

**Amended and Restated Bylaws
of the Native Hawaiian Plant Society
(Year 2012)**

Article I. Name

The name of this organization is Native Hawaiian Plant Society.

Article II. Offices

The mailing address of the Native Hawaiian Plant Society (NHPS), a corporation organized under the provisions of the Hawaii Nonprofit Corporation Act, in the State of Hawaii shall be P. O. Box 5021, Kahului, Hawaii 96733-5021. The Board of Directors may change the mailing office of NHPS, or establish physical offices within or without the State of Hawaii, as it may determine from time to time in its sole discretion. The registered office of NHPS shall be the same as listed on the Articles of Incorporation and at such place as may be fixed from time to time by the Board of Directors. The business office of the registered agent shall be the same as the registered office.

Article III. Objectives

The primary objectives of NHPS are:

- 1) To support the preservation and restoration of native Hawaiian plants and ecosystems. "Native" plants are herein defined for the purposes of this document to be plants which are authoritatively determined as endemic or indigenous to the Hawaiian Islands.
- 2) To engage in informational and educational efforts to increase public awareness of the unique qualities and biological importance of native Hawaiian plants and ecosystems; and of the threats to their viability.
- 3) To work cooperatively with government agencies, public and private groups and individuals on protection, restoration, and educational projects which benefit native Hawaiian plants and ecosystems.

Article IV. Members

Section 1. Membership. The Board of Directors shall establish procedures and qualifications for the election, entitlement, and retention of membership in NHPS.

Section 2. Classes of Membership. Until otherwise provided by the Board of Directors, the membership of NHPS shall consist of the following classes:

A. Regular Membership. Membership dues may be established or changed from time to time by the Board of Directors for the following levels of Regular Membership:

- a) Individual
- b) Family
- c) Lifetime

B. Honorary Membership. Honorary membership may be conferred upon any person for outstanding achievement with respect to Hawaiian native flora or for outstanding service to the Native Hawaiian Plant Society. Honorary Members shall be exempt from all dues.

Section 3. Payment of dues may be made in such manner as determined by the Board of Directors. Any annual member whose dues are in arrears ninety

(90) days may, at the discretion of the Board of Directors, be removed from the membership list.

Section 4. Any member shall be in good standing provided that the member's dues are current and the member is in compliance with rules promulgated by the Board. All members shall be entitled to receive membership publications, attend membership meetings, have access to the records of NHPS for any proper purpose at any reasonable time, and shall be entitled to participate in all other activities of NHPS.

Section 5. Membership Meetings.

A. Annual Meeting: An Annual Meeting of the Members of NHPS shall be held at a time and place to be determined by the Board of Directors each year. Notice of the Annual Meeting shall be given to the membership not less than ten (10) days nor more than fifty (50) days prior to the meeting. Written notice of the time and place of the Annual Meeting may be given by first-class mail or electronically.

B. Other Membership Meetings: Other meetings may be held throughout the year at such time and place as set by the Board of Directors and for any purpose consistent with the objectives of NHPS. Notice of such meetings shall be given to the members by first-class mail or electronically not less than seven (7) days prior to the meeting.

Article V. Directors

Section 1. Board of Directors. The affairs of NHPS shall be managed by the Board of Directors.

Section 2. Number and Term of Office. The number of Directors constituting the Board of Directors shall be not less than five (5) or more than thirteen (13) members. The number of Directors on the Board of Directors may be altered by amendment to these Bylaws as provided in Article XI herein below, provided that no such resolution may serve to shorten the term of an incumbent Director, or cause the Board to have less than three (3) members. Directors shall be elected by NHPS Members at the Annual Membership Meeting and shall serve for a term of one (1) year. Directors may serve for as many consecutive or non-consecutive terms as elected by the Members.

Section 3. Annual Board Meeting. An annual meeting of the Board of Directors will be held each year, at a date and time to be set by the President of NHPS.

Section 4. Regular Board Meetings. In addition to the Annual Meeting, the Board may hold meetings at a date and time to be set by the Board of Directors.

Section 5. Special Board Meetings. Special Meetings of the Board of Directors may be called at the request of the President of NHPS or by members of the Board of Directors constituting not less than one-third of the total number of Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix the time and place thereof, either within or without the State of Hawaii or by telephone conference call.

Section 6. Notice of Board of Directors Meetings. Written notice of any Annual, Regular or Special Board of Directors Meeting shall be provided to Directors no less than five (5) days before the date of such meeting. Such notice shall specify the time and place of the meeting and, in the event of a Special Meeting, the purpose(s) for which the meeting has been called. The notice shall be delivered either by mail, electronically or in person at the direction of the

President, Secretary, or other persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at the Director's address as it appears on the records of NHPS, with postage thereon prepaid. Any Director may waive notice of any meeting, and appearance at a meeting shall be deemed to constitute waiver of notice.

Section 7. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business, and any official action of the Board must be approved by a majority of those present.

Section 8. Vacancies. Any vacancy on the Board may be filled for the unexpired portion of the term by a majority vote of the remaining Directors at any special meeting of the Board called for such purpose.

Section 9. Removal, Resignation, and Vacancies. Any director may be removed, either with or without cause, by a two-thirds majority of the Board of Directors at any meeting thereof. Any director may resign at any time by giving written notice to the Secretary of NHPS. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein and the acceptance of such resignation shall not be necessary to make it effective. Any Director who fails to attend three consecutive meetings of the Board of Directors without being excused may, at the discretion of a majority of the remaining members of the Board, be presumed to have resigned. A vacancy in any office due to death, resignation, removal, disqualification, or any other cause may be filled by a majority vote of the Board of Directors at the next regular meeting or special meeting of the Board.

VI. Officers

Section 1. Officers. NHPS shall have the following officers: a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be created by the Board of Directors in accordance with the provisions of these Bylaws and applicable law. Officers must be current members of the Board of Directors in good standing. Such officers who are elected or appointed by the Board of Directors shall have such authority and perform such duties as may be designated from time to time by the Board of Directors. The same person may hold one or more offices, except for the offices of President and Secretary.

Section 2. Election and Term of Office. The Board of Directors shall elect the officers of NHPS on an annual basis at the Annual Meeting of the Board of Directors, or as soon thereafter as practicable. At any Annual Meeting thereof, the Board of Directors may create such new offices and elect such new officers, as they deem appropriate. Each of NHPS officers shall hold office until such officer's successor shall be elected or appointed.

Section 3. Vacancies. Any office of NHPS which becomes vacant prior to expiration of the normal term thereof for any reason, including resignation, removal, disqualification or death, may be filled by a majority vote of the Board of Directors for the unexpired portion of such normal term.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by a two-thirds majority of the total membership of the Board of Directors at any meeting thereof. Any officer may resign at any time by giving written notice to the Secretary of NHPS. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and the

acceptance of such resignation shall not be necessary to make it effective. Any officer who fails to attend three consecutive meetings of the Board of Directors without being excused may, at the election of the Board, be presumed to have resigned. A vacancy in any office due to death, resignation, removal, disqualification, or any other cause shall be filled by election by a majority of the Board of Directors at the next regular meeting or special meeting of the Board.

Section 5. President. The President of NHPS shall be the principal officer of NHPS and shall supervise the affairs of NHPS. The President shall preside at all meetings of the members of the Board of Directors of NHPS. The President may sign, together with the Secretary or any other officer designated by NHPS, any contract, deed, mortgage, evidence of indebtedness or other document authorized to be executed by the Board of Directors, except where the Board of Directors, these Bylaws or applicable law has authorized execution by other parties. To the extent permitted by applicable law and these Bylaws, the President shall have all powers and perform all the duties of the office of President, or as otherwise designated by the Board of Directors.

Section 6. Vice President. In the absence of the President, the Vice President (or if there are more than one Vice President, the senior Vice President, as determined by the Board of Directors) shall act in place of the President during such time. To the extent permitted by applicable law and these Bylaws, the Vice President shall have all powers and perform all duties incident to the office of Vice President, or as otherwise designated by the Board of Directors.

Section 7. Treasurer. The Treasurer shall be responsible for preservation and maintenance of all funds, securities, and related items of NHPS, collection of all sums due, the preparation and distribution of annual financial reports, and shall maintain full and complete books of account with respect thereto. The Treasurer shall deposit funds of NHPS in such banks or other depositories and in such a manner as is provided in these Bylaws or as directed by the Board of Directors. To the extent permitted by applicable law and these Bylaws, the Treasurer shall have all powers and perform all duties incident to the office of Treasurer, or as otherwise designated by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of all meetings of the Members and Board of Directors and provide appropriate individuals with notice of such meetings; act as custodian of the corporate records; execute documents on behalf of NHPS as provided by these Bylaws, the authority of the Board of Directors, or applicable law. To the extent permitted by applicable law and these Bylaws, the Secretary shall have all powers and perform all duties incident to the office of Secretary, or as otherwise designated by the Board of Directors.

Article VII. Committees

Section 1. Formation and Powers of Committees of Directors. The majority of the Board of Directors may from time to time by resolution designate and appoint one or more committees, each of which shall have one or more Directors as members. To the extent provided in the resolution authorizing creation of such committee(s), or as otherwise provided in these Bylaws or the Articles of Incorporation, they shall have the authority of the Board of Directors. Provided, however, that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing, or

removing any member of the any committee or any Director or officer; adopting a plan of merger or sale, lease or exchange of all or substantially all of the property and assets of NHPS not in the ordinary course of business; authorizing the voluntary dissolution of NHPS; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

Section 2. Term of Office and Vacancies. Members of the committees of the Board of Directors shall have a term of office as specified by the Board.

Section 3. Liability. The designation and appointment of any committee of the Board of Directors and the delegation thereto of any authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Article VIII. Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of NHPS, in addition to the officers so authorized by these Bylaws, to enter into a contract or execute and deliver any instrument in the name of any on behalf of NHPS, and such authority may be general or confined to specific instances.

Section 2. Checks, Other Instruments. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of NHPS, shall be signed by such officer, officers or agent(s) and in such manner as shall be designated by the Board of Directors from time to time. In the absence of such designation, such instruments shall be signed by the Treasurer or President of NHPS.

Section 3. Deposits. All NHPS funds shall be deposited from time to time to the credit of NHPS in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of NHPS any contribution, gift, bequest or devise for the general purposes or for any special purpose of NHPS.

Section 5. Transactions with Directors and Officers. The Directors and officers of NHPS may be interested directly or indirectly in any contract relating to the operation of NHPS, provided that (a) any such contract or transaction shall be at arm's length with full disclosure of the interest of the Director(s) or officer(s) in such contract or transaction and (b) such contract or transaction does not violate any provision of the Articles of Incorporation or otherwise violate applicable state or federal law.

Article IX. Books and Records

NHPS shall keep and maintain books and records of account, minutes of all meetings of the Board of Directors, any committee, or any meeting of Members. The Secretary shall keep a record giving the names and addresses of the members entitled to vote. In addition, the Secretary shall keep and maintain, and make available for public inspection, such records as may be required by applicable provisions of the Internal Revenue Code or regulations promulgated thereunder.

Article X. Fiscal Year

The fiscal year of NHPS shall begin on the first day of January and end on the last day of December, unless the Board of Directors shall determine to change the fiscal year and take all appropriate steps under the Internal Revenue Code or other applicable law to do so.

Article XI. Amendment to Bylaws

These Bylaws may be amended, or repealed and new Bylaws adopted, by a majority of the Board of Directors at any regular annual meeting thereof, or at any duly noticed and constituted special meeting thereof.

Article XII. Indemnification

Section 1. Generally. NHPS shall indemnify the members of the Board of Directors, all Corporate Committee Members, and corporate agents and employees to the full extent allowed by laws governing nonprofit corporations in the State of Hawaii for any action except for willful negligence and malfeasance.

Article XIII. Conflict of Interest

Section 1. Directors or Officers of NHPS may not have direct or indirect interests in NHPS transactions without prior approval by the Board of Directors. Such transactions may be authorized or approved by majority vote of all members of the Board of Directors who have no direct or indirect interest in the transaction.

Section 2. Any contract or transaction approved under Section 1 of this Article shall be (a) at arm's length with full disclosure of the interest of the Director(s) or officer(s) in such contract or transaction and (b) shall not violate any provision of the Articles of Incorporation or otherwise violate applicable state or federal law.

Section 3. Directors must deal with contractors, suppliers, customers and other persons doing business with NHPS in the best interest of NHPS and without favor or preference based on personal consideration.

Section 4. Board members receiving remuneration from outside sources for services rendered during NHPS activities must inform the Board of Directors of the nature and scope of the activities. The remaining Board of Directors will determine whether the activities are in conflict with the interests of NHPS.