

BY-LAWS OF  
THE FRIENDS OF ITALY SOCIETY OF HAWAII

ARTICLE I.

ORGANIZATION AND PURPOSES

The name of this association shall be THE FRIENDS OF ITALY SOCIETY OF HAWAII ("SOCIETY").

The offices of the SOCIETY shall be located in Honolulu, Hawaii, USA.

This association is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Hawaii Nonprofit Corporation Act (Chapter 415B Hawaii Revised Statutes) for public purposes.

Within the context of the general purposes stated above, the specific purpose of this association shall be:

- Fostering friendship among the residents of Hawaii with an Italian background or with a special interest and feeling for things Italian.
- Promoting a better understanding of Italian culture and traditions as well as of today's Italy.
- Sponsoring programs in support of the above mentioned purposes.

No activities of this association shall consist of engaging in propaganda, or otherwise attempting to influence legislation, and the SOCIETY shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The SOCIETY shall also not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific purposes.

ARTICLE II.

MEMBERSHIP

Membership in the SOCIETY shall be available to persons who meet the qualifications set forth below for Members ("Members") of the SOCIETY. No corporation, trust, partnership or other entity shall be eligible for membership.

Any person who is a person of responsibility and integrity and has attained the age of twenty-one (21) shall be eligible for membership in the SOCIETY. In principle only persons residing in

Hawaii are to be admitted as Members. Membership is automatically extended to a Member's spouse.

The Board of Directors may invite distinguished persons of the community to join the SOCIETY as Honorary Members.

#### ARTICLE III.

##### DUES

Initiation fees, if any, shall be determined from time to time by the Board of Directors and shall be payable when the application for membership is submitted.

Every Member shall pay an annual membership fee as determined from time to time by the Board of Directors. The membership fee shall be applied from the beginning of the fiscal year.

Honorary Members and Members' spouses shall pay no fees.

#### ARTICLE IV.

##### BOARD OF DIRECTORS

At the annual meeting of the SOCIETY the Members shall elect a Board of Directors of no less than nine (9) members. Only Members can be Directors. Each Member shall cast one vote, with voting being by ballot only. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. No Director shall hold office for more than two consecutive terms or until the next annual meeting following the expiration of their term or until his or her successor has been elected. Vacancies on the Board may be filled for the term remaining of that vacant directorship by a majority of the Directors then in office.

As soon as practicable after the election of Directors at the annual meeting, the Board of Directors shall meet to elect, from among their number, a President, one or more Vice-Presidents, a Treasurer, and a Secretary to serve for the ensuing year, until their successors are elected.

The President shall preside at all meetings of the SOCIETY or the Board of Directors.

The Vice-President, and, if more than one, in their designated order, shall assume the functions and responsibilities

of the President in the absence of the President or the inability of the President to act.

Subject to these By-Laws, the Board of Directors shall manage all of the affairs of the SOCIETY.

The Board of Directors may establish committees as may be necessary to provide efficient management of this corporation. Committee chairmen shall be designated by the Board of Directors. All matters affecting SOCIETY policy shall be referred by such committees to the Board of Directors.

The Treasurer and Secretary shall, in the discharge of their duties, be subject to the immediate control of the Board of Directors.

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the SOCIETY.

The Directors and committee members shall serve without compensation.

#### ARTICLE V.

##### MEETINGS

Insofar as practicable, the Board of Directors shall meet not less than once every month.

A meeting of the Board of Directors may be called by the President or upon the written request of five members thereof upon the written notice to all Directors of not less than three days.

Annual meetings for the SOCIETY shall be held each year during the month of May for the purpose of receiving the annual reports, election of Directors, and transaction of any other business.

Special meetings of the SOCIETY may be called by the President, or upon the written request of five Directors or twenty-five Members upon written notice to all persons entitled to attend such meeting given in accordance with the then applicable law.

At any annual meeting, or special meeting, of the SOCIETY, each Member present in person shall be entitled to one vote, and twenty-five Members, so present, shall constitute a quorum.

Notice of annual or special meetings of the SOCIETY shall be mailed to each member at least twenty (20) days before the meeting. Notice of such meetings shall specify the place, date, time and purpose of the meeting.

ARTICLE VI.

MISCELLANEOUS

This association's fiscal year shall run from July 1 through June 30 of each year.

New by-laws may be adopted, or these by-laws may be amended or repealed, only by a two-third (2/3) majority of the Members during the annual or a special meeting. All proposals for amendment shall be mailed to the Members together with a proper notice of said meeting at least twenty (20) days prior to the meeting at which such amendment is to be considered.

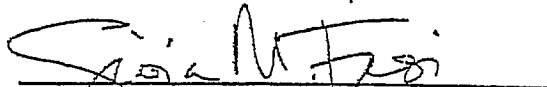
C E R T I F I C A T I O N

BY SECRETARY OF

THE FRIENDS OF ITALY SOCIETY OF HAWAII

I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of the above-named corporation and that the attached By-Laws were duly adopted by said corporation and are currently effective.

DATED: Honolulu, Hawaii, 10 January 1990.

  
Secretary