

[Final Draft 12-10-16]  
[Approved 4/22/17]

**HAWAII EDUCATION ASSOCIATION (HEA)**  
(A Hawaii nonprofit corporation)

**ARTICLE I**

**CORPORATE NAME**

The name of the Corporation will be Hawaii Education Association (HEA) (referred to in these articles of incorporation as the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE; REGISTERED AGENT; INCORPORATOR**

Section 2.1 Mailing Address of Principal Office. The mailing address of the Corporation's principal office is 1953 South Beretania Street, Suite 5C, Honolulu, Hawaii 96826.

Section 2.2 Registered Agent and Street Address For Service of Process. The Corporation shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in this State. The agent may be an individual who resides in this State, or a domestic or foreign entity authorized to transact business in this State.

(1) The name of the Corporation's registered agent in the State of Hawaii is Laurie Togami.

(2) The street address of the place of business of the person in the State of Hawaii to which service of process and other notice and documents being served on or sent to the entity represented by the person may be delivered to is 1953 South Beretania Street, Suite 5C, Honolulu, Hawaii 96826.

Section 2.3 Incorporators. The names and addresses of the incorporators are as follows:

Isami Kansako  
Res. Add. Olaa, Hawaii  
Bus. Add. Olaa Elementary & Intermediate School

Kenneth S. Nagata  
Res. Add. 23 Nohea Street, Hilo, Hawaii  
Bus. Add. District Superintendent's Office, Hilo, Hawaii

Charles J. Griswold  
Res. Add. Box 546, Aiea, Oahu  
Bus. Add. Aiea Elementary & Intermediate School

Lloyd C. Kaapana  
Res. Add. 1724-C Kewalo Street, Honolulu  
Bus. Add. Farrington High School

James R. McDonough  
Res. Add. 2020 Kamahamaha Avenue, Honolulu  
Bus. Add. Room 4, 205 Merchant Street, Honolulu

Setsuko Tamashiro  
Res. Add. 28 Oliana Street, Hilo, Hawaii  
Bus. Add. Pepeekeo School, Pepeekeo, Hawaii

Isamu Miyoshi  
Res. Add. Box 511, Lihue, Kauai  
Bus. Add. Kauai High School, Lihue, Kauai

### **ARTICLE III**

#### **CORPORATE PURPOSES AND FORM OF ORGANIZATION**

Section 3.1 Purposes. The Corporation is organized exclusively for charitable, literary, or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, including for such purposes to promote, advance, and support:

- (1) Professionalism of Hawaii educators;
- (2) Quality education accessible to all the children in Hawaii;
- (3) Teaching as a profession; and
- (4) The advancement of education in Hawaii.

All such purposes shall be accomplished exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code.

#### **Section 3.2 Nonprofit Form of Organization.**

(1) The Corporation is not organized for profit and it will not authorize or issue shares of stock. No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, private shareholders or individuals, except as allowed

by law. The Corporation may pay a reasonable compensation to its directors or officers for services rendered to the Corporation in furtherance of its purposes; provided, that no such payment shall be deemed to be a dividend or a distribution of income or profit.

(2) No substantial part of the activities of the Corporation shall be lobbying activities or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(3) Notwithstanding any other provision in the articles of incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

#### **ARTICLE IV**

##### **CORPORATE POWERS**

The Corporation shall have and possess all the powers permitted to nonprofit corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, as allowed under the laws of the State of Hawaii and the Internal Revenue Code.

#### **ARTICLE V**

##### **CORPORATE LIFE**

The Corporation shall have perpetual duration.

#### **ARTICLE VI**

##### **DIRECTORS AND OFFICERS**

Section 6.1 Board of Directors. The Board of Directors shall consist of not less than three (3) individuals. The number of directors shall be fixed and the directors selected in accordance with the bylaws. The Board shall have and may exercise all the powers of the Corporation except as otherwise provided by the articles of incorporation, bylaws or law.

The President may exercise the following powers which would otherwise be exercised by the Board: fill vacancies on the Board by appointment, and create committees and

appoint members to them; provided, that such actions are taken in accordance with the provisions of the bylaws and subject to final approval by the Board.

Section 6.2 Officers. The Corporation shall have the officers described in the bylaws and selected by the Board of Directors. The officers shall have the powers, perform the duties, and be selected at such time, in such manner, and for such terms according to the bylaws.

## ARTICLE VII

### LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 7.1 Limitation of Liability to Corporation and Members. No director of the Corporation shall be personally liable to the Corporation or the members for monetary damages because of a breach of the director's duties to the Corporation and the members; provided, that such liability shall not be eliminated in the following circumstances:

- (1) For breach of the director's duty of loyalty to the Corporation;
- (2) For acts or omissions not made in good faith or that involve intentional misconduct or knowing violation of the law;
- (3) For transactions from which a director derived an improper personal economic benefit;
- (4) For any improper conflict of interest transaction with the Corporation in which a director had a direct or indirect interest;
- (5) For any transaction in which a director received a loan or guaranty of obligation from the Corporation; or
- (6) For any transaction where a director votes for or assents to an unlawful distribution.

#### Section 7.2 Indemnification.

(1) Definitions. The definitions summarized below, which are further defined in the Hawaii Nonprofit Corporations Act (HRS 414D-159), apply to this Section 7.2:

(a) "Director" means an individual who is or was a director of the Corporation.

(b) "Expenses" includes counsel fees.

(c) "Official capacity" means with respect to a director, the office of director in the Corporation and with respect to an officer, employee, or agent of the Corporation who is not a director, the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation.

(d) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

(e) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(f) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses actually incurred with respect to a proceeding.

The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation who is not a director under this Section to the same extent as a director. An officer of the Corporation who is not a director is entitled to mandatory indemnification under Section 7.2(3) and is entitled to apply to the court for court-ordered indemnification under Section 7.2(5) to the same extent as a director.

(2) Authority to Indemnify in General. The Corporation may indemnify a former or current director made a party to a proceeding against liability if the individual (a) acted in good faith and (b) in a manner the individual reasonably believed in the case of conduct in an official capacity, that the conduct was in the Corporation's best interests and in all other cases, that the conduct did not oppose the Corporation's best interests, and (c) with respect to a criminal proceeding, that the individual had no reasonable cause to believe the conduct was unlawful.

The Corporation may not indemnify a director's liability where such liability has been determined in connection with a proceeding brought by the Corporation, where the Corporation had the right to bring the proceeding, or if the director is found to have received an improper personal benefit, except as otherwise allowed by law. Indemnification permitted in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

(3) Advancement of Expenses. Before a final decision is made in a proceeding, the Corporation may advance funds to pay for or reimburse the reasonable expenses incurred by a director who is a party to the proceeding, provided that (a) the director gives the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 7.2(2), above, (b) agrees in writing to repay the advance if it is ultimately determined that the director did not meet the standard of conduct, and (c) the individuals making the determination, determine that the facts then known do not preclude indemnification under this Section. Such determinations and authorizations shall be made in the manner described in Section 7.2(6), below.

(4) Mandatory Indemnification. The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of a proceeding to which the director was a party because the director is or was a director of the Corporation against reasonable expenses incurred in connection with the proceeding; provided, that the Corporation has the reasonable capacity to provide such indemnification.

(5) Court-Ordered Indemnification. A director made a party to a proceeding may ask the court for indemnification. Upon receipt of the application, the court may order indemnification in an amount it considers proper if it determines (a) that the director is entitled to mandatory indemnification under Section 414D-161 of the Hawaii Nonprofit Corporations Act, Hawaii Revised Statutes, (as summarized in Section 7.2(4)) or (b) the director is fairly and reasonably entitled to indemnification under all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 7.2(2), above, or was found liable in connection with a proceeding by or in the right of the Corporation, or in connection with any other proceeding whether or not involving action in an official capacity, in which the director was found liable on the basis of the director's improper receipt of a personal benefit, but if the director was found liable indemnification is limited to reasonable expenses incurred.

(6) Determination/Authorization of Indemnification. The Corporation shall make indemnification payments under Section 7.2(2) only if authorized in the specific case upon a determination that the director seeking indemnification has met the standard of conduct set forth in that Section.

The determination shall be made (a) by the Board of Directors by majority vote of a quorum consisting of directors who are not at the time parties to the proceeding, or (b) if such quorum is not obtainable, by majority vote of a committee duly designated by the Board (in which designation directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding, or (c) if a committee cannot be designated, by special legal counsel selected by the Board or its committee in the manner prescribed in Subsections (a) or (b), or a majority vote of the full Board (in which selection directors who are parties may participate), or (d) the determination shall be made by the members but directors who are at the time parties to the proceeding may not vote on the determination.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if special legal counsel makes the determination, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Subsection (c) to select counsel.

(7) Director as a witness in a proceeding. This Section 7.2 shall not limit the Corporation's power to pay or reimburse expenses incurred by a director in connection with appearing as a witness in a proceeding at a time when the director has not been made a named defendant or respondent to the proceeding.

(8) Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation against liability asserted against or incurred by the individual in that capacity.

## **ARTICLE VIII**

### **MEMBERSHIP**

The Corporation will have members. The members shall consist of the following classes of membership: Active Membership, Retired Membership, Life Membership, Associate Membership, and Honorary Membership. Active Members, Retired Members, Associate Members and Life Members in good standing shall enjoy all the benefits of membership, with such limitations as described in the bylaws and determined by the Board, and are entitled to vote on matters submitted to a vote of the members. Honorary Members in good standing shall enjoy all the benefits of membership, with such limitations as described in the bylaws and determined by the Board, but are not entitled to vote on matters submitted to a vote of the members.

## **ARTICLE IX**

### **CORPORATE LIABILITY**

The property of the Corporation shall alone be available in law for the debts and liabilities of the Corporation. The directors and officers of the Corporation shall incur no personal liability for said debts and liabilities by reason of such positions, except as otherwise provided by law.

All checks and other orders for the payment of money, notes, contracts, and all other instruments shall be signed by such individual or individuals as the Board of Directors shall designate by resolution. Unless authorized by the Board, no person shall have any power or authority to bind the Corporation by any contract or other instrument or to pledge its credit or to render it liable for any purpose or amount.

## **ARTICLE X**

### **CORPORATE DISSOLUTION**

After appropriate notice provided to the attorney general and upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local

government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI**

### **ADOPTION AND AMENDMENT OF ARTICLES AND BYLAWS**

The articles of incorporation may be amended or restated from time to time in the manner provided by the bylaws and the Hawaii Nonprofit Corporations Act, Chapter 414D of the Hawaii Revised Statutes, as amended.

The bylaws may be altered, amended, or repealed or new bylaws may be adopted in the manner provided by the bylaws.



STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
335 Merchant Street  
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810  
Phone No. (808) 586-2727



**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

(Section 414D-184, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Amended and Restated Articles of Incorporation, certify as follows:

1. The name of the corporation is:  
Hawaii Education Association (HEA)

2. The Amended and Restated Articles of Incorporation adopted is attached.

3. The Amended and Restated Articles of Incorporation was adopted on: April 22, 2017  
(Month Day Year)

(Check one)

at a meeting of the *members*:

Designation (class) Of membership	Total Number of Memberships (votes) outstanding	Total Number of Votes Entitled to be Cast By each Class	Number of Votes Cast by each class For Amendment	Number of Votes Cast by each class Against Amendment
Active	2388	2388	754	0

OR

by written consent of the *members* holding at least eighty per cent of the voting power.

OR

by a sufficient vote of the *Board of Directors or incorporators* because member approval was not required.

4. Check one:

The written approval of a specified person or persons named in the articles of incorporation was obtained.

The written approval of a specified person or persons is not required.

5. The attached Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation and all amendments thereto.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, I/we are authorized to make this change, and that the statements are true and correct.

Signed this 22nd day of April 2017

**June Motokawa, president**

(Type/Print Name & Title)

June Motokawa  
(Signature of Officer)

**Justin Wong, Treasurer**

(Type/Print Name & Title)

Justin Wong  
(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

HAWAII EDUCATION ASSOCIATION

10732

DEPT. OF COMMERCE & CONSUMER AFFAIRS

4/29/2017

FILING FEE FOR AMENDED & RESTATED ARTICLE

11.00

PAYMENT  
RECORD

CASH IN FHB GENE FILING FEE FOR AMENDED & RESTATED AR

11.00



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Rev 2/14



# Hawaii Education Association

## CREDENTIALS COMMITTEE REPORT

April 22, 2017

There are 2,388 voting members of HEA as of January 1, 2017; certified quorum of 20% is 478. As of 8:30 a.m. there were ten (10) voting members present, holding 754 proxies, a quorum of 32%. The following members held proxies:

	<u>Proxies Held</u>	<u>Appointed Substitute If Applicable</u>
HEA President	280	
Mrs. Janice Bond	11	Justin Wong
Ms. Joan Husted	71	June Motokawa
Mrs. Joan Lewis	9	
Meredith Maeda	45	Ron Toma
Mrs. June Motokawa	133	Ron Toma
Mitsugi Nakashima	(73)	
Ms. Gail Tamaribuchi	6	June Motokawa
Ron Toma	91	June Motokawa
Justin Wong	32	June Motokawa
Ms. Jacqueline Yanagi	<u>3</u>	June Motokawa
	754	

### Absent

**MOTION:** I move that the roll of voting members, as stated in the Credentials Committee report, be the official roll of the voting members at this annual membership meeting.

CREDENTIALS COMMITTEE

**Note:** When voting, vote for the number of proxies held, plus your own vote.

IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII

In the Matter of the Application of )  
 )  
 THE HAWAII EDUCATION ASSOCIATION )  
 )  
 For a Charter of Incorporation. )  
 \_\_\_\_\_ )

AFFIDAVIT

TERRITORY OF HAWAII )  
 : SS.  
 County of Hawaii )

ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO AND ISAMU MIYOSHI, Being first duly sworn, on oath, depose and say:

That the matters and things stated and set forth in the foregoing Petition are true and correct to their own knowledge.

/s/ Isami Kansako  
 ISAMI KANSAKO

/s/ Kenneth S. Nagata  
 KENNETH S. NAGATA

/s/ Charles J. Griswold  
 CHARLES J. GRISWOLD

/s/ Lloyd C. Kaapana  
 LLOYD C. KAAPANA

/s/ James R. McDonough  
 JAMES R. McDONOUGH

/s/ Setsuko Tamashiro  
 SETSUKO TAMASHIRO

/s/ Isamu Miyoshi  
 ISAMU MIYOSHI

Subscribed and sworn to before me  
 this 3rd day of December, 1955.

/s/ Richard I. Miyamoto

Notary Public, 3rd Judicial  
 Circuit, Territory of Hawaii.

My commission expires: January 26, 1957

IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII

EXHIBIT "A"

CHARTER OF INCORPORATION

of

THE HAWAII EDUCATION ASSOCIATION

KNOW ALL MEN BY THESE PRESENT:

WHEREAS, ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO and ISAMU MIYOSHI, all residents of the Territory of Hawaii, have filed in the office of the Treasurer of the Territory of Hawaii, their petition praying for this Charter of Incorporation for themselves and their successors and associates as a body corporate for charitable purposes, and such petition is in form as required by law;

NOW, THEREFORE, I, the undersigned, Treasurer of the Territory of Hawaii, pursuant to the tenor of said petition and by the power in me vested by law, and by and with the consent of the Governor of the Territory of Hawaii, so hereby constitute and appoint the said ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO and ISAMU MIYOSHI, their associates and successors, a body corporate, in accordance with the name, intent, design, and power and for the purposes and objects hereinafter set forth; with all the rights, privileges, powers, and immunities which are now given or which may hereafter be given to corporations organized in the Territory of Hawaii for benevolent, educational, charitable or scientific associations.

I.

That the name of the Corporation is and shall be "THE HAWAII EDUCATION ASSOCIATION."

II.

That the principal office of the Corporation is and shall be in Honolulu, City and County of Honolulu, State of Hawaii, but branch offices may be established by the Corporation in any portion or portions of said State within or without said City and County or elsewhere. Until changed, the post office address of the Corporation shall be 1649 Kalakaua Avenue, Honolulu aforesaid.

III.

That the purposes of the Corporation and the objects for which it is organized are:

1. To maintain and advance the best American ideals and standards of education;
2. To foster professional zeal and growth;
3. To cultivate helpful, friendly relations among the members and in the community;
4. To promote both personal and general welfare of the members for the best interests of education;
5. To encourage members in the discharge of their professional, community, and civic responsibilities;
6. To promote the general welfare of the children of the State of Hawaii.

IV.

That the express powers of the Corporation shall be:

1. To have succession by its corporate name in perpetuity with all the rights, privileges, powers and immunities which are now or may hereafter be secured by law to corporations organized for the purposes and objects as herein set forth;
2. To sue and be sued, plead and be impleaded in any and all Courts;
3. To make and use a common or corporate seal and alter the same at its pleasure;
4. To hold, purchase and convey such real and personal property and to mortgage the same to secure any debt of the Corporation;
5. To appoint such subordinate officers, employees and agents as the business of the Corporation shall require;
6. To make By-Laws not inconsistent with any existing law, for the management of its property, the election and removal of its officers and the regulation of its affairs;
7. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth.

V.

That any person actively engaged in education in the State of Hawaii may become an active member of the Corporation upon the payment of the regular annual dues.

That any person actively engaged in educational service of a professional nature in the State of Hawaii is eligible to become an active member of the Corporation if he has an earned bachelor's or higher degree or where required, holds or is eligible to hold a legal teaching certificate upon the payment of the regular annual dues.

That active members of this Corporation shall pay the annual dues and must be members in good standing of an affiliate organization. Retired teachers paying annual dues to the HSRTA are also active members.

*That any person who is an active member of the Corporation for the*  
*purpose of the 1984 Act, is eligible to become an active member of the*  
*Corporation.*

That any person interested in advancing the cause of education *may* become an associate member upon payment of the annual dues.

That all members of the Corporation who, for ten consecutive years immediately prior to the date of their retirement, have been paid members of the Corporation, or all members who for twenty or more years, have been paid members of the Corporation, provided they were paid members for the two years immediately prior to their retirement, shall be granted a life membership in the Corporation upon their retirement from active service.

*That those members who are eligible to become*  
*active members of the Corporation are eligible to become*  
*associate members of the Corporation.*

That any member of this Corporation shall be eligible to participate in any deliberations of the Corporation and shall have the right to hold office, except where hereinafter provided, serve on committees, commissions and participate in the Annual Membership Meeting, with the exception of associate members who shall not vote or hold office in this Corporation.

That application for membership in the Corporation may be subject to review and may be rejected by the Board of Trustees. The Board of Trustees shall have power to censure, suspend or expel any member for cause, after due notice and hearing. However, any member who stands convicted by a court learned in the law of a crime involving moral turpitude shall automatically be suspended from membership in the Corporation. The Board of Trustees shall have the power to re-instate any suspended or expelled members.

That a member of the Corporation who is also a member of any other competing organization enrolling teacher members shall not hold office simultaneously in the Corporation and the competing organization.

That any person joining the Corporation shall agree to subscribe to its purposes and objectives, and to abide by the provisions of the By-Laws.

That adherence to the Code of Ethics adopted by the Corporation shall be a condition of membership.

That the By-Laws may provide for further qualifications for the admission of members and for different classes of membership.

That the expulsion of members shall be by at least a majority vote of all the members of the Board of Trustees and shall only be for cause as may be prescribed by the By-Laws.

That membership roll in the Corporation shall be evidenced by the membership roll of the Corporation from time to time.

## VI.

That the officers of this Corporation shall be a President, Vice-President, Treasurer and Executive Director. The President and Vice-President shall be members of the Board of Trustees. The officers and the members of the Board of Trustees and no less than seven directors representing the various counties and islands shall be elected at such times, in such manner and for such terms as may be prescribed by the By-Laws.

That the Board of Trustees shall exercise, conduct and control the corporate powers, business and property of the Corporation.

That the officers and members of the Board of Trustees or a consolidation of officers may be prescribed by the By-Laws of this Corporation.

That the following, whose residence and business addresses are hereinbelow set forth, shall hold the above offices until their successors are elected or appointed:

ISAMI KANSAKO  
Res. Add.  
Bus. Add.

President and Director  
Olaa, Hawaii  
Olaa Elementary & Intermediate School

KENNETH S. NAGATA  
Res. Add.  
Bus. Add.

First Vice-President and Director  
23 Nohea Street, Hilo, Hawaii  
District Superintendent's Office, Hilo, Hawaii

CHARLES J. GRISWOLD  
Res. Add.  
Bus. Add.

Second Vice-President and Director  
Box 546, Aiea, Oahu  
Aiea Elementary & Intermediate School

LLOYD C. KAAPANA  
Res. Add.  
Bus. Add.

Third Vice-President and Director  
1724-C Kewalo Street, Honolulu  
Farrington High School

JAMES R. McDONOUGH  
Res. Add.  
Bus. Add.

Executive Secretary and Director  
2020 Kamehameha Avenue, Honolulu  
1649 Kalakaua Avenue, Honolulu

SETSUKO TAMASHIRO  
Res. Add.  
Bus. Add.

Recording Secretary and Director  
28 Oliana Street, Hilo, Hawaii  
Pepeekeo School, Pepeekeo, Hawaii

ISAMU MIYOSHI  
Res. Add.  
Bus. Add.

Treasurer and Director  
Box 511, Lihue, Kauai  
Kauai High School, Lihue, Kauai

There shall always be a President and an Executive Director of the Corporation, on either of whom legal process shall be deemed legal service on the Corporation, their names and residences and the names and residences of all other officers of said Corporation shall always be registered in the office of the Treasurer of the State of Hawaii.

#### VII.

That the Corporation shall complete its organization within 30 days from the issuance of the Charter of the Corporation.

That a copy of all By-Laws of the Corporation and all amendments thereof shall be filed with the Treasurer of said State within 30 days after adoption.

That the By-Laws shall be adopted, amended or repealed by at least a majority vote of the members present at any meeting duly called and held, the notice of which shall have stated that a purpose of the meeting is to consider the adoption, amendment, or repeal of the By-Laws; provided, however, that the By-Laws may require the authorization or approval of a larger proportion of the members for the adoption, amendment or repeal of the By-Laws of the Corporation, and also may impose any other restrictions on the adoption, amendment or repeal of the By-Laws, and, in any such case, such provisions of the By-Laws shall be complied with in order to effect any such adoption, amendment or repeal.

#### VIII.

That the Corporation is not organized for profit; that it will not issue any stock; that no part of its assets, income or earnings shall be used for dividends or otherwise distributed to any of its members except upon liquidation of its property in case of corporate dissolution.

That the property of the Corporation shall alone be liable for the payment of its debts and liabilities.

That the Corporation hereby created shall be subject to all existing laws and all laws, whether amendatory, repealing or other laws that may hereafter be enacted and are applicable to corporations organized with the intent and design and for the purposes as herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Treasury Department, Territory of Hawaii, at Honolulu, T. H., this 16th day of December, 1955.

SEAL

/s/ KAM TAI IEE

Treasurer, Territory of Hawaii

APPROVED AS TO FORM

/s/ ROBERT K. FUKUDA

Deputy Attorney General, Territory of Hawaii

I HEREBY CONSENT TO THE GRANTING OF THE FOREGOING CHARTER.

/s/ SAMUEL WILDER KING

Governor, Territory of Hawaii

November 16, 2011

1003 Bishop Street, Suite 2600  
Honolulu, Hawaii 96813  
Telephone (808) 523-3900  
Facsimile (808) 526-9829  
Website [www.koshibalaw.com](http://www.koshibalaw.com)

Ms. Sarah S. Moriyama  
Attention: Lori  
Hawaii Education Association  
1953 S. Beretania Street, Suite 5C  
Honolulu, Hawaii 96826-1340

Dear Sarah and Lori:

Another search of the records at the Department of Commerce and Consumer Affairs revealed the following:

1. The original Charter was filed on December 16, 1955.
2. The Charter was amended "in its entirety" at a meeting on June 7, 1975 and filed on November 25, 1975.
3. Articles V and VIII were amended at a meeting on April 27, 1991 and filed on August 15, 1994.
4. Article VIII was amended at a meeting on December 3, 1994 and filed on December 5, 1994.

I am enclosing a copy of each of the documents.

Very truly yours,



James E.T. Koshiba  
for  
KOSHIBA PRICE GRUEBNER & MAU

JETK:sh

Enclosures

Amendment of Charter  
Non-Profit Corporation

Filing Fee-\$5.00  
(Certified copy \$.10 per page, optional) 152

DEPARTMENT OF REGULATORY AGENCIES  
STATE OF HAWAII  
Officially Recorded  
on  
November 28, 1975

STATE OF HAWAII  
DEPARTMENT OF REGULATORY AGENCIES  
Business Registration Division  
Honolulu

RECEIVED

NOV 25 1975

8:00 a.m.

DEPARTMENT OF REGULATORY AGENCIES

In the Matter of the Amendment of  
the Charter of Incorporation of

HAWAII EDUCATION ASSOCIATION

CERTIFICATE OF AMENDMENT

The President and Secretary, respectively, of Hawaii Education Association,  
a Hawaii non-profit corporation, do hereby certify that at a special meeting of the  
members of said corporation duly called and held at 1649 Kalakaua Avenue,  
Honolulu, HI, on the 7th day of June, 19 75, for the  
purpose of amending the Charter of Incorporation, it was voted by not less than  
two-thirds of the members present at the meeting to amend the Charter of Incorpora-  
tion of said corporation, as set forth in the copy of the Resolution attached hereto  
and made a part of this Certificate.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 20th day  
of November, 19 75.

Juliette Y. N. Lum  
President

Doris J. O'Brien  
Recording Secretary  
Robert A. Smith  
Executive Director

STATE OF HAWAII  
City & County of Honolulu

Juliette Y. N. Lum and Doris J. O'Brien being

first duly sworn on oath depose and say that they are the President and <sup>Recording</sup> Secretary,  
Robert A. Smith, Executive Director,  
respectively, of Hawaii Education Association; that as such officers

they are duly authorized to sign the foregoing Certificate of Amendment; and that  
they have read the said Certificate and attached Resolution, know the contents  
thereof, and that the same are true.

FILING FEE, CAPITAL \$ 5.00  
RECORDING \_\_\_\_\_ Page \$ \_\_\_\_\_  
CERTIFICATION \_\_\_\_\_ Copies \$ \_\_\_\_\_  
TOTAL \$ \_\_\_\_\_

Juliette Y. N. Lum  
President

Doris J. O'Brien  
Recording Secretary  
Robert A. Smith  
Executive Director

Subscribed and sworn to before me this  
20th day of November, 19 75.

Jane D. Barrera  
Notary Public, First Judicial Circuit,  
State of Hawaii  
My commission expires: February 20, 1979.

I hereby approve the foregoing amendment this 28th day of November,  
19 75.

By James T. ...  
Corporation & Securities Administrator

James ...  
Director of Regulatory Agencies

(See reverse side for instructions)

RESOLUTION

Resolved that the Charter of Incorporation be amended in its entirety to read as follows:

(See attached Revision)



Robert A. Smith  
Executive Director

IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII

In the Matter of the Application of )  
 )  
 THE HAWAII EDUCATION ASSOCIATION )  
 )  
 For a Charter of Incorporation. )  
 \_\_\_\_\_ )

AFFIDAVIT

TERRITORY OF HAWAII )  
 : SS.  
 County of Hawaii )

ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO AND ISAMU MIYOSHI, Being first duly sworn, on oath, depose and say:

That the matters and things stated and set forth in the foregoing Petition are true and correct to their own knowledge.

- /s/ Isami Kansako  
ISAMI KANSAKO
- /s/ Kenneth S. Nagata  
KENNETH S. NAGATA
- /s/ Charles J. Griswold  
CHARLES J. GRISWOLD
- /s/ Lloyd C. Kaapana  
LLOYD C. KAAPANA
- /s/ James R. McDonough  
JAMES R. McDONOUGH
- /s/ Setsuko Tamashiro  
SETSUKO TAMASHIRO
- /s/ Isamu Miyoshi  
ISAMU MIYOSHI

Subscribed and sworn to before me this 3rd day of December, 1955.

/s/ Richard I. Miyamoto  
 Notary Public, 3rd Judicial  
 Circuit, Territory of Hawaii.

My commission expires: January 26, 1957

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IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII

EXHIBIT "A"

CHARTER OF INCORPORATION

of

THE HAWAII EDUCATION ASSOCIATION

KNOW ALL MEN BY THESE PRESENT:

WHEREAS, ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO and ISAMU MIYOSHI, all residents of the Territory of Hawaii, have filed in the office of the Treasurer of the Territory of Hawaii, their petition praying for this Charter of Incorporation for themselves and their successors and associates as a body corporate for charitable purposes, and such petition is in form as required by law;

NOW, THEREFORE, I, the undersigned, Treasurer of the Territory of Hawaii, pursuant to the tenor of said petition and by the power in me vested by law, and by and with the consent of the Governor of the Territory of Hawaii, so hereby constitute and appoint the said ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO and ISAMU MIYOSHI, their associates and successors, a body corporate, in accordance with the name, intent, design, and power and for the purposes and objects hereinafter set forth; with all the rights, privileges, powers, and immunities which are now given or which may hereafter be given to corporations organized in the Territory of Hawaii for benevolent, educational, charitable or scientific associations.

I.

That the name of the Corporation is and shall be "THE HAWAII EDUCATION ASSOCIATION."

II.

That the principal office of the Corporation is and shall be in Honolulu, City and County of Honolulu, State of Hawaii, but branch offices may be established by the Corporation in any portion or portions of said State within or without said City and County or elsewhere. Until changed, the post office address of the Corporation shall be 1649 Kalakaua Avenue, Honolulu aforesaid.

III.

That the purposes of the Corporation and the objects for which it is organized are:

- 1. To maintain and advance the best American ideals and standards of education;
- 2. To foster professional zeal and growth;
- 3. To cultivate helpful, friendly relations among the members and in the community;
- 4. To promote both personal and general welfare of the members for the best interests of education;
- 5. To encourage members in the discharge of their professional, community, and civic responsibilities;
- 6. To promote the general welfare of the children of the State of Hawaii.

IV.

That the express powers of the Corporation shall be:

- 1. To have succession by its corporate name in perpetuity with all the rights, privileges, powers and immunities which are now or may hereafter be secured by law to corporations organized for the purposes and objects as herein set forth;
- 2. To sue and be sued, plead and be impleaded in any and all Courts;
- 3. To make and use a common or corporate seal and alter the same at its pleasure;
- 4. To hold, purchase and convey such real and personal property and to mortgage the same to secure any debt of the Corporation;
- 5. To appoint such subordinate officers, employees and agents as the business of the Corporation shall require;
- 6. To make By-Laws not inconsistent with any existing law, for the management of its property, the election and removal of its officers and the regulation of its affairs;
- 7. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth.

V.

That any person actively engaged in education in the State of Hawaii may become an active member of the Corporation upon the payment of the regular annual dues.

That any person actively engaged in educational service of a professional nature in the State of Hawaii is eligible to become an active member of the Corporation if he has an earned bachelor's or higher degree or where required, holds or is eligible to hold a legal teaching certificate upon the payment of the regular annual dues.

That active members of this Corporation shall pay the annual dues and must be members in good standing of an affiliate organization.

That any person who is an active member of the Corporation for the membership year, 1964-65, is entitled to continue as an active member of the Corporation.

That any person interested in advancing the cause of education but who is not eligible for active membership may become an associate member upon payment of the annual dues.

That all members of the Corporation who, for ten consecutive years immediately prior to the date of their retirement, have been paid members of the Corporation, or all members who for twenty or more years, have been paid members of the Corporation, provided they were paid members for the two years immediately prior to their retirement, shall be granted a life membership in the Corporation upon their retirement from active service.

That those members who do not meet the above requirements for life membership may make up the deficient number of years by paying the regular annual dues after retirement from active service.

That any member of this Corporation shall be eligible to participate in any deliberations of the Corporation and shall have the right to hold office, except where hereinafter provided, serve on committees, commissions and participate in the Annual Membership Meeting, with the exception of associate members who shall not vote or hold office in this Corporation.

That application for membership in the Corporation may be subject to review and may be rejected by the Board of Trustees. The Board of Trustees shall have power to censure, suspend or expel any member for cause, after due notice and hearing. However, any member who stands convicted by a court learned in the law of a crime involving moral turpitude shall automatically be suspended from membership in the Corporation. The Board of Trustees shall have the power to re-instate any suspended or expelled members.

That a member of the Corporation who is also a member of any other competing organization enrolling teacher members shall not hold office simultaneously in the Corporation and the competing organization.

That any person joining the Corporation shall agree to subscribe to its purposes and objectives, and to abide by the provisions of the By-Laws.

That adherence to the Code of Ethics adopted by the Corporation shall be a condition of membership.

That the By-Laws may provide for further qualifications for the admission of members and for different classes of membership.

That the expulsion of members shall be by at least a majority vote of all the members of the Board of Trustees and shall only be for cause as may be prescribed by the By-Laws.

That membership roll in the Corporation shall be evidenced by the membership roll of the Corporation from time to time.

VI.

That the officers of this Corporation shall be a President, Vice-President, Treasurer and Executive Director. The President and Vice-President shall be members of the Board of Trustees. The officers and the members of the Board of Trustees and no less than seven directors representing the various counties and islands shall be elected at such times, in such manner and for such terms as may be prescribed by the By-Laws.

That the Board of Trustees shall exercise, conduct and control the corporate powers, business and property of the Corporation.

That the officers and members of the Board of Trustees or a consolidation of officers may be prescribed by the By-Laws of this Corporation.

That the following, whose residence and business addresses are hereinbelow set forth, shall hold the above offices until their successors are elected or appointed:

- |                     |  |
|---------------------|--|
| ISAMI KANSAKO       | President and Director                         |
| Res. Add.           | Olaa, Hawaii                                   |
| Bus. Add.           | Olaa Elementary & Intermediate School          |
| KENNETH S. NAGATA   | First Vice-President and Director              |
| Res. Add.           | 23 Nohea Street, Hilo, Hawaii                  |
| Bus. Add.           | District Superintendent's Office, Hilo, Hawaii |
| CHARLES J. GRISWOLD | Second Vice-President and Director             |
| Res. Add.           | Box 546, Aiea, Oahu                            |
| Bus. Add.           | Aiea Elementary & Intermediate School          |

LLOYD C. KAAPANA	Third Vice-President and Director
Res. Add.	1724-C Kewalo Street, Honolulu
Bus. Add.	Farrington High School
JAMES R. McDONOUGH	Executive Secretary and Director
Res. Add.	2020 Kamehameha Avenue, Honolulu
Bus. Add.	1649 Kalakaua Avenue, Honolulu
SETSUKO TAMASHIRO	Recording Secretary and Director
Res. Add.	28 Oliana Street, Hilo, Hawaii
Bus. Add.	Pepeekeo School, Pepeekeo, Hawaii
ISAMU MIYOSHI	Treasurer and Director
Res. Add.	Box 511, Lihue, Kauai
Bus. Add.	Kauai High School, Lihue, Kauai

There shall always be a President and an Executive Director of the Corporation, on either of whom legal process shall be deemed legal service on the Corporation, their names and residences and the names and residences of all other officers of said Corporation shall always be registered in the office of the Treasurer of the State of Hawaii.

VII.

That the Corporation shall complete its organization within 30 days from the issuance of the Charter of the Corporation.

That a copy of all By-Laws of the Corporation and all amendments thereof shall be filed with the Treasurer of said State within 30 days after adoption.

That the By-Laws shall be adopted, amended or repealed by at least a majority vote of the members present at any meeting duly called and held, the notice of which shall have stated that a purpose of the meeting is to consider the adoption, amendment, or repeal of the By-Laws; provided, however, that the By-Laws may require the authorization or approval of a larger proportion of the members for the adoption, amendment or repeal of the By-Laws of the Corporation, and also may impose any other restrictions on the adoption, amendment or repeal of the By-Laws, and, in any such case, such provisions of the By-Laws shall be complied with in order to effect any such adoption, amendment or repeal.

VIII.

That the Corporation is not organized for profit; that it will not issue any stock; that no part of its assets, income or earnings shall be used for dividends or otherwise distributed to any of its members except upon liquidation of its property in case of corporate dissolution.

- vii -

That the property of the Corporation shall alone be liable for the payment of its debts and liabilities.

That the Corporation hereby created shall be subject to all existing laws and all laws, whether amendatory, repealing or other laws that may hereafter be enacted and are applicable to corporations organized with the intent and design and for the purposes as herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Treasury Department, Territory of Hawaii, at Honolulu, T. H., this 16th day of December, 1955.

SEAL

/s/ KAM TAI LEE

Treasurer, Territory of Hawaii

APPROVED AS TO FORM

/s/ ROBERT K. FUKUDA

Deputy Attorney General, Territory of Hawaii

I HEREBY CONSENT TO THE GRANTING OF THE FOREGOING CHARTER.

/s/ SAMUEL WILDER KING

Governor, Territory of Hawaii

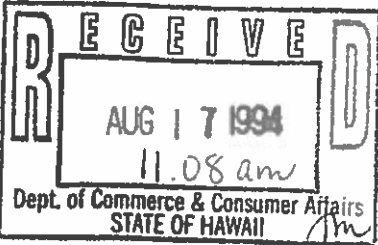
Nonrefundable Filing Fee: \$10.00  
Submit Original and One True Copy

DOMESTIC NONPROFIT  
General Amendment

161

STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
1010 Richards Street  
Mailing Address: P. O. Box 40, Honolulu, Hawaii 96810

EXPEDITED  
REVIEW



ARTICLES OF AMENDMENT  
(Section 415B-38, Hawaii Revised Statutes)

August 17, 1994

814 00024433 13- 8/24/94 10.00  
502 00024434 13- 8/24/94 40.00

The undersigned, duly authorized officers of the corporation submitting these Articles of Amendment, certify as follows:

1. The name of the corporation is:

THE HAWAII EDUCATION ASSOCIATION

2. The amendment adopted is attached.

3. If adoption of the amendment was by the members, complete the following:

A. A meeting of the members was held on April 27 1991  
(Month Day Year)  
A quorum was present at the meeting, and at least two-thirds of the members present at the meeting voted to adopt the amendment.

OR

B. The amendment was adopted by the written consent of all of the members of the corporation entitled to vote.

4. If adoption of the amendment was by the board of directors, complete the following:

A. A meeting of the directors was held on \_\_\_\_\_  
(Month Day Year)  
A quorum was present at the meeting, and a majority of the directors in office voted to adopt the amendment.

OR

B. The amendment was adopted by the written consent of all of the board of directors.

5. If the amendment was adopted by the board of directors, check only one of the following:

The corporation has no members. OR  There are no members entitled to vote.

We certify under the penalties of 415B-158, Hawaii Revised Statutes, that we have read the above statements, and that the same are true and correct.

Witness our hands this 15th day of August, 19 94.

**Teruo Ihara, Treasurer**

(Type/Print Name & Title)

*Teruo Ihara*

(Signature of Officer)

**Carol H. Yoneshige, Recording Secretary**

(Type/Print Name & Title)

*Carol H. Yoneshige*

(Signature of Officer)

(See Reverse Side For Instructions)

ATTACHMENT TO ARTICLES OF AMENDMENT

of

THE HAWAII EDUCATION ASSOCIATION

Article V is amended to read in its entirety, as follows:

V.

That any person actively engaged in education in the State of Hawaii may become an active member of the Corporation upon the payment of the regular annual dues.

That any person actively engaged in educational service of a professional nature in the State of Hawaii is eligible to become an active member of the Corporation if he has an earned bachelor's or higher degree or where required, holds or is eligible to hold a legal teaching certificate upon the payment of the regular annual dues.

That active members of this Corporation shall pay the annual dues and must be members in good standing of an affiliate organization. Retired educators who are life members or who pay annual dues to the Hawaii State Retired Teachers Association are accepted as retired members of the Hawaii Education Association and need pay no dues to this corporation as long as they are members of HSRTA.

That any person interested in advancing the cause of education may become an associate member upon payment of the annual dues.

That all members of the Corporation who, for ten consecutive years immediately prior to the date of their retirement, have been paid members of the Corporation, or all members who for twenty or more years, have been paid members of the Corporation, provided they were paid members for the two years immediately prior to their retirement, shall be granted a life membership in the Corporation upon their retirement from active service.

That any member of this Corporation, except Associate and Honorary members, shall be eligible to participate in any deliberations of the Corporation and shall have the right to hold office, to serve on committees and commissions, and to participate in the Annual Membership Meeting.

163

That application for membership in the Corporation may be subject to review and may be rejected by the Board of Trustees. The Board of Trustees shall have power to censure, suspend or expel any member for cause, after due notice and hearing. However, any member who stands convicted by a court learned in the law of a crime involving moral turpitude shall automatically be suspended from membership in the Corporation. The Board of Trustees shall have the power to reinstate any suspended or expelled members.

That a member of the Corporation who is also a member of any other competing organization enrolling teacher members shall not hold office simultaneously in the Corporation and the competing organization.

That any person joining the Corporation shall agree to subscribe to its purposes and objectives, and to abide by the provisions of the By-Laws.

That adherence to the Code of Ethics adopted by the Corporation shall be a condition of membership.

That the By-Laws may provide for further qualifications for the admission of members and for different classes of membership.

That the expulsion of members shall be by at least a majority vote of all the members of the Board of Trustees and shall only be for cause as may be prescribed by the By-Laws.

That membership roll in the Corporation shall be evidenced by the membership roll of the Corporation from time to time.

Article VIII is amended to read in its entirety as follows:

VIII.

That the Corporation is not organized for profit; that it will not issue any stock; that no part of its assets, income or earnings shall be used for dividends or otherwise distributed to any of its members. However, the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

In the event of the dissolution of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

That the property of the Corporation shall alone be liable for the payment of its debts and liabilities.

That the Corporation hereby created shall be subject to all existing laws and all laws, whether amendatory, repealing or other laws that may hereafter be enacted and are applicable to corporations organized with the intent and design and for the purposes as herein set forth.

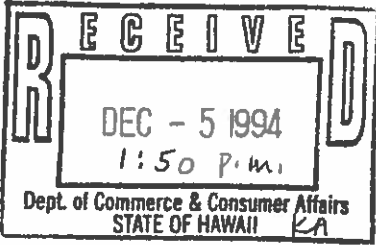
Nonrefundable Filing Fee: \$10.00  
Submit Original and One True Copy

DOMESTIC NONPROFIT  
General Amendment

EXPEDITED  
REVIEW

STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
1010 Richards Street  
Mailing Address: P. O. Box 40, Honolulu, Hawaii 96810

ARTICLES OF AMENDMENT  
(Section 415B-38, Hawaii Revised Statutes)

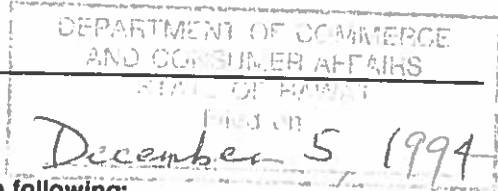


614 00061375 13-12/14/94 10.00  
502 00061376 13-12/14/94 40.00  
823 00061377 13-12/14/94 21.00  
591 00061378 13-12/14/94 4.00

The undersigned, duly authorized officers of the corporation submitting these Articles of Amendment, certify as follows:

1. The name of the corporation is:

THE HAWAII EDUCATION ASSOCIATION



2. The amendment adopted is attached.

3. If adoption of the amendment was by the members, complete the following:

A. A meeting of the members was held on December 3 1994  
(Month Day Year)  
A quorum was present at the meeting, and at least two-thirds of the members present at the meeting voted to adopt the amendment.

OR

B. The amendment was adopted by the written consent of all of the members of the corporation entitled to vote.

4. If adoption of the amendment was by the board of directors, complete the following:

A. A meeting of the directors was held on \_\_\_\_\_  
(Month Day Year)  
A quorum was present at the meeting, and a majority of the directors in office voted to adopt the amendment.

OR

B. The amendment was adopted by the written consent of all of the board of directors.

5. If the amendment was adopted by the board of directors, check only one of the following:

The corporation has no members. OR  There are no members entitled to vote.

We certify under the penalties of 415B-158, Hawaii Revised Statutes, that we have read the above statements, and that the same are true and correct.

Witness our hands this 3rd day of December, 19 94.

TERUO IHARA, Treasurer  
(Type/Print Name & Title)  
*Teruo Ihara*  
(Signature of Officer)

CAROL H. YONESHIGE, Recording Secretary  
(Type/Print Name & Title)  
*Carol H. Yoneshige*  
(Signature of Officer)

(See Reverse Side For Instructions)

1378000

ATTACHMENT TO ARTICLES OF AMENDMENT

of

THE HAWAII EDUCATION ASSOCIATION

Article VIII is amended to read in its entirety as follows:

VIII.

The Corporation is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

The Corporation is not organized for profit; it will not issue any stock; no part of its assets, income or earnings shall be used for dividends or otherwise distributed to any of its members. However, the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

In the event of dissolution of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

The property of the Corporation shall alone be liable for the payment of its debts and liabilities.

The Corporation shall be subject to all existing laws and all laws, whether amendatory, repealing or other laws that may hereafter be enacted and are applicable to corporations organized with the intent and design and for the purposes as herein set forth.

IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII

In the Matter of the Application of )  
 )  
 THE HAWAII EDUCATION ASSOCIATION )  
 )  
 For a Charter of Incorporation. )  
 \_\_\_\_\_ )

AFFIDAVIT

TERRITORY OF HAWAII )  
 : SS.  
 County of Hawaii )

ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO AND ISAMU MIYOSHI, Being first duly sworn, on oath, depose and say:

That the matters and things stated and set forth in the foregoing Petition are true and correct to their own knowledge.

/s/ Isami Kansako  
 ISAMI KANSAKO

/s/ Kenneth S. Nagata  
 KENNETH S. NAGATA

/s/ Charles J. Griswold  
 CHARLES J. GRISWOLD

/s/ Lloyd C. Kaapana  
 LLOYD C. KAAPANA

/s/ James R. McDonough  
 JAMES R. McDONOUGH

/s/ Setsuko Tamashiro  
 SETSUKO TAMASHIRO

/s/ Isamu Miyoshi  
 ISAMU MIYOSHI

Subscribed and sworn to before me  
 this 3rd day of December, 1955.

/s/ Richard I. Miyamoto

Notary Public, 3rd Judicial  
 Circuit, Territory of Hawaii.

My commission expires: January 26, 1957

IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII

EXHIBIT "A"

CHARTER OF INCORPORATION

of

THE HAWAII EDUCATION ASSOCIATION

KNOW ALL MEN BY THESE PRESENT:

WHEREAS, ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO and ISAMU MIYOSHI, all residents of the Territory of Hawaii, have filed in the office of the Treasurer of the Territory of Hawaii, their petition praying for this Charter of Incorporation for themselves and their successors and associates as a body corporate for charitable purposes, and such petition is in form as required by law;

NOW, THEREFORE, I, the undersigned, Treasurer of the Territory of Hawaii, pursuant to the tenor of said petition and by the power in me vested by law, and by and with the consent of the Governor of the Territory of Hawaii, so hereby constitute and appoint the said ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO and ISAMU MIYOSHI, their associates and successors, a body corporate, in accordance with the name, intent, design, and power and for the purposes and objects hereinafter set forth; with all the rights, privileges, powers, and immunities which are now given or which may hereafter be given to corporations organized in the Territory of Hawaii for benevolent, educational, charitable or scientific associations.

I.

That the name of the Corporation is and shall be "THE HAWAII EDUCATION ASSOCIATION."

II.

That the principal office of the Corporation is and shall be in Honolulu, City and County of Honolulu, State of Hawaii, but branch offices may be established by the Corporation in any portion or portions of said State within or without said City and County or elsewhere. Until changed, the post office address of the Corporation shall be 1649 Kalakaua Avenue, Honolulu aforesaid.

III.

That the purposes of the Corporation and the objects for which it is organized are:

1. To maintain and advance the best American ideals and standards of education;
2. To foster professional zeal and growth;
3. To cultivate helpful, friendly relations among the members and in the community;
4. To promote both personal and general welfare of the members for the best interests of education;
5. To encourage members in the discharge of their professional, community, and civic responsibilities;
6. To promote the general welfare of the children of the State of Hawaii.

IV.

That the express powers of the Corporation shall be:

1. To have succession by its corporate name in perpetuity with all the rights, privileges, powers and immunities which are now or may hereafter be secured by law to corporations organized for the purposes and objects as herein set forth;
2. To sue and be sued, plead and be impleaded in any and all Courts;
3. To make and use a common or corporate seal and alter the same at its pleasure;
4. To hold, purchase and convey such real and personal property and to mortgage the same to secure any debt of the Corporation;
5. To appoint such subordinate officers, employees and agents as the business of the Corporation shall require;
6. To make By-Laws not inconsistent with any existing law, for the management of its property, the election and removal of its officers and the regulation of its affairs;
7. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth.

V.

That any person actively engaged in education in the State of Hawaii may become an active member of the Corporation upon the payment of the regular annual dues.

That any person actively engaged in educational service of a professional nature in the State of Hawaii is eligible to become an active member of the Corporation if he has an earned bachelor's or higher degree or where required, holds or is eligible to hold a legal teaching certificate upon the payment of the regular annual dues.

That active members of this Corporation shall pay the annual dues and must be members in good standing of an affiliate organization. Retired teachers paying annual dues to the HSRTA are also active members.

*That any person who is an active member of the Corporation for the membership year 1964-65, is eligible to be elected to the Corporation.*

That any person interested in advancing the cause of education *but who is not eligible to be active member* may become an associate member upon payment of the annual dues.

That all members of the Corporation who, for ten consecutive years immediately prior to the date of their retirement, have been paid members of the Corporation, or all members who for twenty or more years, have been paid members of the Corporation, provided they were paid members for the two years immediately prior to their retirement, shall be granted a life membership in the Corporation upon their retirement from active service.

*That those members who do not meet the above requirements for life membership may make up the deficiency by paying the regular annual dues after the first of the year.*

That any member of this Corporation shall be eligible to participate in any deliberations of the Corporation and shall have the right to hold office, except where hereinafter provided, serve on committees, commissions and participate in the Annual Membership Meeting, with the exception of associate members who shall not vote or hold office in this Corporation.

That application for membership in the Corporation may be subject to review and may be rejected by the Board of Trustees. The Board of Trustees shall have power to censure, suspend or expel any member for cause, after due notice and hearing. However, any member who stands convicted by a court learned in the law of a crime involving moral turpitude shall automatically be suspended from membership in the Corporation. The Board of Trustees shall have the power to re-instate any suspended or expelled members.

That a member of the Corporation who is also a member of any other competing organization enrolling teacher members shall not hold office simultaneously in the Corporation and the competing organization.

That any person joining the Corporation shall agree to subscribe to its purposes and objectives, and to abide by the provisions of the By-Laws.

That adherence to the Code of Ethics adopted by the Corporation shall be a condition of membership.

That the By-Laws may provide for further qualifications for the admission of members and for different classes of membership.

That the expulsion of members shall be by at least a majority vote of all the members of the Board of Trustees and shall only be for cause as may be prescribed by the By-Laws.

That membership roll in the Corporation shall be evidenced by the membership roll of the Corporation from time to time.

## VI.

That the officers of this Corporation shall be a President, Vice-President, Treasurer and Executive Director. The President and Vice-President shall be members of the Board of Trustees. The officers and the members of the Board of Trustees and no less than seven directors representing the various counties and islands shall be elected at such times, in such manner and for such terms as may be prescribed by the By-Laws.

That the Board of Trustees shall exercise, conduct and control the corporate powers, business and property of the Corporation.

That the officers and members of the Board of Trustees or a consolidation of officers may be prescribed by the By-Laws of this Corporation.

That the following, whose residence and business addresses are hereinbelow set forth, shall hold the above offices until their successors are elected or appointed:

ISAMI KANSAKO  
Res. Add.  
Bus. Add.

President and Director  
Olaa, Hawaii  
Olaa Elementary & Intermediate School

KENNETH S. NAGATA  
Res. Add.  
Bus. Add.

First Vice-President and Director  
23 Nohea Street, Hilo, Hawaii  
District Superintendent's Office, Hilo, Hawaii

CHARLES J. GRISWOLD  
Res. Add.  
Bus. Add.

Second Vice-President and Director  
Box 546, Aiea, Oahu  
Aiea Elementary & Intermediate School

LLOYD C. KAAPANA Res. Add. Bus. Add.	Third Vice-President and Director 1724-C Kewalo Street, Honolulu Farrington High School
JAMES R. McDONOUGH Res. Add. Bus. Add.	Executive Secretary and Director 2020 Kamehameha Avenue, Honolulu 1649 Kalakaua Avenue, Honolulu
SETSUKO TAMASHIRO Res. Add. Bus. Add.	Recording Secretary and Director 28 Oliana Street, Hilo, Hawaii Pepeekeo School, Pepeekeo, Hawaii
ISAMU MIYOSHI Res. Add. Bus. Add.	Treasurer and Director Box 511, Lihue, Kauai Kauai High School, Lihue, Kauai

There shall always be a President and an Executive Director of the Corporation, on either of whom legal process shall be deemed legal service on the Corporation, their names and residences and the names and residences of all other officers of said Corporation shall always be registered in the office of the Treasurer of the State of Hawaii.

#### VII.

That the Corporation shall complete its organization within 30 days from the issuance of the Charter of the Corporation.

That a copy of all By-Laws of the Corporation and all amendments thereof shall be filed with the Treasurer of said State within 30 days after adoption.

That the By-Laws shall be adopted, amended or repealed by at least a majority vote of the members present at any meeting duly called and held, the notice of which shall have stated that a purpose of the meeting is to consider the adoption, amendment, or repeal of the By-Laws; provided, however, that the By-Laws may require the authorization or approval of a larger proportion of the members for the adoption, amendment or repeal of the By-Laws of the Corporation, and also may impose any other restrictions on the adoption, amendment or repeal of the By-Laws, and, in any such case, such provisions of the By-Laws shall be complied with in order to effect any such adoption, amendment or repeal.

#### VIII.

That the Corporation is not organized for profit; that it will not issue any stock; that no part of its assets, income or earnings shall be used for dividends or otherwise distributed to any of its members except upon liquidation of its property in case of corporate dissolution.

That the property of the Corporation shall alone be liable for the payment of its debts and liabilities.

That the Corporation hereby created shall be subject to all existing laws and all laws, whether amendatory, repealing or other laws that may hereafter be enacted and are applicable to corporations organized with the intent and design and for the purposes as herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Treasury Department, Territory of Hawaii, at Honolulu, T. H., this 16th day of December, 1955.

SEAL

/s/ KAM TAI IEK

Treasurer, Territory of Hawaii

APPROVED AS TO FORM

/s/ ROBERT K. FUKUDA

Deputy Attorney General, Territory of Hawaii

I HEREBY CONSENT TO THE GRANTING OF THE FOREGOING CHARTER.

/s/ SAMUEL WILDER KING

Governor, Territory of Hawaii

MINUTES OF THE 1991 ANNUAL MEETING OF  
THE HAWAII EDUCATION ASSOCIATION

1. Time and Place of Meeting  
The annual meeting of the Hawaii Education Association was held at the office of the Association at 1649 Kalakaua Avenue, Honolulu, Hawaii, on Saturday, April 27, 1991 at 10:06 a.m.  
  
Dr. Hubert V. Everly, President, presided at the meeting, and Carol Yoneshige acted as Recording Secretary, as provided by the Bylaws.
2. Attendance  
Persons in attendance were:  

Dr. Hubert V. Everly	Mr. Meredith Maeda
Mr. Laurence J. Capellas	Mr. Champ Ono
Mr. Shigeru Hotoke	Mr. Stephen Ono
Dr. Teruo Ihara	Dr. Daniel W. Tuttle, Jr.
Mr. George Kagehiro	Mrs. Judy Hamnett
Mr. Andrew Kutsunai	Ms. Carol Yoneshige
Mrs. Faith A. Lai	
Mrs. Vivian I. Loo	
3. Notice of the Meeting  
While the notice of the meeting was not read by the Secretary nor ordered spread upon the minutes of the meeting, proof of notice of meeting and proof of publication of notice of meeting is appended to these minutes:  
  
Attachment A: Notice of Meeting, and  
  
Attachment B: Publication of Notice of Meeting
4. Rules of Order  
The Rules Committee Chairperson, Mrs. Loo, presented the Committee's recommended rules of order for the meeting. (See Attachment C: Rules of HEA Annual Membership Meeting, April 27, 1991.)  
  
Upon MOTION duly made by Mr. Kutsunai and seconded by Mr. Kagehiro, the rules of order for the meeting were UNANIMOUSLY ADOPTED as presented.  
  
Mr. Champ Ono was designated by the presiding officer as parliamentarian for the meeting as provided for by the rules.

Annual Meeting - April 27, 1991

5. Credentials Committee Report  
Dr. Ihara, Chairman of the Nominations and Elections Committee and Chairman of the Credentials Committee presented, in writing, the April 27, 1991 summary of the roll of members present, either in person or by proxy, as 1,778.  
  
A quorum of 41% was confirmed.  
  
On MOTION duly made by Dr. Ihara and seconded by Mrs. Lai, the Committee's report on the number in attendance and proxies held was UNANIMOUSLY ACCEPTED as submitted. (See Attachment D: Credentials Committee Report, April 27, 1991.)
6. Approval of Minutes  
It was noted by President Everly that the minutes of the April 28, 1990 Annual Meeting were approved by the HEA Board of Trustees' Executive Committee on May 18, 1990.
7. President's Report  
President Everly presented his report in written form. It was MOVED by Mr. Kagehiro and seconded by Mr. C. Ono that the President's report be accepted as presented. The motion was UNANIMOUSLY CARRIED. (See Attachment E: Message and Annual Report of the HEA President, April 27, 1991.)
8. Treasurer's Report  
Treasurer Ihara presented his written report. It was MOVED by Mr. Kagehiro and seconded by Mr. C. Ono that the Treasurer's Report be accepted as presented. The motion was UNANIMOUSLY CARRIED. (See Attachment F: Annual Report of the HEA Treasurer, April 27, 1991.)
9. Executive Director's Report  
Dr. Tuttle reported that he had a written report in which he tried to summarize what has transpired in the last twelve months. It was moved by Mr. C. Ono and seconded by Dr. Ihara that the Executive Director's report be accepted as presented. The motion was CARRIED UNANIMOUSLY. (See Attachment G: Annual Report of the H.E.A. Executive Director, April 27, 1991.)
10. Standing Committee Reports  
Charter and Bylaws Committee  
  
Chairman Champ Ono MOVED that the Annual Meeting formally approve the changes made to the HEA Charter and Bylaws. The motion was seconded by Mr. Kagehiro and CARRIED UNANIMOUSLY. (See Attachment H: Annual Report of the Charter and Bylaws Committee, April 27, 1991.)

Annual Meeting - April 27, 1991

10. Standing Committee Reports (cont.) President Everly noted that with the adoption of these Bylaws changes, HEA gains 400+ members from the Hawaii State Retired Teachers Association.

Chairman Ono also thanked Mr. James Kamo and Dr. Tuttle for the work done with respect to the Bylaws changes.

Elections Committee

Chairman Ihara reported that due to the lack of competitive nomination of candidates, no election was required nor conducted. It was MOVED by Dr. Ihara that the nominees be elected as certified by the Secretary of the Corporation. The motion was seconded by Mrs. Lai. Those nominated were as follows:

Dr. Hubert V. Everly  
Dr. Teruo Ihara  
Mr. John Kwon  
Mr. Champ Ono  
Mr. Jerome Comcowich  
Mr. Stephen Ono

The motion was UNANIMOUSLY CARRIED, and those mentioned above were duly elected.

Insurance Committee

The Committee's chair, Dr. Everly, presented a written status report on HEA insurance plans. Mr. C. Ono MOVED that the membership accept the Insurance Committee's report. The motion, seconded by Dr. Ihara, was UNANIMOUSLY ADOPTED. (See Attachment I: Report of the HEA Insurance Committee, April 27, 1991.)

Public Relations Committee

It was MOVED by Mr. Kagehiro and seconded by Mrs. Lai that the Public Relations Committee Report, prepared by Mr. Shigeru Hotoke, be accepted. The motion CARRIED UNANIMOUSLY. (See Attachment J: Public Relations Committee Report.)

Annual Meeting - April 27, 1991

10. Standing Committee Reports (cont.)

Special Services Committee

Chairperson Vivian Loo reported that an article will be put in the May issue of *Accent Hawaii* about plans for travel in 1992.

State-wide Educational Programs Committee

Mrs. Hamnett mentioned that the Reading/Reception to honor the Writing Contest winners will be held on Saturday, May 18, 1991 at Orvis Auditorium on the campus of the University of Hawaii, Manoa at 1:30 p.m. She also noted that the Committee members will be meeting after the Reading/Reception to plan next year's Committee work.

It was MOVED by Dr. Ihara and seconded by Mrs. Loo that the previous two oral reports be accepted. The motion was UNANIMOUSLY CARRIED.

11. New Business

1991-92 Budget

Dr. Tuttle gave an explanation of the various items included within the recommended budget for FY 1991-92. After entertaining all questions, it was MOVED by Mr. Kagehiro and seconded by Mrs. Loo that the 1991-92 Budget be accepted by the membership. (See Attachment K.)

12. Good of the Order

The President entertained comments on the good of the order.

13. Adjournment

No comments forthcoming and no other business before the meeting, it was MOVED by Mrs. Loo and seconded by Mrs. Lai that the Annual Meeting be adjourned. The motion was UNANIMOUSLY CARRIED, and the meeting was adjourned at 10.43 a.m.

Respectfully submitted,

/s/ Carol H. Yoneshige  
Recording Secretary

ANNUAL REPORT OF THE  
CHARTER AND BYLAWS COMMITTEE

April 27, 1991

The HEA Charter and Bylaws Committee, with the assistance of Mr. James Kamo (HEA Attorney) and Dr. Dan Tuttle, prepared the attached amendments to the HEA Charter and Bylaws. All of these were designed to accommodate the projected unified dues arrangement between the Hawaii Education Association and the Hawaii State Retired Teachers Association. They were approved for transmittal to the Annual Meeting by the HEA Board of Trustees on February 16, 1991.

At the HSRTA Convention, the delegates approved comparable proposed changes to their Constitution and Bylaws. Acceptance of the proposed amendments to the HEA Charter and Bylaws awaits the decision of those in attendance at today's Annual Meeting.

The above-mentioned proposed amendments to the HEA Charter and Bylaws are attached.

Champ S. Ono  
Chairman

  
James H. Kamo, Attorney

  
DRAFT - DWT-11/28/90

## HEA CHARTER

Amend paragraph three (3) of Section V of the HEA Charter of Incorporation to read as follows:

Retired educators who are life members or who pay annual dues to the Hawaii State Retired Teachers Association are accepted as retired members of the Hawaii Education Association and need pay no dues to this Corporation as long as they are members of HSRTA.

Amend paragraph six (6) of Section V of the HEA Charter of Incorporation to read as follows:

That any member of this Corporation, except Associate and Honorary members, shall be eligible to participate in any deliberations of the Corporation and shall have the right to hold office, to serve on committees and commissions, and to participate in the Annual Membership Meeting.

Amend Section VIII of the HEA Charter of Incorporation to read as follows:

### VIII

That the Corporation is not organized for profit; that it will not issue any stock; that no part of its assets, income, or earnings shall be used for dividends or otherwise distributed to any of its members. However, the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

In the event of the dissolution of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

HEA BYLAWS

AMEND ARTICLE III TO READ AS FOLLOWS:

Section 1. Classification.

- a. Active Membership. Any person in educational service of a professional nature in the State of Hawaii is eligible to become an active member of this Corporation.
- b. Retired Membership. Any person retired from educational service of a professional nature in the State of Hawaii is eligible to become a retired member of this Corporation. A retired or life member of this Corporation automatically becomes a member of HSRTA and, after one year, remains a member of HSRTA upon payment of annual or life dues to that association. A member of HSRTA need not pay dues to this Corporation.
- c. Life Membership. Any person upon retirement from active service who: (a) for ten (10) consecutive years immediately prior to the date of retirement has been a paid member of the Corporation, or (b) for twenty (20) or more years has been a paid member of the Corporation, provided he/she was a paid members for two years immediately preceding his/her retirement, is eligible to become a life member of this Corporation.
- d. Associate Membership. Any person interested in advancing the cause of education may become an associate member of this Corporation.
- e. Honorary Membership. Any person who because of distinguished service to the cause of education in Hawaii may be designated an honorary member by the Board of Trustees of this Corporation.
- f. Sustaining Life Member. Any life member of this Corporation who chooses to make periodic donations to the Association shall be designated a sustaining life member by the Board of Trustees of this Corporation.

HEA BYLAWS (cont.)

Section 2. Dues. Active, associate, and retired members of this Corporation shall pay annual dues to this Corporation, except members of the Hawaii State Retired Teachers Association who pay dues to that association, shall not pay annual dues to HEA. Honorary members, life members, sustaining life members, and, as noted above, dues paying or life members of HSRTA, do not need to pay dues to the Corporation.

Section 3. Privileges of Membership. Any member of this Corporation shall be eligible to participate in the activities of the Corporation and shall have the right to hold office and serve on committees, with the exception of Associate and Honorary members who shall not vote or hold office in this Corporation.

Section 4. Conditions of Membership. Any person joining the Corporation shall agree to subscribe to its purposes and objectives, and to abide by the provisions of these Bylaws. The HEA Board of Trustees Personnel Committee may hold hearings and recommend to the Board of Trustees disciplinary action against a member.

Section 5. Admission, Expulsion and Reinstatement of Members. Application for membership in the Corporation may be subject to review and may be rejected by the Board of Trustees. The Board of Trustees shall have the power to censure, suspend, or expel any member for cause, after due notice and hearing, and to reinstate any suspended or expelled member.

AMEND ARTICLE V, SECTION 4a, 4b, 4c TO READ AS FOLLOWS:

a. All active members will be placed in one of the following groups: (1) Educational Officer, (2) Classroom Teacher, or (3) University/College Teacher. All retired, life, and sustaining life members will be grouped together as (4) an Educational Retiree.

b. Each such group of members shall be guaranteed one representative on the Board of Trustees.

c. The number of representatives from any one group of members will be based upon the ratio of one trustee for every 300, or major fraction thereof, HEA members.

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TERRITORY OF HAWAII  
TREASURY DEPARTMENT  
HONOLULU

IT IS HEREBY CERTIFIED that the attached is a true and  
exact copy of:

PETITION FOR CHARTER OF INCORPORATION  
filed in this office on December 14, 1955

and

CHARTER OF INCORPORATION

of

THE HAWAII EDUCATION ASSOCIATION

granted on December 16, 1955.

IN WITNESS WHEREOF, I  
have hereunto set my hand and  
affixed the seal of the  
Treasury Department, Territory  
of Hawaii, this 21st day of  
December, 1955.

/s/ KAM TAI LEE

Treasurer, Territory of Hawaii.

IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII

In the Matter of the Application of )  
THE HAWAII EDUCATION ASSOCIATION )  
For a Charter of Incorporation. )  
\_\_\_\_\_ )

PETITION

for

CHARTER OF INCORPORATION

JAMES H. KAMO  
303 Capital Investment Bldg.  
850 Richards Street  
Honolulu, T. H.

Attorney for Incorporators

IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII

In the Matter of the Application of )  
THE HAWAII EDUCATION ASSOCIATION )  
For a Charter of Incorporation. )  
\_\_\_\_\_ )

TO THE HONORABLE KAM FAI LEE, TREASURER OF THE TERRITORY OF HAWAII:

The undersigned, IHAMI KANEAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SEISBUKO TAMASHIRO and IHAMU MIYOSHI, all residents of the Territory of Hawaii, who have been duly elected or appointed as officers of THE HAWAII EDUCATION ASSOCIATION, and duly authorized by the Executive Committee and the members of said association to petition for a Charter of Incorporation in accordance with the intent and design and for the purposes hereinafter set forth hereby respectfully petition that a Charter of Incorporation be granted them whereby they, their associates and successors may be a body corporate of the Territory of Hawaii with all the rights, powers, privileges, and immunities which are now or may hereafter be secured to a corporation of such nature, and said petitioners respectfully show as follows:

I.

That the name of the Corporation is and shall be "THE HAWAII EDUCATION ASSOCIATION".

II.

That the principal office of the Corporation is and shall be in Honolulu, City and County of Honolulu,

Territory of Hawaii, but branch offices may be established by the Corporation in any portion or portions of said Territory within or without said City and County or elsewhere. Until changed, the post office address of the Corporation shall be 205 Merchant Street, Honolulu aforesaid.

### III.

That the purposes of the Corporation and the objects for which it is organized are:

1. To maintain and advance the best American ideals and standards of education;
2. To foster professional zeal and growth;
3. To cultivate helpful, friendly relations among the members and in the community;
4. To promote both personal and general welfare of the members for the best interests of education;
5. To encourage members in the discharge of their professional, community, and civic responsibilities.

### IV.

That the express powers of the Corporation shall be:

1. To have succession by its corporate name in perpetuity with all the rights, privileges, powers and immunities which are now or may hereafter be secured by law to corporations organized for the purposes and objects as herein set forth;
2. To sue and be sued, plead and be impleaded in any and all Courts;
3. To make and use a common or corporate seal and alter the same at its pleasure;

4. To hold, purchase and convey such real and personal property and to mortgage the same to secure any debt of the Corporation;

5. To appoint such subordinate officers, employees and agents as the business of the Corporation shall require;

6. To make By-Laws not inconsistent with any existing law, for the management of its property, the election and removal of its officers and the regulation of its affairs;

7. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth.

#### V.

That any person actively engaged in education in the Territory of Hawaii may become an active member of the Corporation upon the payment of the regular annual dues.

That any person actively engaged in education but not responsible to the Department of Public Instruction, Territory of Hawaii, may become an active member of the Corporation upon the payment of a special membership fee.

That active members of this Corporation must be members in good standing of their local chapters and the National Education Association.

That any exchange teacher from other states and countries who is an active member of the state or foreign teacher association from which said exchange teacher comes and any member of the Future Teachers of America (National Education Association) shall be a guest member of this Corporation without the payment of annual dues.

That all the members of the Corporation who for ten consecutive years prior to the date of their retirement have been paid members of the Corporation shall be granted a life membership in the Corporation upon their retirement from active service.

That any person interested but not actively engaged in education may become a lay member upon the payment of a special annual membership fee. A lay member must be a member in good standing of his local chapter and the National Education Association.

That the By-Laws may provide for further qualifications for the admission of members and for different classes of membership.

That the expulsion of members shall be by at least a majority vote of all the members of the Board of Directors and shall only be for cause as may be prescribed by the By-Laws.

That membership roll in the Corporation shall be evidenced by the membership roll of the Corporation from time to time.

## VI.

That the officers of this Corporation shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, an Executive Secretary, a Recording Secretary, and a Treasurer, all of whom shall be members of the Board of Directors. The seven officers and the members of the Board of Directors, consisting of not less than seven members, shall be elected or appointed at such times, in such manner and for such terms as may be prescribed by the By-Laws.

That the Board of Directors shall exercise, conduct and control the corporate powers, business and property of the Corporation.

That officers and members of the Board of Directors or a consolidation of officers may be prescribed by the By-Laws of this Corporation.

That the following, whose residence and business addresses are hereinbelow set forth, shall hold the above offices until their successors are elected or appointed:

<b>ISAMI KANEAKO</b> Res. Add. Bus. Add.	President and Director Olaa, Hawaii Olaa Elementary & Intermediate School
<b>KENNETH S. NAGATA</b> Res. Add. Bus. Add.	First Vice-President and Director 23 Nohea Street, Hilo, Hawaii District Superintendent's Office Hilo, Hawaii
<b>CHARLES J. GRIEWOLD</b> Res. Add. Bus. Add.	Second Vice-President and Director Box 546, Aiea, Oahu Aiea Elementary & Intermediate School
<b>LLOYD C. KAAPANA</b> Res. Add. Bus. Add.	Third Vice-President and Director 1724-C Kewalo Street, Honolulu Farrington High School
<b>JAMES R. MCDONOUGH</b> Res. Add. Bus. Add.	Executive Secretary and Director 2020 Kamehameha Avenue, Honolulu Room 4, 205 Merchant Street, Honolulu
<b>ETSUKO TAMASHIRO</b> Res. Add. Bus. Add.	Recording Secretary and Director 28 Oliana Street, Hilo, Hawaii Pepeekeo School, Pepeekeo, Hawaii
<b>ISAMU MIYOSHI</b> Res. Add. Bus. Add.	Treasurer and Director Box 511, Lihue, Kauai Kauai High School, Lihue, Kauai

There shall always be a President and an Executive Secretary of the Corporation, on either of whom legal process shall be deemed legal service on the Corporation, their names and residences and the names and residences of all other officers of said Corporation shall always be registered in the office of the Treasurer of the Territory of Hawaii.

## VII.

That the Corporation shall complete its organization within 30 days from the issuance of the Charter of the Corporation.

That a copy of all By-Laws of the Corporation and all amendments thereof shall be filed with the Treasurer of said Territory within 30 days after adoption.

That the By-Laws shall be adopted, amended or repealed by at least a majority vote of the members present at any meeting duly called and held, the notice of which shall have stated that a purpose of the meeting is to consider the adoption, amendment, or repeal of the By-Laws; provided, however, that the By-Laws may require the authorization or approval of a larger proportion of the members for the adoption, amendment or repeal of the By-Laws and, in any such case, such provisions of the By-Laws shall be complied with in order to effect any such adoption, amendment or repeal.

## VIII.

That the Corporation is not organized for profit; that it will not issue any stock; that no part of its assets, income or earnings shall be used for dividends or otherwise distributed to any of its members except upon liquidation of its property in case of corporate dissolution.

That the property of the Corporation shall alone be liable for the payment of its debts and liabilities.

That the Corporation hereby created shall be subject to all existing laws and all laws, whether amendatory, repealing or other laws that may hereafter be enacted

and are applicable to corporations organized with the intent and design and for the purposes as herein set forth.

That a copy of the proposed Charter of Incorporation marked Exhibit "A", is hereto attached and made a part hereof.

WHEREFORE, your Petitioners pray that a Charter of Incorporation for succession in perpetuity be granted to them whereby your Petitioners and their associates and successors be made a body corporate under the name of THE HAWAII EDUCATION ASSOCIATION with all the powers, privileges and immunities incident to corporations as provided by law.

Dated at Hilo, Hawaii, T. H.,  
this 3rd day of December, A. D., 1955.

/s/ Isami Kansako  
ISAMI KANSAKO

/s/ Kenneth S. Nagata  
KENNETH S. NAGATA

/s/ Charles J. Griswold  
CHARLES J. GRISWOLD

/s/ Lloyd C. Kaapana  
LLOYD C. KAAPANA

/s/ James R. McDonough  
JAMES R. McDONOUGH

/s/ Setsuko Tamashiro  
SETSUKO TAMASHIRO

/s/ Isamu Miyoshi  
ISAMU MIYOSHI

Estate  
Fidelity Union Skin

IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII  
In the Matter of the Application of )  
THE HAWAII EDUCATION ASSOCIATION )  
For a Charter of Incorporation. )  
\_\_\_\_\_ )

AFFIDAVIT

TERRITORY OF HAWAII )  
: SS.  
COUNTY OF HAWAII )

ISAMI KANEAKO, KENNETH S. NAGATA, CHARLES J.  
GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO  
TAMASHIRO and ISAMU MIYOSHI, being first duly sworn, on  
oath, depose and say:

That the matters and things stated and set forth  
in the foregoing Petition are true and correct to their own  
knowledge.

/s/ Isami Kansako  
ISAMI KANEAKO

/s/ Kenneth S. Nagata  
KENNETH S. NAGATA

/s/ Charles J. Griswold  
CHARLES J. GRISWOLD

/s/ Lloyd C. Kaapana  
LLOYD C. KAAPANA

/s/ James R. McDonough  
JAMES R. McDONOUGH

/s/ Setsuko Tamashiro  
SETSUKO TAMASHIRO

/s/ Isamu Miyoshi  
ISAMU MIYOSHI

Subscribed and sworn to before me  
this 3rd day of December, 1955.

/s/ Richard I. Miyamoto  
Notary Public, 3rd Judicial  
Circuit, Territory of Hawaii.

My commission expires: January 26, 1957

IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII

EXHIBIT "A"

CHARTER OF INCORPORATION

of

THE HAWAII EDUCATION ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, ISAMI KANBAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. MCDONOUGH, SEISUKO TAMASHIRO and ISAMU MIYOSHI, all residents of the Territory of Hawaii, have filed in the office of the Treasurer of the Territory of Hawaii, their petition praying for this Charter of Incorporation for themselves and their successors and associates as a body corporate for charitable purposes, and such petition is in form as required by law;

NOW, THEREFORE, I, the undersigned, Treasurer of the Territory of Hawaii, pursuant to the tenor of said petition and by the power in me vested by law, and by and with the consent of the Governor of the Territory of Hawaii, do hereby constitute and appoint the said ISAMI KANBAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. MCDONOUGH, SEISUKO TAMASHIRO and ISAMU MIYOSHI, their associates and successors, a body corporate, in accordance with the name, intent, design, and power and for the purposes and objects hereinafter set forth; with all the rights, privileges, powers, and immunities which are now given or which may hereafter be given to corporations

organized in the Territory of Hawaii for benevolent, educational, charitable or scientific associations.

I.

That the name of the Corporation is and shall be "THE HAWAII EDUCATION ASSOCIATION".

II.

That the principal office of the Corporation is and shall be in Honolulu, City and County of Honolulu, Territory of Hawaii, but branch offices may be established by the Corporation in any portion or portions of said Territory within or without said City and County or elsewhere. Until changed, the post office address of the Corporation shall be 205 Merchant Street, Honolulu aforesaid.

III.

That the purposes of the Corporation and the objects for which it is organized are:

1. To maintain and advance the best American ideals and standards of education;
2. To foster professional zeal and growth;
3. To cultivate helpful, friendly relations among the members and in the community;
4. To promote both personal and general welfare of the members for the best interests of education;
5. To encourage members in the discharge of their professional, community, and civic responsibilities.

IV.

That the express powers of the Corporation shall be:

1. To have succession by its corporate name in perpetuity with all the rights, privileges, powers and

immunities which are now or may hereafter be secured by law to corporations organized for the purposes and objects as herein set forth;

2. To sue and be sued, plead and be impleaded in any and all Courts;

3. To make and use a common or corporate seal and alter the same at its pleasure;

4. To hold, purchase and convey such real and personal property and to mortgage the same to secure any debt of the Corporation;

5. To appoint such subordinate officers, employees and agents as the business of the Corporation shall require;

6. To make By-Laws not inconsistent with any existing law, for the management of its property, the election and removal of its officers and the regulation of its affairs;

7. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth.

#### V.

That any person actively engaged in education in the Territory of Hawaii may become an active member of the Corporation upon the payment of the regular annual dues.

That any person actively engaged in education but not responsible to the Department of Public Instruction, Territory of Hawaii, may become an active member of the Corporation upon the payment of a special membership fee.

That active members of this Corporation must be members in good standing of their local chapters and the National Education Association.

That any exchange teacher from other states and countries who is an active member of the state or foreign teacher association from which said exchange teacher comes and any member of the Future Teachers of America (National Education Association) shall be a guest member of this Corporation without the payment of annual dues.

That all members of the Corporation who for ten consecutive years prior to the date of their retirement have been paid members of the Corporation shall be granted a life membership in the Corporation upon their retirement from active service.

That any person interested but not actively engaged in education may become a lay member upon the payment of a special annual membership fee. A lay member must be a member in good standing of his local chapter and the National Education Association.

That the By-Laws may provide for further qualifications for the admission of members and for different classes of membership.

That the expulsion of members shall be by at least a majority vote of all the members of the Board of Directors and shall only be for cause as may be prescribed by the By-Laws.

That membership roll in the Corporation shall be evidenced by the membership roll of the Corporation from time to time.

## VI.

That the officers of this Corporation shall be a President, A First Vice-President, A Second Vice-President, a Third Vice-President, an Executive Secretary, a Recording

Secretary, and a Treasurer, all of whom shall be members of the Board of Directors. The seven officers and the members of the Board of Directors, consisting of not less than seven members, shall be elected or appointed at such times, in such manner and for such terms as may be prescribed by the By-Laws.

That the Board of Directors shall exercise, conduct and control the corporate powers, business and property of the Corporation.

That officers and members of the Board of Directors or a consolidation of officers may be prescribed by the By-Laws of this Corporation.

That the following, whose residence and business addresses are hereinbelow set forth, shall hold the above offices until their successors are elected or appointed:

<b>IEAMI KANEAKO</b> Res. Add. Bus. Add.	President and Director Olaa, Hawaii Olaa Elementary & Intermediate School
<b>KENNETH S. NAGATA</b> Res. Add. Bus. Add.	First Vice-President and Director 23 Nohea Street, Hilo, Hawaii District Superintendent's Office Hilo, Hawaii
<b>CHARLES J. GRISWOLD</b> Res. Add. Bus. Add.	Second Vice-President and Director Box 546, Aiea, Oahu Aiea Elementary and Intermediate School
<b>LLOYD C. KAAPANA</b> Res. Add. Bus. Add.	Third Vice-President and Director 1724-C Kewalo Street, Honolulu Farrington High School
<b>JAMES R. MCDONOUGH</b> Res. Add. Bus. Add.	Executive Secretary and Director 2020 Kamehameha Avenue, Honolulu Room 4, 205 Merchant Street, Honolulu
<b>ETSUOKO TAMASHIRO</b> Res. Add. Bus. Add.	Recording Secretary and Director 28 Oliana Street, Hilo, Hawaii Pepeekeo School, Pepeekeo, Hawaii
<b>IEAMU MIYOSHI</b> Res. Add. Bus. Add.	Treasurer and Director Box 511, Lihue, Kauai Kauai High School, Lihue, Kauai

There shall always be a President and an Executive Secretary of the Corporation, on either of whom legal process shall be deemed legal service on the Corporation, their names and residences and the names and residences of all other officers of said Corporation shall always be registered in the office of the Treasurer of the Territory of Hawaii.

#### VII.

That the Corporation shall complete its organization within 30 days from the issuance of the Charter of the Corporation.

That a copy of all By-Laws of the Corporation and all amendments thereof shall be filed with the Treasurer of said Territory within 30 days after adoption.

That the By-Laws shall be adopted, amended or repealed by at least a majority vote of the members present at any meeting duly called and held, the notice of which shall have stated that a purpose of the meeting is to consider the adoption, amendment, or repeal of the By-Laws; provided, however, that the By-Laws may require the authorization or approval of a larger proportion of the members for the adoption, amendment or repeal of the By-Laws of the Corporation, and also may impose any other restrictions on the adoption, amendment or repeal of the By-Laws and, in any such case, such provisions of the By-Laws shall be complied with in order to effect any such adoption, amendment or repeal.

#### VIII.

That the Corporation is not organized for profit; that it will not issue any stock; that no part of its assets, income or earnings shall be used for dividends or otherwise

distributed to any of its members except upon liquidation of its property in case of corporate dissolution.

That the property of the Corporation shall alone be liable for the payment of its debts and liabilities.

That the Corporation hereby created shall be subject to all existing laws and all laws, whether amendatory, repealing or other laws that may hereafter be enacted and are applicable to corporations organized with the intent and design and for the purposes as herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Treasury Department, Territory of Hawaii, at Honolulu, T. H., this 16th day of December, 1955.

SEAL

/s/ KAM TAI LEE  
Treasurer, Territory of Hawaii

APPROVED AS TO FORM

/s/ ROBERT K. FUKUDA  
Deputy Attorney General, Territory of Hawaii

I HEREBY CONSENT TO THE GRANTING OF THE FOREGOING CHARTER.

/s/ SAMUEL WILDER KING  
Governor, Territory of Hawaii

IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII

In the Matter of the Application of )  
 )  
 THE HAWAII EDUCATION ASSOCIATION )  
 )  
 For a Charter of Incorporation. )  
 )

---

AFFIDAVIT

TERRITORY OF HAWAII )  
 : SS.  
 County of Hawaii )

ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO AND ISAMU MIYOSHI, Being first duly sworn, on oath, depose and say:

That the matters and things stated and set forth in the foregoing Petition are true and correct to their own knowledge.

/s/ Isami Kansako  
 ISAMI KANSAKO

/s/ Kenneth S. Nagata  
 KENNETH S. NAGATA

/s/ Charles J. Griswold  
 CHARLES J. GRISWOLD

/s/ Lloyd C. Kaapana  
 LLOYD C. KAAPANA

/s/ James R. McDonough  
 JAMES R. McDONOUGH

/s/ Setsuko Tamashiro  
 SETSUKO TAMASHIRO

/s/ Isamu Miyoshi  
 ISAMU MIYOSHI

Subscribed and sworn to before me  
 this 3rd day of December, 1955.

/s/ Richard I. Miyamoto

Notary Public, 3rd Judicial  
 Circuit, Territory of Hawaii.

My commission expires: January 26, 1957

IN THE OFFICE OF THE TREASURER OF THE TERRITORY OF HAWAII

EXHIBIT "A"

CHARTER OF INCORPORATION

of

THE HAWAII EDUCATION ASSOCIATION

KNOW ALL MEN BY THESE PRESENT:

WHEREAS, ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO and ISAMU MIYOSHI, all residents of the Territory of Hawaii, have filed in the office of the Treasurer of the Territory of Hawaii, their petition praying for this Charter of Incorporation for themselves and their successors and associates as a body corporate for charitable purposes, and such petition is in form as required by law;

NOW, THEREFORE, I, the undersigned, Treasurer of the Territory of Hawaii, pursuant to the tenor of said petition and by the power in me vested by law, and by and with the consent of the Governor of the Territory of Hawaii, so hereby constitute and appoint the said ISAMI KANSAKO, KENNETH S. NAGATA, CHARLES J. GRISWOLD, LLOYD C. KAAPANA, JAMES R. McDONOUGH, SETSUKO TAMASHIRO and ISAMU MIYOSHI, their associates and successors, a body corporate, in accordance with the name, intent, design, and power and for the purposes and objects hereinafter set forth; with all the rights, privileges, powers, and immunities which are now given or which may hereafter be given to corporations organized in the Territory of Hawaii for benevolent, educational, charitable or scientific associations.

I.

That the name of the Corporation is and shall be "THE HAWAII EDUCATION ASSOCIATION."

II.

That the principal office of the Corporation is and shall be in Honolulu, City and County of Honolulu, State of Hawaii, but branch offices may be established by the Corporation in any portion or portions of said State within or without said City and County or elsewhere. Until changed, the post office address of the Corporation shall be 1649 Kalakaua Avenue, Honolulu aforesaid.

III.

That the purposes of the Corporation and the objects for which it is organized are:

1. To maintain and advance the best American ideals and standards of education;
2. To foster professional zeal and growth;
3. To cultivate helpful, friendly relations among the members and in the community;
4. To promote both personal and general welfare of the members for the best interests of education;
5. To encourage members in the discharge of their professional, community, and civic responsibilities;
6. To promote the general welfare of the children of the State of Hawaii.

IV.

That the express powers of the Corporation shall be:

1. To have succession by its corporate name in perpetuity with all the rights, privileges, powers and immunities which are now or may hereafter be secured by law to corporations organized for the purposes and objects as herein set forth;
2. To sue and be sued, plead and be impleaded in any and all Courts;
3. To make and use a common or corporate seal and alter the same at its pleasure;
4. To hold, purchase and convey such real and personal property and to mortgage the same to secure any debt of the Corporation;
5. To appoint such subordinate officers, employees and agents as the business of the Corporation shall require;
6. To make By-Laws not inconsistent with any existing law, for the management of its property, the election and removal of its officers and the regulation of its affairs;
7. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth.

V.

That any person actively engaged in education in the State of Hawaii may become an active member of the Corporation upon the payment of the regular annual dues.

That any person actively engaged in educational service of a professional nature in the State of Hawaii is eligible to become an active member of the Corporation if he has an earned bachelor's or higher degree or where required, holds or is eligible to hold a legal teaching certificate upon the payment of the regular annual dues.

That active members of this Corporation shall pay the annual dues and must be members in good standing of an affiliate organization. Retired teachers paying annual dues to the HSRTA are also active members.

*That any person who is an active member of the Corporation for the membership year 1984-85, is eligible to be elected as an active member of the Corporation.*

That any person interested in advancing the cause of education but who is not eligible for active membership may become an associate member upon payment of the annual dues.

That all members of the Corporation who, for ten consecutive years immediately prior to the date of their retirement, have been paid members of the Corporation, or all members who for twenty or more years, have been paid members of the Corporation, provided they were paid members for the two years immediately prior to their retirement, shall be granted a life membership in the Corporation upon their retirement from active service.

*That those members who do not elect the above qualifications for life membership may make up the deficiency by paying the regular annual dues after their retirement.*

That any member of this Corporation shall be eligible to participate in any deliberations of the Corporation and shall have the right to hold office, except where hereinafter provided, serve on committees, commissions and participate in the Annual Membership Meeting, with the exception of associate members who shall not vote or hold office in this Corporation.

That application for membership in the Corporation may be subject to review and may be rejected by the Board of Trustees. The Board of Trustees shall have power to censure, suspend or expel any member for cause, after due notice and hearing. However, any member who stands convicted by a court learned in the law of a crime involving moral turpitude shall automatically be suspended from membership in the Corporation. The Board of Trustees shall have the power to re-instate any suspended or expelled members.

That a member of the Corporation who is also a member of any other competing organization enrolling teacher members shall not hold office simultaneously in the Corporation and the competing organization.

That any person joining the Corporation shall agree to subscribe to its purposes and objectives, and to abide by the provisions of the By-Laws.

That adherence to the Code of Ethics adopted by the Corporation shall be a condition of membership.

That the By-Laws may provide for further qualifications for the admission of members and for different classes of membership.

That the expulsion of members shall be by at least a majority vote of all the members of the Board of Trustees and shall only be for cause as may be prescribed by the By-Laws.

That membership roll in the Corporation shall be evidenced by the membership roll of the Corporation from time to time.

## VI.

That the officers of this Corporation shall be a President, Vice-President, Treasurer and Executive Director. The President and Vice-President shall be members of the Board of Trustees. The officers and the members of the Board of Trustees and no less than seven directors representing the various counties and islands shall be elected at such times, in such manner and for such terms as may be prescribed by the By-Laws.

That the Board of Trustees shall exercise, conduct and control the corporate powers, business and property of the Corporation.

That the officers and members of the Board of Trustees or a consolidation of officers may be prescribed by the By-Laws of this Corporation.

That the following, whose residence and business addresses are hereinbelow set forth, shall hold the above offices until their successors are elected or appointed:

ISAMI KANSAKO  
Res. Add.  
Bus. Add.

President and Director  
Olaa, Hawaii  
Olaa Elementary & Intermediate School

KENNETH S. NAGATA  
Res. Add.  
Bus. Add.

First Vice-President and Director  
23 Nohea Street, Hilo, Hawaii  
District Superintendent's Office, Hilo, Hawaii

CHARLES J. GRISWOLD  
Res. Add.  
Bus. Add.

Second Vice-President and Director  
Box 546, Aiea, Oahu  
Aiea Elementary & Intermediate School

LLOYD C. KAAPANA	Third Vice-President and Director
Res. Add.	1724-C Kewalo Street, Honolulu
Bus. Add.	Farrington High School
JAMES R. McDONOUGH	Executive Secretary and Director
Res. Add.	2020 Kanehameha Avenue, Honolulu
Bus. Add.	1649 Kalakaua Avenue, Honolulu
SETSUKO TAMASHIRO	Recording Secretary and Director
Res. Add.	28 Oliana Street, Hilo, Hawaii
Bus. Add.	Pepeekeo School, Pepeekeo, Hawaii
ISAMU MIYOSHI	Treasurer and Director
Res. Add.	Box 511, Lihue, Kauai
Bus. Add.	Kauai High School, Lihue, Kauai

There shall always be a President and an Executive Director of the Corporation, on either of whom legal process shall be deemed legal service on the Corporation, their names and residences and the names and residences of all other officers of said Corporation shall always be registered in the office of the Treasurer of the State of Hawaii.

#### VII.

That the Corporation shall complete its organization within 30 days from the issuance of the Charter of the Corporation.

That a copy of all By-Laws of the Corporation and all amendments thereof shall be filed with the Treasurer of said State within 30 days after adoption.

That the By-Laws shall be adopted, amended or repealed by at least a majority vote of the members present at any meeting duly called and held, the notice of which shall have stated that a purpose of the meeting is to consider the adoption, amendment, or repeal of the By-Laws; provided, however, that the By-Laws may require the authorization or approval of a larger proportion of the members for the adoption, amendment or repeal of the By-Laws of the Corporation, and also may impose any other restrictions on the adoption, amendment or repeal of the By-Laws, and, in any such case, such provisions of the By-Laws shall be complied with in order to effect any such adoption, amendment or repeal.

#### VIII.

That the Corporation is not organized for profit; that it will not issue any stock; that no part of its assets, income or earnings shall be used for dividends or otherwise distributed to any of its members except upon liquidation of its property in case of corporate dissolution.

That the property of the Corporation shall alone be liable for the payment of its debts and liabilities.

That the Corporation hereby created shall be subject to all existing laws and all laws, whether amendatory, repealing or other laws that may hereafter be enacted and are applicable to corporations organized with the intent and design and for the purposes as herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Treasury Department, Territory of Hawaii, at Honolulu, T. H., this 16th day of December, 1955.

SEAL

/s/ KAM TAI IEE

Treasurer, Territory of Hawaii

APPROVED AS TO FORM

/s/ ROBERT K. FUKUDA

Deputy Attorney General, Territory of Hawaii

I HEREBY CONSENT TO THE GRANTING OF THE FOREGOING CHARTER.

/s/ SAMUEL WILDER KING

Governor, Territory of Hawaii