

BYLAWS
OF
THE VOLCANO ART CENTER

ARTICLE I

Name and Office.

Section 1.01 Name. The name of the corporation is THE VOLCANO ART CENTER (VAC).

Section 1.02 Principal Office. The principal office of the corporation shall be located at 19-4074 Old Volcano Road., Volcano, Hawaii 96785.

Section 1.03 Mission. The Mission of the Volcano Art Center is to promote, develop, and perpetuate the artistic and cultural heritage of Hawaii's people and environment through activities in the visual, literary, and performing arts.

ARTICLE II

Members.

Section 2.01. Eligibility for Membership. All people who are interested in the purposes for which the corporation is organized and who make annual or other contributions to the corporation shall be members. Membership in the corporation shall be documented by the membership roll.

The Volcano Art Center complies with all applicable federal and state laws prohibiting discrimination against any person on the basis of race, color, national origin, religion, creed, sex, age, sexual orientation or disability.

Section 2.02. Dues and Classes of Members.

(a) Annual Members. All members who pay the annual dues set by the Board shall be annual members. The period of membership shall be for one year following payment of dues.

(b) Sub-Classes. The Board may establish sub-classes of membership (e.g. contributing, sustaining, etc.) at its discretion, and by resolution duly entered in its minutes.

(c) Honorary Members. The Board may elect any person to honorary life membership who has rendered distinguished service to the VAC.

Section 2.03. Voting Rights. There shall be only one category of voting members. Each current member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2.04. Transfer of Membership. Membership in this corporation is not transferable or assignable.

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ARTICLE III

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Meetings of Members.

Section 3.01. Annual Meeting. An annual meeting of the members shall be held each year at such time and place within the County of Hawaii as the Board shall fix, for the purpose of fixing the number of directors for the ensuing year, electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 3.02. Special Meetings. Special meetings of the members, other than those required by statute, may be called by the president or vice-president of the board of directors or by any two directors, and must be called by the president or vice-president on receipt of a written request of one-third of the directors or one-third of the members of the corporation.

Section 3.03. Notice of Meetings. Written or printed notice stating the place, day, hour and agenda of any meeting of members shall be delivered either by electronic mail, or U.S. mail by member's request, to each member entitled to vote at such meeting, not less than ten nor more than thirty days before the date of such meeting. In case of a special meeting the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 3.04. Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting upon written consent or approval of a majority of the members, setting forth the action so taken.

Section 3.05. Quorum. Fifteen voting members present in person shall constitute a quorum for any meeting, and the majority of those present shall decide all questions, except as otherwise provided by law or in these bylaws.

Section 3.06. Absentee; Voting.

(a) At any meeting of the members, a member entitled to vote may vote by Absentee Ballot. Absentee ballots will be mailed out when requested and will be in effect only for that meeting/decision.

Ballots must be signed and dated and returned by the designated due date to be valid.

(b) All elections and all questions or actions shall be decided by majority vote of members present in person or by Absentee Ballots.

ARTICLE IV

Board of Directors.

Section 4.01. Number, Tenure and Qualifications. The number of directors shall be eleven (11) and shall be fixed at the annual meeting of the corporation. The directors shall be elected at the annual meeting for two-year terms and there shall be no limit on the number of consecutive terms. Directors shall be voting members of the corporation. Not more than one person from a single household may be a director of the corporation at the same time. Board Members shall not be appointed to positions on the basis of their blood or marital or other special relationship to the appointing authority or immediate supervisor. Appointments shall be based on merit and/ability.

Section 4.02. Regular Meetings. Regular meetings of the board shall be held at least monthly. All board meetings shall be open to all members, and any interested persons, except that any portion of a regular or special meeting may be closed at the discretion of the president. If the meeting is closed, no binding decision may be made concerning any changes to the bylaws or the corporation goals, objective or policies. At the discretion of the President an Executive Committee meeting may be held in conjunction with a Regular Meeting.

Section 4.03. Special Meetings. Special meetings of the board may be called by or at the request of the president or vice-president of the board of directors and shall be called by the secretary at the request of one-third of the directors. Notice of any special meeting of the board shall be given at least five days prior to the meeting and delivered by email to each director.

Section 4.04. Quorum. Six members of the board shall constitute a quorum for any action taken. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to a certain time and place without further notice. The board may also act by written consent or approval of a majority of the directors of the corporation setting forth the action taken.

Section 4.05. Vacancies. Any vacancy occurring in the board shall be filled by the board for the unexpired term of such director.

Section 4.06 Absence from Meetings. Any Director who misses more than 3 meetings during a year without excuse satisfactory to the board shall be deemed to have surrendered the office as director. The person may elect to maintain relationship and guidance by joining the advisory council.

Section 4.07. Removal from Office. The members of the VAC may, by three-fourths of those present and voting, remove any director (including the President), at any annual meeting or special meeting called for that purpose. Upon such removal, the members shall elect a successor to serve the remaining portion of the term of the removed director. The Board shall elect a successor to the President.

Section 4.08. Powers. Except as otherwise provided in the charter or the bylaws, all of the corporate powers of the VAC shall be vested in the Board. Such powers shall include, but not be limited to the power to:

- (a) Appoint, control and remove the Executive Director (CEO) and allow such compensation as the Board deems reasonable.
- (b) Ensure that no board director shall be entitled to any compensation for any services rendered to the VAC within the normal scope of their duties.
- (c) Prescribe the time and place of its own meetings, and the manner of such meetings, provided that the President, upon 3 days written notice to each director, may call a meeting at any time, and shall do so at least once per year.
- (d) Prescribe the duties of each officer consistent with these bylaws.
- (e) Appoint or authorize appointment of committees for carrying on the activities of the VAC board and determine the duties and powers of each committee, provided that all board committees shall at all times be subject to control of the Board and subject to change by the Board.
- (f) Make and enforce rules (policies), not inconsistent with the charter and bylaws, regulating the affairs of the VAC and the use of its property by its members and others.
- (g) Oversee the finances of the VAC and authorize an annual budget to cover the operations for the VAC.
- (h) Raise funds to maintain the health of the organization.
- (i) Ensure adherence to the applicable state and federal laws governing 501c3 organizations.

Section 4.09. Liability

Section 4.1 Exculpation. Each director or officer shall be free from all personal liability for any acts done on behalf of the corporation or for any losses incurred or sustained by the corporation unless the same have occurred through his willful negligence or willful misconduct.

Section 4.2. Insurance. The Board shall maintain Directors and Officers Insurance and General Liability insurance.

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ARTICLE V

Officers.

Section 5.01. Officers. The officers of the corporation shall be a president, a vice-president (president-elect) a secretary, and a treasurer to be elected by a majority of the Board. The board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, by the board. The President and a majority of the officers shall be residents of the State of Hawaii. The Executive Director is a non-voting member of the Board. To be eligible for an officer position each person must fulfill at least one year as a regular member of the board.

Section 5.02. Election and Terms of Office. The officers of the corporation specified in Section 5.01 shall be elected by majority vote of the board at its first meeting after the annual meeting of the organization. The term of office is one year. Employees of the Corporation shall not be eligible to serve as officers.

Section 5.03. Removal. Any officer elected or appointed by the board may be removed by the board by two-thirds vote of the remaining directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board by majority vote for the unexpired portion of the term, except that in the event of the president, the vice-president will automatically fill that term and a new vice-president will be elected by the board. Each interim officer shall hold office for the balance of the term or the next election, whichever occurs first.

Section 5.05. President. The President shall be the general executive officer of the corporation and shall have general supervision over its business and affairs and see to the proper observance and enforcement of all bylaws, rules and policies of the VAC, and any actions or orders of the Board. The President shall preside at all meetings of the members and of the Board, and shall call such meetings as are herein provided for and such other meetings as shall seem required, and at the annual meeting of the members shall render a report of the general affairs of the VAC. The President shall sign, with the treasurer, all deeds, mortgages, bonds,

contracts, or other instruments to bind VAC, which the board authorizes to be executed, except as the Board may authorize other officers to do so.

Section 5.06. Vice-President. In the absence of the president or in the event of any inability or refusal to act, the vice-president shall perform the duties of the President and shall have all the powers of the President.

Section 5.07. Treasurer. The treasurer shall oversee the corporation's finances and report to the Board.

Section 5.08. Secretary. The secretary shall give notice of and keep the minutes of all meetings of the members and board. The Secretary shall keep the membership roll and all records of the Board other than those in the custody of the treasurer and shall record all resolutions and votes of meetings and membership of the VAC and its authorized to certify the same.

Section 5.09. Executive Director. The Executive Director (Chief Executive Officer) shall be appointed by and be responsible to the Board for overall administration of the Corporation and implementation of policies, procedures, and programs as determined or approved by the Board. The Executive Director (CEO) shall be a paid staff of the Corporation. Appointment and removal of the Executive Director (CEO) shall require two-thirds vote of the Board. The Board shall review the work performance of the Executive Director (CEO) at least annually. The Executive Director (CEO) shall serve as a non-voting member of the Volcano Art Center's Board of Directors and all its committees.

ARTICLE VI

Advisory Council.

Section 6.01. Advisory Council. The board of directors may from time to time appoint persons to serve on the advisory council of the corporation.

Such persons shall, be members of the corporation. The primary purpose of the advisory council will be to provide advice and expertise to the board of directors when called upon to do so but otherwise the advisory council shall not have any responsibility for the management or control of the corporation and are not voting members of the Board. Members of the advisory council may be removed by the board of directors by majority vote.

ARTICLE VII

Committees

Section 7.01. Required Committees. The board of directors shall have the following committees:

(a) The Finance Committee. This committee shall address all internal issues related to finance, investments, capital acquisitions, and advise the board accordingly. The President and Treasurer shall automatically be members of this committee. The activities of this committee should not interfere with the operations of the corporation's staff but should offer the broadest possible guidelines to ensure that the finances are within the corporation's capabilities and responsive to the needs of the membership and community.

(b) Executive Committee. The Executive Committee shall consist of the Board officers elected from its own membership, which shall include the following officers: President, Vice-President, Secretary and Treasurer. Meetings of the Executive Committee shall be held upon call of the President. The Executive Committee shall have and may exercise the power of the Board of Directors in the management of the affairs of the Corporation when the Board is not in session. The President shall serve as the Chair of this Committee. Without limiting the foregoing, the responsibility and authority of the Executive Committee shall include administrative actions and recommend the appointment of the Executive Director (CEO).

(c) Nominating Committee. The Board of Directors shall elect a Nominating Committee which shall propose a slate of nominees to the board of directors for a new term at the annual meeting. The Nominating Committee may also propose nominees for officers of the board of directors at the first board meeting following the annual meeting.

Section 7.02. Supporting Committees.

The board of directors or Executive Director (CEO) may designate one or more additional committees (or subcommittees), not having and exercising the authority of the board in management of the corporation, by a majority vote of the board.

ARTICLE VIII

Gifts

Section 8.1 Gifts. 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.

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Repeal or Amendment of Bylaws

Section 9.1. These bylaws may be repealed or amended by a two-thirds majority vote of the members present at any annual meeting of the members, or at any special meeting of the members called for such purpose, at which a quorum is present; provided, however, no such action shall change the purposes of the corporation so as to impair its rights and powers under the laws of the State of Hawaii or to waive any requirements of bond or any provision for the safety and security of the property and funds of the corporation or its members or to deprive any member without an express assent of rights, privileges, or immunities then existing. Notice of any amendment to be offered at any meeting shall be given not less than seven nor more than thirty days before such meeting and shall set forth such amendment.

CERTIFICATE OF ADOPTION

At a meeting of the members of the corporation duly called and held on **May 5, 2024** at the Volcano Art Center's Ni'aulani Campus in Volcano Village, the Bylaws were amended by the affirmative vote of more than two-thirds of the voting members present in person or by ballot at the meeting.

IN WITNESS WHEREOF, the undersigned, who are the President and Secretary, respectively, of The Volcano Art Center, have executed this Certificate as of this day of **May 5, 2024**

THE VOLCANO ART CENTER