of a volunteer partner. When there is a conflict between such an agreement and these bylaws, the requirements of the partner agency shall prevail, in order to insure the Council's status as a volunteer.

ARTICLE II - MEMBERSHIP

SECTION 1. Eligibility for Membership. Any organization that supports the purposes of the Council, as stated in the Council's Charter of Incorporation, and is a regular user of community facilities in Volcano, shall be eligible for membership in the Council upon submission of an application for membership.

SECTION 2. Admission to Membership. Every organization eligible for membership shall be admitted as a member of the Council upon an affirmative vote of the majority of the members of the Board of Directors, at a meeting duly called to consider such admission to membership, or any regular meeting of the Board.

SECTION 3. Membership Obligations. Member organizations are required to appoint a member to the Council's Board of Directors and are obligated to share responsibilities equitably with other member organizations to provide services and support for the management, operation and maintenance of community facilities in Volcano, as prescribed by the Board of Directors. This obligation and willingness to provide services and support is central to holding membership on the Council.

SECTION 4. Membership Privileges. Member organizations shall be entitled to use the facilities covered under any agreements with partner agencies, under the conditions of those agreements, as long as the rights of the public remain paramount.

SECTION 5. Termination for Cause. Membership may be terminated for cause, after notice in writing and an appropriate hearing, by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors, at a meeting duly called to consider such termination, or at any regular meeting of the Board. Consistent failure to attend meetings or pay required dues, to accept operating responsibilities, to carry out assigned responsibilities, to enforce regulations, or otherwise fail to perform an equitable share of the responsibilities required of the Council shall be among the causes for termination.

SECTION 6. Resignation. Any member organization may resign from the Council by filing a written resignation with the Council. However, if that organization is a regular user of facilities covered under any Agreement, that organization will lose its privileges, if any, under any Agreements of the Council.

SECTION 7. Dues. Member organizations may be required to pay dues as set by the Council.

ARTICLE III - ANNUAL MEETING

SECTION 1. General. There shall be an annual general membership meeting of member organizations, which shall be open to all officers and directors of member organizations, their members, and the general public. At the annual meeting, the President, Treasurer and Committee Chairs shall make their annual reports, and the Directors shall appoint officers and committee chairs for the following year, transact any general business that may be brought before the meeting, and may take any corporate action.

SECTION 2. Time and Place. The annual meeting shall be held in the first quarter of the fiscal year, either at a regular meeting of the Council, or at an additional meeting. If held at an additional meeting, written notice shall be made to all member organizations at least one month before the annual meeting.

SECTION 3. Voting and Quorum. Each member organization shall have one vote, through its duly appointed Director to the Council, for the transaction of business, with a majority vote being valid and binding upon the Council, except as otherwise provided by these bylaws. Voting by proxy shall not be allowed. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if less than a majority of members is present at said meeting, a majority of the members present may adjourn the meeting to a new time and place without notice other than an announcement of the meeting.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. Number and Appointment. Each member organization shall appoint one of its members to serve as a Director of the Council, such appointment to be made in writing by the President of the member organization. Member organizations shall also designate in writing one or more Alternate Directors to act in the absence of the appointed Director.

SECTION 2. Regular Meetings. The Board of Directors shall establish regular meetings to be held at least quarterly at such times and places as the Directors from time to time determine, and when any such meetings shall be determined no further notice thereof shall be required.

SECTION 3. Special Meetings. Special meetings may be called at any time by the President or by any three directors. A written notice of each special meeting, stating the authority for the call of the meeting, purpose or subject of the meeting, and the place, day, and hour thereof, shall be given to each Director by the President or the persons calling the meeting at least seven (7) days before the date set for the meeting. Notice is deemed to be

accomplished upon delivery to the US Postal Service, with postage prepaid. Should a time-sensitive emergency situation arise that clearly requires a meeting on shorter notice, such notice may be made by telephone calls to Board Members (and Alternate Board Member if Board Member cannot be reached) at least 24 hours before the meeting time.

SECTION 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of members is present at said meeting, a majority of the members present may adjourn the meeting to a new time and place without notice other than an announcement of the meeting. When a quorum is present, the vote of a majority of the Directors present shall be valid and binding upon the Council, except as otherwise provided by these bylaws.

SECTION 5. Voting. Each Director (or Alternate Director in the absence of the Director) shall have equal voting power at all meetings of the Board of Directors. Voting by proxy shall not be allowed.

SECTION 6. Powers. The Board of Directors shall have full power to control and direct the business and affairs of the Council, and to do and provide for any and every lawful act, subject to any limitation set forth in any Agreements, Charter of Incorporation and these bylaws.

SECTION 7. 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 the individual Directors by their written assent thereto. Any action so taken shall be valid from and after the filing with the Secretary of a written minute or other instrument, signed by all of the Directors, evidencing the action.

SECTION 8. Compensation. Directors shall receive no compensation for their services as Directors, but may be reimbursed for reasonable substantiated expenses incurred in the performance of official duties of the Council. This provision shall preclude any Director from serving the Council in any other capacity as an officer, contractor, agent or otherwise and receiving compensation for such services.

ARTICLE V - OFFICERS

SECTION 1. Appointment and Term. The officers of the Council shall be the President, Vice President, Treasurer, and Secretary. Each of the officers shall be appointed at the Council's Annual Meeting and shall hold office at the pleasure of the Council's Board of Directors until the next annual meeting or until their respective successors shall be duly

appointed. One person may hold more than one office. Officers need not be members of the Board of Directors. If a vacancy occurs in any office, the Board of Directors may appoint a successor to fill such vacancy for the remainder of the term. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein.

SECTION 2. President. Subject to the control of the Board of Directors, the President shall be the chief executive officer of the Council, shall preside at annual meetings and meetings of the Board of Directors, shall exercise general direction and control of the business and officers of the Council, shall appoint special committees as he or she deems necessary, shall make an annual report to the member organizations at the annual meeting, and shall have the right to inspect at all times any and all records, accounts and property of the Council. The President shall have such other powers and duties as may be assigned from time to time by the Board of Directors.

SECTION 3. Vice President. The Vice President shall assume and perform the duties of the President in the absence or disability of the President or whenever the office of the President is vacant. The Vice President shall have such other powers and duties as may be provided by these bylaws or may be assigned from time to time by the President or the Board of Directors.

SECTION 4. Treasurer. The Treasurer shall receive all money belonging to the Council and deposit the same in one or more Federally insured accounts at financial institutions approved by the Board of Directors, shall disburse funds for approved uses, as directed by the Board of Directors, shall account for all funds and such disbursements at such time and in such manner as the President or Board of Directors may specify, and shall render to the Board of Directors financial reports as of the end of each June and each December. Accounts and records shall be kept and reports made according to generally accepted accounting practices. 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 or as may be assigned from time to time by the President or the Board of Directors. A small monthly stipend may be made to the Treasurer.

SECTION 5. Secretary. The Secretary shall attend and keep the minutes of meetings of the Board of Directors, and when requested, shall attend and keep the minutes of any meetings of committees. The Secretary shall give all notices as provided in these bylaws or as may be required from time to time by the President or the Board of Directors, and shall have such other powers as may be incidental to the office or elsewhere given to the Secretary by these

bylaws and as may be assigned from time to time by the President or the Board of Directors. If the Secretary shall not be present at any meeting of the Board of Directors, the presiding officer shall appoint a Secretary Pro Tem. The Secretary Pro Tem shall keep the minutes of such meeting and record them in the books provided for that purpose.

ARTICLE VI - STANDING COMMITTEES

SECTION 1. The Board of Directors shall establish standing committees to carry out functions of the Council, as it deems appropriate.

SECTION 2. Function and operating conditions of each Standing Committee shall be established, and from time to time, amended, by the Council.

ARTICLE VII - RULES AND REGULATIONS

The Board of Directors, may make such rules and regulations concerning functioning of the Council and use of all facilities as it deems necessary or advisable, to the extent that they are not inconsistent with the Charter of Incorporation, any agreements, and these bylaws. The rules and regulations shall be in writing and made a matter of record.

ARTICLE VIII - FISCAL REVIEWS

The Board of Directors shall annually require a review to be made of the Council's financial records. No officer of the Council shall be eligible to perform the review.

ARTICLE IX - EXECUTION OF INSTRUMENTS

All checks, drafts, notes, bonds, acceptances, deeds, leases and 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 resolution applicable to any such instruments, then such instruments shall be signed by any two of the President, Vice President, Treasurer, Secretary, or one other person designated by the Council for that purpose.

ARTICLE X - GIFTS AND CONTRIBUTIONS

The Board of Directors may accept on behalf of the Council any contribution, gift, bequest, or devise.

ARTICLE XI - LIABILITY OF OFFICERS AND DIRECTORS

SECTION 1. Exculpation. Each Member Organization, Director or Officer shall be free from all personal liability for any acts done on behalf of the Council, or for any losses sustained or incurred by the Council, unless the same have occurred through his or her willful or fraudulent misconduct.

SECTION 2. Indemnification. Every Member Organization, Director or Officer shall be indemnified by the Council against all reasonable costs, expenses and liabilities (including counsel fees) actually and necessarily incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which he or she may be involved as a party, or otherwise by reason of being or having been a Member Organization, Director or Officer of the Council, whether or not he or she continues to be a Member Organization, Director or Officer of the Council at the time of the incurring or imposition of such costs, expense, or liabilities, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, proceeding, investigation, or inquiry to be liable for willful misconduct or fraud toward the Council in the performance of his or her duties as such Member Organization, Director or Officer. As to whether or not a Member Organization, Director or Officer was liable by reason of willful misconduct or fraud toward the Council in the performance of duties as such Member Organization, Director or Officer, in the adjudication of the existence of such liability, the Board of Directors and each Member Organization, Director and Officer may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right to indemnification shall be in addition to and not in limitation of all other rights to which said person may be entitled as a matter of law, and shall inure to the benefit of the legal representation of such person.

ARTICLE XII - DISSOLUTION OF THE COUNCIL

The Council may be dissolved by a 75% vote of members present, providing they constitute a quorum, at a meeting specially called for that purpose. In the event of dissolution or liquidation of the Council, whether voluntarily or involuntarily or by operation of law, the remaining assets of the Council shall be distributed to an organization or organizations as may be exempt from income tax under Section 501(c)(3) of the US Internal Revenue Code of 1954, as amended, or to the State or County of Hawaii. In no way shall any of the assets or property of the Council, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members, either for reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose.

ARTICLE XIII - AMENDMENT TO BYLAWS

These bylaws may be altered, amended, added to or repealed by the Council at any annual, regular, or special meeting called to consider such change(s).

CERTIFICATION OF ADOPTION

The undersigned duly appointed representatives of the member organizations of the Cooper Center Council hereby adopt the foregoing as the amended Bylaws of the Cooper Center Council this September 9, 2002.

Charter of Incorporation, as amended September 9th, 2002.

The organization shall be organized exclusively for the following purposes: To carry out public functions of Volcano community, in cooperation with the County and State of Hawaii, the federal government, and/or non-governmental organizations so that the local and unique public interests of Volcano community are served. Volcano, Hawaii, is described as the area from the Kahauale'a Road to and including the Volcano Golf and Country Club Subdivision.