

**BYLAWS
OF
SHRM HAWAII EDUCATIONAL FOUNDATION**

**Article 1
ORGANIZATION**

Section 1.1 Name. The name of the Foundation is the SHRM Hawaii Educational Foundation (herein referred to as the "Foundation"). The Foundation will refer to itself as SHRM Hawaii EdF so as not to be confused with the SHRM Hawaii State Council, the SHRM Hawaii Chapter, or SHRM (Society for Human Resource Management).

Section 1.2 Purpose. The Foundation was created as a 501(c)(3) non-profit Foundation in response to the merger of the individual Hawaii chapters into one chapter, SHRM Hawaii Chapter. The Foundation's goal is to encourage collaboration and standardization of educational offerings for SHRM Hawaii chapter members, across all Hawaii communities irrespective of the island in which they reside.

Educational offerings may include:

- Human resource related educational programming and/or leadership educational opportunities
- Personal and professional development
- Scholarships and grants in the human resources or related fields

All programming and funding adhere to relevant IRS and state regulations.

Section 1.3 Additionally, the island districts represented will refer to their respective groups as the:

- SHRM Hawaii EdF, Kauai district
- SHRM Hawaii EdF, Maui district
- SHRM Hawaii EdF, Oahu district
- SHRM Hawaii EdF, Hawaii island district

Section 1.4 Affiliation. The Foundation is affiliated with the Society for Human Resource Management (herein referred to as "SHRM") and the Society for Human Resource Management Hawaii Chapter (herein referred to as SHRM Hawaii).

Section 1.5 Relationships. The Foundation is a separate legal entity from SHRM and from SHRM Hawaii. It shall not be deemed to be an agency or instrumentality of SHRM, the SHRM Hawaii State Council or SHRM Hawaii, and SHRM shall not be deemed to be an agency or instrumentality of the Foundation. The Foundation shall not hold itself out to the public as an agent of SHRM or SHRM Hawaii without express written consent. The Foundation shall not contract in the name of SHRM nor SHRM Hawaii without the express written consent of SHRM or SHRM Hawaii

Section 1.6 Registered Agent. The Foundation shall continuously maintain in the State of Hawaii a registered agent as required by law.

Section 1.7 Principal and Other Offices. The principal office of the Foundation, being the office designated from time to time in the annual report where the principal office of the Foundation is located, and other offices of the Foundation, if any, may be located at any place in or out of the State of Hawaii as the Board of Directors may designate or as the purposes of the Foundation may require.

Article 2 DIRECTORS

Section 2.1 Authority of Board of Directors. All corporate powers shall be exercised by or under the authority of its board of directors including the management of the Foundation's affairs.

Section 2.2 Qualifications and Number of Directors. All candidates for the Board of Directors must be Professional members of SHRM and SHRM Hawaii in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM bylaws, the Foundation's President must be a current member in good standing of SHRM throughout the duration of his/her term of office. All directors shall be individuals. The board of directors shall consist of three (3) or more individuals. At least one (1) member of the Board of Directors shall be a resident of the State of Hawaii. The number of directors may be increased or decreased (but to no fewer than three (3)) from time to time by the board of directors.

Section 2.3 Election. Except for the initial directors, all the directors shall be elected at the annual meeting of the board of directors or at any regular or special meeting of the board of directors held for that purpose.

Section 2.4 Term of Office. The term of each director shall be one year. Directors shall be elected by the members at the annual meeting of the membership from a proposed slate determined by a nominating committee appointed by the Board of Directors at the beginning of each year. Each elected Director shall assume office on the first of January following his/her election and shall hold office for one year or until his/her successor is elected and takes office. Directors may not be elected to serve more than two (2) consecutive one-year terms in the same position. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected or until there is a decrease in the number of directors. A decrease in the number of directors or term of office does not shorten an incumbent director's term. The term of a director filling a vacancy in the office of a director expires at the end of the unexpired term that the director is filling. Terms may be staggered.

Section 2.5 Resignation of Directors. A director may resign at any time by delivering written notice to the board of directors, the chair of the board, the president, or the secretary.

Section 2.6 Removal of Directors. A director may be removed with or without cause by the vote of two-thirds of the directors then in office.

Section 2.7 Vacancy on Board. If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy. If the directors remaining in office constitute fewer than a quorum, the Board of Directors may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

Section 2.8 Compensation of Directors. Directors shall be uncompensated.

Section 2.9 Meetings of the Board of Directors. A regular meeting of the board of directors shall be held without notice other than this bylaw for the purpose of electing directors, appointing officers and transacting such other business as may come before the meeting. The board of directors may hold other regular meetings or special meetings in or out of the State of Hawaii. The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.10 Action Without a Meeting. Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken by unanimous written consent of the directors is effective when the last director signs the consent, unless the consent specifies a different effective date. An unanimous written consent as described above has the effect of a meeting vote and may be described as such in any document.

Section 2.11 Call and Notice of Meetings. Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least two (2) days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting. Any board action to remove a director; approve a sale, pledge or transfer of all or substantially all of the assets of the Foundation; or approve a plan of merger, conversion, or dissolution shall not be valid, unless each director is given at least seven (7) days written notice that the matter will be voted upon at a board of directors' meeting, unless notice is waived pursuant to section 2.12. The chair of the board, the president, or twenty percent (20%) of the directors then in office may call and give notice of a meeting of the board of directors.

Section 2.12 Waiver of Notice. A director may waive any required notice before or after the date and time stated in the notice. The waiver shall be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records; except that a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or prior to the vote on a matter not noticed in conformity with the law or the bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Section 2.13 Quorum and Voting. A quorum of the board of directors consists of a majority of the directors in office immediately before a meeting begins, provided that a quorum is not fewer than two (2) directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board unless the Hawaii Nonprofit Corporations Act, the articles of incorporation, these bylaws, or other applicable law requires the vote of a greater number of directors.

Section 2.14 Committees of the Board. The board of directors may create one or more committees and appoint directors to serve on them. Each committee must have two or more members, who serve at the pleasure of the board of directors. The creation of a committee and appointment of members to it must be approved by the greater of: (a) a majority of all the directors in office when the action is taken, or (b) the number of directors required to take action under section 2.13. Sections 2.9 to 2.13 which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well. Any committee may adopt other rules for its own governance not inconsistent with these bylaws or with rules adopted by the board of directors. To the extent specified by the board of directors, each committee may exercise the authority of the board of directors, provided, however, a committee may not:

- (a) Authorize distributions;
- (b) Approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Foundation's assets;
- (c) Elect, appoint, or remove directors or fill vacancies on the board of directors or on any of its committees; or
- (d) Adopt, amend, or repeal the articles of inFoundation or bylaws.

Article 3 OFFICERS

Section 3.1 Officers. The Foundation shall have such officers as shall be appointed from time to time by the board of directors. The same individual may simultaneously hold more than one office in the Foundation. One of the officers shall have responsibility for preparation and custody of minutes of the directors' meetings and for authenticating records of the Foundation. Each officer shall hold office for one (1) year and until a successor shall have been duly elected and shall have qualified. Each officer shall have the authority and shall perform the duties prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers. The officers may include one or more of the following:

Section 3.2 President. The President shall preside at the meetings of the members and of the Board. The President shall direct the Foundation and have charge and supervision of the affairs and business of the Foundation, subject to the ultimate management authority of the Board of Directors. The President shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office. The President shall have

the authority to appoint sub-committees to plan and implement the activities associated with the program year for their district.

Section 3.3 Vice President. The Vice President is the ex-officio President Elect of the Foundation. The Vice President serves at the request of the President or in his/her absence or disability, may perform any of the duties of the President. The Vice President shall have such other powers and perform such other liaison duties as the Board or the President may determine.

Section 3.4 Secretary. The secretary shall keep the minutes of all meetings of the board of directors and committees of the board of directors (if any). The secretary shall give notice in conformity with these bylaws of all meetings of the board of directors. In the absence of the president, the secretary shall have the power to call meetings of the board of directors and committees of the board of directors. The secretary shall also perform all other duties assigned to the secretary by the president or the board of directors.

Section 3.5 Treasurer. The treasurer shall be the chief financial and accounting officer of the Foundation. The treasurer shall exercise general supervision over the receipt, custody and disbursement of corporate funds and the keeping of corporate financial records. The treasurer shall perform all other duties assigned to the treasurer by the president or the board of directors.

Section 3.6 Power to Appoint Sub-Committees. The Officers shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year for their district.

Section 3.7 Compensation of Officers. The board of directors may fix the compensation of officers.

Section 3.8 Resignation of Officers. An officer may resign at any time by delivering written notice to the Foundation.

Section 3.9 Removal of Officers. The board of directors may remove any officer at any time with or without cause.

Article 4 COMMITTEES

Section 4.1 Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 4.2 Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 4.3 Committee Chairpersons. Appointment of Chairpersons to committees is the sole responsibility of the Board Director of that district. The Chairperson will seek interested members to participate in committee activities. Special Committees or task forces may be organized by the President to meet Foundation needs. All committee members must be members of SHRM Hawaii.

Section 4.4 Committee Activity. Committees are established to provide the Foundation with special ongoing services and programming in each district.

Section 4.5 Nominating Committee. The Nominating Committee consists of the current Board of Directors who shall serve as ex-officio voting members of the Nominating Committee. The committee members will serve a one-year term.

Article 5 MEMBERSHIP

Section 5.1 Membership. The Foundation shall have one class of Members consisting of the Initial Incorporator (SHRM Hawaii) and such other persons as the Members admit to Membership of the Foundation. As a sole member organization, the Initial Incorporator (SHRM Hawaii) will be represented by the current SHRM Hawaii President or assigned chapter representative for voting and attendance at membership meetings (i.e., SHRM Hawaii State Council Director or another officer of SHRM Hawaii's board of directors).

Section 5.2 Requirements for Membership. The Members may establish any additional criteria for Membership. No person shall become a Member unless approved by a majority of the Members. Such approval may be denied for any reason deemed sufficient by the Members even though the applicant may meet the stated criteria for Membership.

Section 5.3 Regular Meetings. Regular meetings of the members shall be held as determined by the Board of Directors.

Section 5.4 Annual Meetings. The annual meeting of the members shall be held in November or at such other time as determined by the Board of Directors. The agenda for the annual meeting will include election of for electing Directors and Officers, and conducting other appropriate business for the following year and for conducting other appropriate business.

Section 5.5 Special Meetings. Special meetings of members shall be held on call by a majority of the Board of Directors.

Section 5.6 Notice of Meetings. Notice of all special and annual meetings shall be given at least three (3) days prior to the meetings. Notice of regular meetings shall be given at least seven (7) days prior to the meeting.

Section 5.7 Quorum. Members holding one-tenth of the votes entitled to be cast, participating in person, electronically or by conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, shall be necessary for the adoption of any matter voted on by the members.

Section 5.8 Voting Method. Each Member shall be entitled to one vote. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, show of hands, or by ballot, at a special or annual meeting as determined by the Members present. If the Board authorizes a vote, or by mail or electronic mail (email) all members will be provided with the specific decision that will be voted upon, at least one week before the vote, including any supporting and opposing material. If at

any time that there shall be only one member, the sole Member of the Foundation, the sole Member shall act by written statement of the action, which shall be filed with the Secretary of the Foundation. The acts of a majority of Members voting shall be deemed to be the acts of the Members.

Section 5.9 Unanimous Consent of Members in Lieu of a Meeting. Any action which may be taken at a meeting of Members may be taken without a meeting if a consent or consents in writing setting forth the action to be taken shall be signed by all of the Members. Such unanimous consent shall be filed with the Secretary of the Foundation.

Article 6 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1 Contracts. The board of directors may by general or special resolution authorize one or more officers, employees, or agents of the Foundation or any agent or employee of the Foundation to enter into any contract or to execute and deliver any document, instrument, or writing of any nature in the name of and on behalf of the Foundation. In the absence of such authorization by the board of directors, such instruments shall be signed by any two officers.

Section 6.2 Checks, etc. All checks, letters of credit, drafts, or orders for the payment of money, notes, or other evidence of indebtedness shall be signed by such persons (including, but not limited to, an officer, agent or employee of the Foundation) as shall be authorized by a general or special resolution of the board of directors. In the absence of such a determination by the board of directors, such instruments shall be signed by any two officers.

Article 7 MISCELLANEOUS PROVISIONS

Section 7.1 Corporate Records. The Foundation shall keep as permanent records minutes of all meetings of the board of directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by committees of the board of directors. The Foundation shall maintain appropriate accounting records. The Foundation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Foundation shall keep a copy of the following records at its principal office:

- (a) articles of incorporation and all amendments to them and restatements of them currently in effect;
- (b) bylaws and all amendments to them and restatements of them currently in effect;
- (c) minutes of all meetings of, and records of all actions taken by, the board of directors and committees;
- (d) a list of the names, email addresses, and business or home addresses of its current directors and officers;

- (e) the most recent annual report delivered to the Hawaii Department of Commerce and Consumer Affairs; and
- (f) a copy of the Foundation's three (3) most recent annual tax returns.

Section 7.2 Tax Year. The tax year of the Foundation shall be the calendar year.

Article 8 STATEMENT OF ETHICS

Section 8.1 The Foundation adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association in order to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of this Foundation and of SHRM.

Section 8.2 The Foundation shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No member shall actively solicit business from any other member at Foundation meetings without the approval from the Board of Directors.

Article 9 WITHDRAWAL OF AFFILIATED CHAPTER FOUNDATION STATUS

Section 9.1 Affiliated status may be withdrawn by the SHRM Hawaii President or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Foundation are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Foundation shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the foundation fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM.

Article 10 AMENDMENT OF ARTICLES AND BYLAWS

Section 10.1 Amendment of Articles of Incorporation. The Foundation may amend its articles of incorporation at any time to add or change a provision that is required or permitted in the articles or to delete a provision not required in the articles by a vote of a majority of the directors in office.

Section 10.2 Amendment of the Bylaws. The board of directors may alter, amend, repeal, or adopt new bylaws provided that no such amendment shall be effective unless and until approved by the SHRM Hawaii President or his/her designee as being in furtherance of the purposes of SHRM and not in conflict with SHRM bylaws, the approval of which will not be unreasonably withheld. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM Hawaii President or his/her designee.

CERTIFICATE

The undersigned Secretary of SHRM HAWAII EDUCATIONAL FOUNDATION (the “Foundation”) hereby certifies that the foregoing Bylaws were duly adopted by the board of directors of the Foundation through unanimous written consent dated 12-20-24, 2024, and that the same remain in full force and effect.

EFFECTIVE as of December 20, 2024.



Secretary