

AMENDED AND RESTATED BYLAWS

OF

HAWAII MUSIC TEACHERS ASSOCIATION, INC. (the "Corporation or HMTA")

ARTICLE I.

PURPOSES; NONPROFIT CHARACTER

Section 1.1 Purposes. The Corporation is affiliated with the Music Teachers National Association, Inc., a not-for-profit corporation ("MTNA"). The specific purpose of the Corporation shall be to promote the professional growth and development of its members and to further the art of music by providing programs that encourage and support teaching, performance, composition, and scholarly research.

Section 1.2 Nonprofit Character. The Corporation shall be a nonprofit corporation. The Corporation shall not authorize or issue shares of stock. No dividend shall be paid and no part of the income or earnings which may be derived from its operations, in pursuance of the purposes of the Corporation, shall be distributed to or inure to the benefit of any Director or Officer of the Corporation, or any private individual, but shall be used to promote the purposes of the Corporation.

ARTICLE II.

PRINCIPAL OFFICE; PLACE OF MEETINGS; SEAL

Section 2.1 Principal Office. The principal office of the Corporation shall be maintained at such place within or without the State of Hawaii, and the Corporation may have such other offices within or without the State of Hawaii, as the Board of Directors of the Corporation shall determine.

Section 2.2 Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation, unless some other place is stated in the call. Any meeting, regular or special, of the Board of Directors may be held by conference telephone or similar communication equipment as long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 2.3 Seal. The Corporation may have a corporate seal as the Board of Directors shall determine.

ARTICLE III.

MEMBERS

Section 3.1 Membership Classifications. The Members of Corporation shall be classified as Active, Collegiate, Retired, Honorary Life, International, Institutional, Corporate, and Patron, as defined by the Bylaws and Board of Directors of MTNA.

Section 3.2 Voting Members. The Voting Members of the Corporation shall be those persons classified as Active members as defined by the Bylaws and Board of Directors of MTNA.

Section 3.3 Authority of Voting Members. The Voting Members of the Corporation shall have authority to vote for the election of Directors, to vote on any proposal of merger, consolidation or dissolution, and to vote on the sale of major assets of the Corporation.

Section 3.4 Non-Voting Members. The Non-Voting Members of the Corporation shall be those persons classified as Collegiate, Honorary Life, International, Institutional, Corporate, and Patron members as defined by the Bylaws and Board of Directors of MTNA. Although Non-Voting Members shall not have the authority to vote on matters concerning the Corporation, Non-Voting Members shall be entitled to attend meetings of the full membership of the Corporation and to serve on committees of the Corporation.

Section 3.5 Annual Meeting. The annual meeting of Members for the presentation of the annual reports by the President and Treasurer, and for the transaction of such other business as may properly come before the annual meeting, shall be held each year at such date, time, and place that the Board of Directors shall determine.

Section 3.6 Regular Meetings. The Members may establish regular meetings to be held at a set date, time and place, and no further notice thereof shall be required.

Section 3.7 Special Meetings. The President or the Board Chair (as identified in Section 7.1) may call special meetings of the Members whenever the President or the Board Chair deems it necessary, and shall call a special meeting whenever requested to do so in writing by three (3) or more Directors, or upon the call of one-fourth (25%) of all of the Members. Upon receipt of such call or written request, the Secretary shall send out notices of the meeting to all Members in the same manner as for annual meetings of the Members.

Section 3.8 Notice of Meetings. Except as otherwise provided in these Bylaws (including Section 3.6 with respect to regular meetings) or by law, notice of each annual, regular or special meeting of the Members, stating the day, time and place thereof and the general nature of the business to be considered at such meeting, shall be given by the Secretary, or by the person or one of the persons calling the meeting, to each Member not less than ten (10) days or more than sixty (60) days in advance of such meeting. Such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, and correctly addressed to the Member at the address shown on the books of the Corporation, sent by facsimile telecommunication to the number at which the Member has consented to receive notice by facsimile telecommunication or sent by electronic mail to the electronic mail address at which the Member has consented to receive notice by electronic mail. Nonreceipt by a Member of notice of a meeting mailed to such Member by first class or certified mail shall not invalidate any business done at the meeting while a quorum is present.

Section 3.9 Waiver of Notice.

(a) Any Member may, prior to, at or subsequent to any annual, regular or special meeting of Member, waive notice of such meeting in writing signed by the Member or his or her duly authorized proxy or attorney-in-fact.

(b) The presence or representation at any meeting of any Member shall be the equivalent of a waiver of the requirement of the giving of notice of the meeting to such Member, unless the Member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and objects to considering a matter when it is presented.

Section 3.10 Quorum. At any meeting of the Members of which proper notice has been given, a majority of the Members present in person or by proxy (provided that not more than three-fourths (75%) of the votes present are by proxy) shall constitute a quorum, and the concurring vote of a majority of the Members constituting a quorum shall be valid and binding upon the Corporation, except as otherwise provided by law, these Bylaws or the Articles of Incorporation.

Section 3.11 Voting; Proxies. Each Member entitled to vote is entitled to one (1) vote, in person or by proxy, on all matters properly submitted to the Members. The authority given by a Member to any person to represent such Member at meetings of the Members shall be in writing and signed by such Member, and shall be filed with the Secretary. No proxy shall be valid after eleven (11) months from the date of such proxy, unless otherwise provided in such proxy.

Section 3.12 Adjournment. Any meeting of the Members, whether annual, regular or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting, unless a new record date is or must be fixed under Hawaii Revised Statutes § 414D-107, in which event notice of the adjourned meeting shall be given to the Members of record as of the new record date. Such adjournment may be to such time and to such place as shall be determined by a majority of the Members present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

Section 3.13 Action by Members Without a Meeting.

(a) By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least eighty percent (80%) of the Members with respect to the subject matter thereof and filed with the records of the meetings of the Members. Such consent shall have the same effect as a vote of the Members at a meeting and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs.

(b) By Electronic Balloting. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if the Board Chair or Secretary or President delivers a ballot by electronic transmission to every Member. The ballot will be in written form or in the form of an electronic transmission; state the proposed action; if the proposed action is to elect a Director or Officer, provide an opportunity to vote for or against each candidate listed; if the proposed action does not involve an election, provide an opportunity to vote for or against each proposed action; indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals needed to approve each action; and specify the date and time by which a ballot must be received by the Corporation in order to be counted. Approval of any vote by electronic ballot shall be valid only if (i) the number of votes cast is equals or exceeds the quorum required to be present at a meeting to authorize the action, and the number of affirmative votes equals or exceeds the number of affirmative votes for approval that would be required to approve

the action at a meeting.

Section 3.14 Removal; Withdrawal; Admission.

(a) Any Member may be removed as a Member of the Corporation by the affirmative vote of all Members at the time of such vote (which shall not include any Member whose removal is the subject of such vote). Not less than twenty (20) days prior to the date on which the vote for removal shall be held, the Member who is proposed to be removed shall be sent written notice, by hand or first class mail, of such Member's proposed removal and the reasons therefor. The Member may provide a written response no later than five (5) days prior to the date on which the vote shall be held, and the Member's response shall be provided to all Members prior to the vote for removal.

(b) Any Member may withdraw from the Corporation at any time upon giving prior written notice to the Secretary.

(c) Additional members may be admitted upon the affirmative vote of not less than a majority of all Members at the time of such vote.

Section 3.15 Dues. Members shall be liable for such annual membership dues and assessments as shall from time to time be determined by general or special resolution of the Board of Directors, in accordance with the membership classification, dues schedule, and procedures designated by the Board of Directors of MTNA. Membership in HMTA is contingent upon membership in MTNA.

Section 3.16 Committees. Any Member may serve on a committee of the Corporation or on a committee established by the Board of Directors (a "Board Committee") as long as such Board committee is not exercising the authority of the Board of Directors.

ARTICLE IV.
BOARD OF DIRECTORS

Section 4.1 Powers. The Board of Directors shall manage the business, affairs and property of the Corporation, and shall have and may exercise all of the powers of the Corporation to the fullest extent permitted by the laws of the State of Hawaii, the Articles of Incorporation and these Bylaws, as they may be amended from time to time.

Section 4.2 Number; Election. There shall be a Board of Directors of the Corporation, to consist of not less than three (3) nor more than nine (9) members. The number of Directors for the ensuing year shall be fixed by the Members at each annual meeting. The number so designated shall then be elected by ballot at a regular or special meeting of the membership designated for this purpose, or by electronic ballot pursuant to Section 3.13, by the Members, to hold office for the terms set forth in Section 4.3 until the annual meeting at which the terms expire and thereafter until their successors shall be duly elected. The number of Directors, within the foregoing limitation as to the minimum and maximum number, may be decreased or increased by the Members at any annual meeting, or a special meeting called for that purpose, and in case the number is increased, the additional Director(s) shall be elected by ballot at that annual meeting, or such special meeting as the case may be, and in case the number is decreased, the position(s) of the Director(s) whose terms are expiring at such annual meeting shall not be filled. No reduction

in the number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 4.3 Term; Term Limits. The term of each Director shall be for two (2) years from the annual meeting at which the Director is elected. No Director may serve for more than two (2) consecutive terms, or four (4) years consecutively. After an interval of two (2) years off of the Board of Directors following service for two (2) consecutive terms, or four (4) consecutive years, on the Board of Directors, an individual may be elected to the Board of Directors.]

Section 4.4 Nominations of Directors. Recommendations for Director-nominees may be submitted by Members, Directors and Officers to the Nominating Committee of the Board of Directors. The Nominating Committee, after giving due consideration pursuant to its procedures to such recommendations and to such other persons as it may wish to consider, shall present its slate of Director-nominees to the Members at their annual meeting or a special meeting called specifically to consider such recommendations.

Section 4.5 Permanent Vacancies. If any permanent vacancy shall occur in the Board of Directors through death, resignation, disqualification, removal or other cause other than temporary absence, illness or disability, the remaining Directors, by the affirmative vote of a majority of all of the remaining Directors, may elect a successor Director to hold office for the unexpired portion of the term of the Director whose position shall be vacant.

Section 4.6 Temporary Vacancies, Substitute Directors. If any temporary vacancy shall occur in the Board of Directors through the sickness or disability of any Director, the remaining Directors, by the affirmative vote of a majority of all of the remaining Directors, may appoint a person as a substitute Director, who shall serve as a Director during such temporary vacancy until the original Director shall return to duty or the office of such Director shall become permanently vacant.

Section 4.7 Resignation. A Director may resign at any time by delivering written notice of resignation to the Board Chair (as identified in Section 7.1), the President or the Secretary. A resignation is effective when the notice is received, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 4.8 Removal. Any Director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3s) of all of the Directors then in office (which shall not include any Director whose removal is the subject of such vote) at any meeting called for such purpose upon not less than seven (7) days' written notice of the purpose of such meeting whenever, in the Board of Directors' judgment, the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.9 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors for attendance at meetings of the Board of Directors and/or Board committees may be paid or reimbursed by the Corporation upon the submission of expense documentation in accordance with expense reimbursement procedures of

the Board of Directors or the Finance Committee. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity pursuant to the express authorization of the Board of Directors.

Section 4.10 Gifts and Contributions.

(a) The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation.

(b) The Board of Directors may authorize the Officers to accept on behalf of the Corporation, in accordance with policies and procedures set by the Board of Directors, any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used in a manner consistent with the restrictions contained in the grant and the Corporation's exempt purposes.

Section 4.11 Procedure. The Board of Directors shall fix its own rules of procedure which shall not be inconsistent with these Bylaws, and may, for that purpose, adopt *Robert's Rules of Order* (11th ed.).

ARTICLE V.
MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Annual Meeting. The annual meeting of the Board of Directors shall be held each year at such date, time, and place that the Board of Directors shall determine. At such annual meeting the Board of Directors shall transact such business as may properly come before the Board of Directors.

Section 5.2 Regular Meetings. The Board of Directors may establish regular meetings to be held at a set date, time and place, and no further notice thereof shall be required.

Section 5.3 Special Meetings. The Board Chair may call special meetings of the Board of Directors whenever the Board Chair deems it necessary, and shall call a special meeting whenever requested to do so in writing by three (3) or more Directors or by the President. The Board Chair shall give notice of a special meeting as set forth in Section 5.5, provided that the manner of providing such notice need not be the same for each Director as long as such notice is given as provided in these Bylaws.

Section 5.4 Place and Time of Meetings. Meetings shall be held at such day, time and place as designated in the call of the meeting

Section 5.5 Notice of Meetings.

(a) Except as otherwise provided in these Bylaws or by law, notice of each annual or regular meeting of the Board of Directors, stating the day, time and place thereof, shall be given to each Director (other than the person or persons calling the meeting and other than the person

giving notice of the meeting) not less than ten (10) days or more than sixty (60) days in advance of such meeting. Such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, and correctly addressed to the Director at the address shown on the books of the Corporation, sent by facsimile telecommunication to the number at which the Director has consented to receive notice by facsimile telecommunication or sent by electronic mail to the electronic mail address at which the Director has consented to receive notice by electronic mail.

(b) Notice of any special meeting of the Board of Directors, stating the day, time, place and purpose or purposes of the special meeting shall be given not less than forty-eight (48) hours before the meeting in either oral or written form or by facsimile telecommunication or electronic mail as set forth above.

(c) Notwithstanding the foregoing, any action of the Board of Directors to remove a Director or to approve a matter that would require approval of the members if the Corporation had members, shall not be valid unless such Director is given at least seven (7) days written notice that the matter will be voted upon at the meeting unless such notice is waived.

(d) Nonreceipt by a Director of any written notice of a meeting mailed to such Director shall not invalidate any business done at the meeting while a quorum is present.

Section 5.6 Waiver of Notice.

(a) Any Director may, prior to, at any annual, regular or special meeting, or subsequent thereto, waive notice of such meeting in writing, signed by the Director.

(b) The presence at any meeting of any Director shall be the equivalent of a waiver of the requirement of the giving of notice of the meeting to such Director, unless the Director, at the beginning of the meeting or prior to the vote on a matter not properly noticed, objects to the lack of notice and does not thereafter vote or assent to the objected action. Except as otherwise provided by these Bylaws or law, a notice or waiver of notice need not state the purposes of any such meeting.

Section 5.7 Quorum. A majority of the total number of Directors at which the Board of Directors has been fixed by the Members shall constitute a quorum to transact business, and, in order to be valid, any act or business must receive the approval of a majority of such quorum. A vacancy or vacancies in the membership of the Board of Directors shall not affect the validity of any action of the Board of Directors, provided there is present at the meeting a quorum of all of the Directors at which the Board of Directors has been fixed.

Section 5.8 Voting. At all meetings of the Board of Directors, each Director shall have one (1) vote.

Section 5.9 Attendance at Meetings. All Directors are expected to attend all regular and special meetings each year. If a Director fails to attend three (3) consecutive meetings, unless excused, such Director shall be deemed to be deemed to have resigned and the position shall be filled pursuant to Section 4.5. Any excused absences shall be noted in the minutes of the meeting.

Section 5.10 Meetings by Telephone Conference. Subject to the notice requirements of Section 5.5, members of the Board of Directors, or any Board committee, may participate in a meeting of the Board of Directors, or of a Board committee, by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting.

Section 5.11 Action by Directors Without a Meeting.

(a) By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors, or any Board committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, or all of the members of the Board committee, as the case may be, with respect to the subject matter thereof and filed with the records of the meetings of the Board of Directors or Board committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the Board of Directors, or all of the members of the Board committee, and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs.

(b) By Electronic Balloting. Any action required or permitted to be taken at a meeting of the Board of Directors, or any Board committee, may be taken without a meeting if the Board Chair or Secretary or President delivers a ballot by electronic transmission to every Director. The ballot will be in written form or in the form of an electronic transmission; state the proposed action; if the proposed action is to elect a Director or Officer, provide an opportunity to vote for or against each candidate listed; if the proposed action does not involve an election, provide an opportunity to vote for or against each proposed action; indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals needed to approve each action; and specify the date and time by which a ballot must be received by the Corporation in order to be counted. Approval of any vote by electronic ballot shall be valid only if (i) the number of votes cast is equals or exceeds the quorum required to be present at a meeting to authorize the action, and the number of affirmative votes equals or exceeds the number of affirmative votes for approval that would be required to approve the action at a meeting.

Section 5.12 Presumption of Assent. A Director who is present at a meeting of the Board of Directors, or any Board committee, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent or refusal to vote is entered in the minutes of the meeting or unless the Director either files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 5.13 Adjournment. Any meeting of the Board of Directors, whether annual, regular or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting. Such adjournment may be to such day, time and place as shall be determined by a majority of the Directors present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

Section 5.14 Proxies. Voting by proxy shall not be permitted at any meeting of the Board of Directors or of any Board committees or other boards or bodies created by the Board of Directors.

ARTICLE VI.
COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.1 Committees of the Board. The Board of Directors, by resolution adopted by a majority of the Directors, shall designate and appoint as Board standing committees an Executive Committee, a Nominating Committee and a Governance Committee, and may also designate and appoint any other standing and special committees to direct the business of the Corporation, each of which, to the extent provided in the enabling resolution, the Articles of Incorporation or these Bylaws, shall have and may exercise the authority granted to it by the Board of Directors in the enabling resolution; except that no such committee shall have the authority of the Board of Directors to take the following actions or any other action not permitted to be taken by the laws of the State of Hawaii:

- (a) Authorizing distributions;
- (b) Electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation;
- (c) Adopting, amending, altering or repealing the Corporation's Articles of Incorporation or Bylaws;
- (d) Adopting a plan of merger or adopting a plan of consolidation with another corporation or entity;
- (e) Authorizing the sale, lease, exchange or mortgage of all, or substantially all, of the property and assets of the Corporation;
- (f) Authorizing the voluntary dissolution of the Corporation or revoking proceedings thereof;
- (g) Adopting a plan for the distribution of the assets of the Corporation; or
- (h) Amending altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by a committee.

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

Section 6.2 Executive Committee.

(a) The Executive Committee, if established by the Board of Directors, shall be comprised of the Secretary, Treasurer, Vice-President, and President. During the intervals between meetings of the Board of Directors, the Executive Committee shall, subject to Section

6.1, possess and may exercise all of the powers and functions of the Board of Directors in the management of the business and affairs of the Corporation in all cases in which specific direction shall not have been given by the Board of Directors; provided, however, that the Executive Committee shall not be permitted to take any action which must be taken by the full Board of Directors.

(b) All actions of the Executive Committee shall be reported to the Board of Directors at its next meeting succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the Executive Committee present at a meeting shall be necessary for the taking of any action.

(c) The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules and shall also meet at the call of the Board Chair or any other two (2) members of the Executive Committee. The Executive Committee may adopt *Robert's Rules of Order* (11th ed.).

Section 6.3 Nominating Committee. The Board of Directors shall designate, within a reasonable time after the annual election of Directors, a Nominating Committee that shall be responsible for proposing persons for election as Directors at the next annual election of Directors. In the event of Director vacancies between annual elections of Directors, the Nominating Committee may propose replacement Directors for election by the Board of Directors. The Nominating Committee shall also recommend persons for consideration as Officers to be elected by the Board of Directors.

Section 6.4 Governance Committee. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Governance Committee, which shall perform the duties and responsibilities set forth below and perform such other functions as may be assigned to it by law, the Bylaws or the Board of Directors:

(a) Review Conflict of Interest and Code of Ethics. Review, and recommend to the Board of Directors revisions to, the Conflict of Interest Policy and Code of Ethics adopted by the Board of Directors for the Corporation to ensure their currentness and effectiveness.

(b) Review Board of Directors' Effectiveness. Develop, subject to approval of the Board of Directors, and implement a process for evaluating the effectiveness of the Board of Directors and its individual members, and assist the Board Chair with Board committee assignments, assisting individual directors to improve their effectiveness, and conducting exist interviews with Directors who resign or retire..

(c) Review of the Corporation's Constitutive Documents. Review periodically the Corporation's Articles of Incorporation, Bylaws, Board committee charters and governance policies.

(d) Review Board of Directors Organization and Procedures. Review, and recommend, changes to the Board of Directors structure, operations and membership based on such evaluations

(e) Undertake Succession Planning. Develop a process for succession planning for Officers.

(f) Board Education. Plan and implement Board of Directors educational programs and retreats, and keep apprised and advise the Board of Directors of governance developments generally.

Section 6.5 Committee Chairs; Meetings; Procedures.

(a) The Board Chair, with the approval of the Board of Directors, shall appoint all standing Board committee chairs for the ensuing year at or within a reasonable time after the annual meeting of the Board of Directors. Board Committee chairs shall be members of the Board of Directors. If the Board of Directors establishes a new standing Board committee by resolution at a meeting other than the annual meeting of the Board of Directors, the Board Chair, with the approval of the Board of Directors, shall similarly appoint its chair at the time that the Board committee is established or within a reasonable time after the establishment of the Board committee. Each of the standing Board committees shall perform the responsibilities set forth in the enabling resolution designating such committees, and shall prepare its charter or mission statement that shall be approved by the Board of Directors.

(b) Meetings of Board committees may be called by the respective chairs thereof or by any two (2) members of the Board committee. At all meetings of any Board committee, a majority of the Board committee members shall constitute a quorum for the transaction of business, and the act of a majority of the Board committee members present at any meeting thereof at which there is a quorum shall be the act of the Board committee, except as may be otherwise specifically provided for by the Bylaws.

(c) All actions of each standing Board committee shall be reported to the Board of Directors at its next meeting succeeding such action. Regular minutes of the proceedings of each standing Board committee shall be kept. A majority of the members of each standing Board committee at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of each standing Board committee present at a meeting shall be necessary for the taking of any action.

Section 6.6 Advisory Committees. The Board of Directors may create such advisory committees as the Board of Directors may from time to time determine would promote and further the purposes and objectives of the Corporation. The Board Chair, with the approval of the Board of Directors, may appoint both Directors and other persons to serve on such advisory committees, shall appoint the chairs of such advisory committees, and shall set the general procedures for the operation of the advisory committees. Advisory committees shall not have any authority to act on behalf of, or otherwise bind, the Corporation. An individual's membership on an advisory committee does not independently qualify such individual as an Officer, Director or agent of the Corporation, and such individual shall keep confidential all confidential information gained by virtue of such position.

Section 6.7 Procedure. The Board of Directors shall fix the rules of procedure for any committee which shall not be inconsistent with these Bylaws, or in lieu thereof shall use Robert's Rules of Order (11th ed.).

ARTICLE VII.
OFFICERS AND MANAGEMENT

Section 7.1 Officers. The Officers shall be the President, Vice President, Secretary, Treasurer and such other Officers (for example, Immediate Past-President, Parliamentarian, etc.), with such duties, as the Board of Directors shall from time to time determine. The President, Vice President, Secretary and Treasurer must each be a member of the Board of Directors. The Board of Directors may, in its discretion, from time to time limit or enlarge the duties and powers of any Officer appointed by it.

Section 7.2 Election; Term.

(a) The Officers of the Corporation shall be elected, for a term commencing upon election, by the Board of Directors at its annual meeting, a regular meeting, a special meeting called for that purpose, or by electronic ballot pursuant to Section 5.11(b).

(b) Each Officer shall hold office at the pleasure of the Board of Directors for a term of two (2) years and thereafter until their respective successors shall be duly elected or appointed and qualified, or until his or her earlier death, resignation or removal.

(c) The term of the President shall be limited to a single, two-year term.

(d) The term of the Vice-President shall be limited to a single, two-year term. Upon completion of an Officer's two-year term as Vice-President, the Board of Directors shall appoint such Officer to serve as President for the subsequent two-year term.

(e) The Secretary and Treasurer (and such other Officers determined by the Board of Directors) may be reelected, subject, however, to a limitation of two (2) consecutive two-year terms in the same office.

Section 7.3 Nominations of Officers. Recommendations for Officer-nominees may be submitted by Members, Directors and Officers to the Nominating Committee of the Board of Directors. The Nominating Committee, after giving due consideration pursuant to its procedures to such recommendations and to such other persons as it may wish to consider, shall present its slate of Officer-nominees to the Board of Directors at its annual meeting or a special meeting called specifically to consider such recommendations.

Section 7.4 Removal; Temporary Officers. The Board of Directors, or a Board committee appointed by the Board of Directors for such purpose, may at any time, with or without cause, remove from office or discharge from employment any Officer, subordinate Officer, agent or employee appointed by it or by any person under authority delegated by it, whenever, in their judgment, the best interests of the Corporation will be served thereby. The Board of Directors may, in its discretion, elect acting or temporary officers, elect officers to fill vacancies occurring for any reason whatsoever, and limit or enlarge the duties and power of any Officer elected by it.

Such removal shall be withheld prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not in itself create contract rights.

Section 7.5 Resignation. Any Officer may resign at any time, subject to any rights or obligations under any existing contracts between the Officer and the Corporation, by delivering written notice of resignation to the President or the Secretary. A resignation is effective when the notice is received, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board of Directors accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provided that the successor does not take office until the effective date.

Section 7.6 Authority and Duties of Officers. The Officers shall have the authority and shall exercise the powers and perform the duties specified by the Board of Directors, the President or these Bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by law.

(a) The President. The President shall be the Chief Executive Officer of the Corporation. The President shall be a member of the Board of Directors. The President shall be a voting member of all Board committees except the Nominating and Compensation Committees. The President shall preside at all meetings of the Board of Directors, and may call special meetings of the Board of Directors at the President's discretion and shall call annual meetings of Board of Directors, as provided by these Bylaws. Subject to the general direction and control of the Board of Directors, the President shall:

- (1) be in personal charge of the principal office of the Corporation;
- (2) have the general management, supervision and control of all of the property, business and affairs of the Corporation, and exercise such other powers as the Board of Directors may from time to time confer upon the President; and

The President shall at all times keep the Board of Directors fully advised as to all of the Corporation's business.

(b) The Vice President. The Vice President shall, in such order as the Board of Directors shall determine, perform all of the duties and exercise all of the powers of the President provided by these Bylaws or otherwise during the absence or disability of the President or whenever the office of President shall be vacant, shall oversee the activities of all Board committees, and shall perform all other duties assigned to him or them by the Board of Directors or the President.

(c) The Secretary. The Secretary shall attend the meetings of the Board of Directors and, to the extent feasible, of all Board committees, and shall record the proceedings of the Corporation and of the Board of Directors and of all Board committees, at their respective meetings. The Secretary shall provide for notification to the Directors of their respective meetings in accordance with these Bylaws, shall be the custodian of the Corporation's records and seal, shall furnish certifications of Board of Directors' actions, Bylaws and organizational documents, and shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Directors or the President. In the absence of the Secretary, the president shall appoint a

person to act as Secretary of a particular meeting. In the absence of the President and Vice President, the Secretary shall have power to call such meetings and shall preside thereat until a President Pro Tempore shall be chosen.

(d) The Treasurer. The Treasurer shall be the financial Officer of the Corporation, shall exercise general oversight over the receipt, custody and disbursement of corporate funds and financing matters, and shall have custody of all of the funds, notes, bonds and other evidences of property of the Corporation. The Treasurer shall deposit or cause to be deposited in the name of the Corporation all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be designated by the Board of Directors. The Treasurer shall make such disbursements as the regular course of the business of the Corporation may require or the Board of Directors may order. The Treasurer shall perform all other duties incident to such office or which may be assigned to the Treasurer by the President or the Board of Directors. At the end of his or her term of office, the Treasurer shall deliver to his or her successor all books, monies, and other property of the Corporation then in his or her possession. The Board of Directors may require the Treasurer to give such security as it may direct for the faithful performance of his or her duties.

Section 7.7 Absence of Officers. In the absence or disability of the President and Vice President (if any), the duties of the President (other than the calling of meetings of the Board of Directors) shall be performed by such persons as may be designated for such purpose by the Board of Directors. In the absence or disability of the Secretary or of the Treasurer, the duties of the Secretary or of the Treasurer, as the case may be, shall be performed by such person or persons as may be designated for such purpose by the Board of Directors.

ARTICLE VIII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 8.1 Powers. The Board of Directors shall have and exercise the management and control of the assets of the Corporation as may be authorized by the Articles of Incorporation, Bylaws, or federal or State of Hawaii law. Assets shall be managed and operations conducted so as to preserve the nonprofit character and tax-exempt status of the Corporation.

Section 8.2 Corporate Trustee. The Board of Directors may authorize the deposit of all or any portion of the assets of the Corporation with a corporate trustee under such custodial or trust arrangements as the Board of Directors shall deem necessary or desirable, provided that such corporate trustees shall be a bank having trust powers, organized under the laws of the United States or of any state thereof, or a trust company organized under the laws of the United States or any state thereof.

Section 8.3 Investments.

(a) The Corporation shall have the right to retain all or any part of any cash, securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if

such action would adversely affect the tax-exempt status of the Corporation.

(b) The Board of Directors may from time to time appoint one or more investment managers, and may delegate to such investment manager or managers such authority to invest, manage, acquire, dispose of, and reinvest such part or all of the assets of the Corporation, as the Board of Directors shall from time to time determine.

Section 8.4 Conveyance of Real Property. Subject always to the specific directions of the Board of Directors, the President may be authorized by resolution of the Board of Directors to sell, lease, exchange, mortgage, pledge or otherwise convey or dispose of all or any part of the real property, fixtures, improvements of chattels real of the Corporation, by instruments duly executed according to law and attested by the Secretary, the Treasurer or Assistant Treasurer (if any), and in such case no further authorization or consent of the Board of Trustees shall be required.

Section 8.5 Borrowings. The Corporation shall not contract for, or incur, any indebtedness for borrowed money on behalf of the Corporation and shall not issue any evidence of such indebtedness in the name of the Corporation, unless specifically authorized by or under the authority of a resolution of the Board of Directors.

Section 8.6 Loans Prohibited. The Corporation shall not make any loans to, or guarantee any obligation of, any of its Directors, Officers, employees or agents. Any Director or Officer who assents to or participating in the making of such a loan or the guaranty of such an obligation will be liable to the Corporation for the amount of the loan or any indebtedness resulting from the guarantee until the loan or indebtedness is repaid in full. For the purpose of this Section 8.6, any Director who votes against the making of such a loan or guarantee of such an obligation will be deemed not to have assented to or participated in the making of the loan or the guarantee of the obligation.

ARTICLE IX. CONFLICTS OF INTERESTS; CODE OF ETHICS

Section 9.1 Conflict of Interest Defined; Disclosure. A conflict of interest may exist when any Member, Director, Board committee member, Officer or employee has a financial or other personal interest (including a conflicting fiduciary interest due to such person's status as an officer or director of another organization) in a transaction, contract or other matter that is presented to the Board of Directors or a Board committee for authorization, approval or ratification. In such situation, the person involved (the "Interested Person") shall provide prompt, full and frank disclosure of such interest to the Board of Directors or Board committee prior to any action on such contract or transaction if the Interested Person is a Director or an Officer, or to the President if the Interested Person is not a Director or Officer.

Section 9.2 Evaluation of Conflict of Interest Matters. The Board of Directors or Board committee, as applicable, to which such disclosure is made shall determine, by a majority vote, whether a conflict of interest exists or can reasonably be construed to exist, which would reasonably be expected by an objective third party to affect the Interested Person's ability to make an unbiased decision in the best interest of the Corporation.

Section 9.3 Action When a Conflict of Interest is Found. If a conflict of interest is deemed to exist, the Interested Person shall not vote on, or use his or her personal influence on, or be present for or participate (other than to present factual information or to respond to questions) in the discussions or deliberation with respect to such contract or transaction. The Interested Person may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is voted upon.

Section 9.4 Minutes. The minutes of the meeting of the Board of Directors or Board committee shall reflect the disclosure made of any conflict or potential conflict of interest, the vote thereon, and, where applicable, the abstention from voting, presence and participation, and whether a quorum was present.

Section 9.5 Annual Review. A copy of this Article IX shall be furnished to each Member, Director, Officer and senior staff member who is presently serving the Corporation, or who may hereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of Directors, Officers and staff members. Any new Voting Member, Director, Officer and staff member shall be advised of this policy upon undertaking the duties of such office.

ARTICLE X. AUDIT OF BOOKS

The Board of Directors shall cause a complete audit compilation to be made of the books of the Corporation at least once in each fiscal year and more often if required by the Board of Directors, and shall thereafter make appropriate reports to all members of the Board of Directors. The Board of Directors may appoint some person, firm or corporation engaged in the business of auditing to act as the auditor of the Corporation.

ARTICLE XI. EXECUTION OF INSTRUMENTS

Section 11.1 Proper Officers. Except as hereinafter provided or as required by law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, bills of exchange, orders for the payment of money, licenses, endorsements, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, mortgages and other instruments or writings of any nature, except as otherwise provided in these Bylaws, which require execution on behalf of the Corporation, shall be signed by such person or persons as provided in a general or special resolution of the Board of Directors. In the absence of any such general or special resolution applicable to any instrument, the President or any other Officer shall sign such instrument(s). Unless authorized by the Board of Directors, no Officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 11.2 Facsimile Signatures. The Board of Directors may, from time to time by resolution, provide for the execution of any corporate instrument or document, including but not limited to checks, warrants, letters of credit, drafts and other orders for the payment of money, by

a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in any such resolution.

ARTICLE XII.
CORPORATE BOOKS AND RECORDS; INSPECTION OF SAME AND BYLAWS

Section 12.1 Books and Records. The Corporation shall keep correct and complete books and records of account and financial statements of the Corporation and minutes of the proceedings of the Members, Board of Directors and Board committees. The Corporation shall keep at its registered office or principal office in the State of Hawaii a record of the names and addresses of the Members, Directors and Officers. All books and records of the Corporation may be inspected, upon written demand, by any Member, Director or Member's or Director's agent or attorney for any proper purpose at any reasonable time. Demand of inspection other than at a meeting shall be made in writing upon the President, the Secretary or any other Officer designated by the Board of Directors.

Section 12.2 Inspection of Bylaws. The Corporation shall keep in its principal office for the transaction of business a copy of the Bylaws of the Corporation, as amended or otherwise altered to date, which shall be open to inspection by the Directors at all reasonable times during normal office hours.

ARTICLE XIII.
FISCAL YEAR

The fiscal year of the Corporation shall be such as may from time to time be established by resolution by the Board of Directors. After the close of each fiscal year of the Corporation, the financial transactions of the Corporation for the preceding fiscal year shall be reviewed by certified public accountants, as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors within ninety (90) days after the close of the fiscal year.

ARTICLE XIV.
AMENDMENT TO BYLAWS

The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, subject to repeal or change by the Members, by the Board of Directors as prescribed in the Bylaws and by law.

ARTICLE XV.
SEVERABILITY

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

ARTICLE XVI.
DEFINITIONS

The word "person" or any pronoun used in place thereof, where the context so requires or

admits, shall include and mean individuals, firms, corporations, partnerships and associations. The singular shall include and mean the plural, or vice versa. Masculine, feminine and neuter genders shall include or interchange each of the other genders as the context shall imply.

CERTIFICATE OF SECRETARY

I certify that:

1. I am the Secretary of the Hawai'i Music Teachers Association.
2. The attached Bylaws are the Bylaws of the Corporation adopted by the Board of Directors at a meeting held on May 16, 2021.

DATED: May 16, 2021.



Daniel Shaver
Secretary
Hawai'i Music Teachers Association