

ARTICLE I: GENERAL PROVISIONS

1.1. Name. The name of the organization is Callie Mae Sea Foundation (the "Organization").

1.2. Purpose: The Organization is organized for the following charitable purposes: Education by creating and providing instruction for the public on marine conservation useful to the individual and beneficial to the community. Charity by protection in cleaning up the marine environment. Scientific by dedicating its research directly towards benefiting the public.

1.3. Section 501(c)(3) Tax-Exempt Status. In pursuance of these purposes, the Organization shall have the powers to do all things necessary, proper, and consistent with obtaining and maintaining tax-exempt status under Section 501(c)(3). All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to corresponding sections of subsequent internal revenue laws.

1.4. Prohibition Against Inurement. No part of the net earnings of the Organization shall inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Organization. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts.

1.5. Legislative and Political Activities. No part of the activities of this Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3), and this Organization shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

1.6. Prohibited Activities. Notwithstanding any other provision of the Articles of Incorporation or of any Bylaws adopted thereunder, this Organization shall not take any action not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) or by any other laws then applicable to this corporation, including but not limited to the Hawaii Nonprofit Corporations Act, [HI Rev Stat § 414D](#), et seq.

1.7. Location. The Board of Directors may adopt and alter the principal office of the Organization to best benefit the operation of the Organization.

1.8. Corporate Seal. The Board of Directors may adopt and alter the seal of the Organization.

ARTICLE II: MEMBERSHIP

2.1. Members. The Organization shall have no members.

ARTICLE III: AUTHORITY AND DUTIES OF THE BOARD OF DIRECTORS

3.1. General Powers. The affairs of the Organization shall be managed and conducted by its Board of Directors. To qualify for positions on the Board of Directors, the position must be filled by an individual.

3.2. Number, Election. The number of directors shall be no fewer than three (3) and no more than seven (7), which number may be determined by vote of the Board of Directors at a special or annual meeting. The initial Board of Directors, named in the Articles of Incorporation as "Incorporators,"

shall hold office until the first organizational meeting of the Board of Directors, at which meeting the members of the initial Board of Directors and their terms shall be confirmed.

3.3. Term. The Directors shall hold office each for a term of five (5) years. As the term of a Director expires, then each successive Director shall be elected by the Board of Directors for a five (5) year term. The Directors shall hold office until their successors have been elected and have qualified. Directors are allowed to serve consecutive terms.

3.4. Vacancies. Vacancies on the Board of Directors may be filled by an affirmative vote of a majority of the remaining Directors at any one of its regular, special, or annual meetings.

3.5. Compensation. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

3.6. Resignation and Removal. Resignations are effective upon receipt by the Secretary of written notification of resignation or receipt by the President or other officer if the Secretary is resigning. One or more directors may be removed at a meeting called for that purpose, with or without cause, by majority vote of the entire Board.

3.7. Committees. The Board of Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. The Board of Directors may appoint or disband committees as in its discretion the Board of Directors deems appropriate. The president will develop committee charges, to be approved and ratified by the Board of Directors, unless the Directors otherwise designate; committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.

ARTICLE IV: AUTHORITY AND DUTIES OF OFFICERS

4.1. Officers. The officers of the Organization shall be a President, a Secretary, a Treasurer, and such other officers as the Board may designate. The President of the Organization shall preside at all meetings of the Board of Directors, will serve as spokesperson for the Organization. The Secretary will be responsible for keeping the minutes of the Organization and for the preservation of the Organization records. The Treasurer shall serve as the chief fiscal officer of the Organization. He or she shall maintain the financial records of the Organization and shall carry out the fiscal policies established by the Board of Directors. The Treasurer shall preside at meetings in the absence of the President and will serve as President in the event of the death, incapacity, or resignation of the President until a successor has been chosen. Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors. Two or more offices may be held by the same person, except the offices of Secretary and President.

4.2. Election of Officers; Terms of Office. Officers shall serve one (1) year terms or until their successors are elected. The President, the Secretary, and the Treasurer shall be elected by the Board at its annual meeting in each year. The terms of office shall expire at the next succeeding annual meeting and shall be filled by the Board, at a meeting or by action in writing pursuant to Article 5.8, for a term expiring at the next succeeding annual meeting. Officers shall be eligible for reelection.

4.3. Resignation. An officer may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

4.4. Removal. An officer may be removed by the Board at a meeting or by action in writing pursuant to Article 5.8 whenever in the Board's judgment the best interests of the Organization will be served thereby. The removal of a person from corporate office will not terminate or otherwise affect any contractual relationship between that individual and the corporation.

4.5. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring among officers appointed at the discretion of the board may or may not be filled, as the Board shall determine.

4.6. Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this Organization shall be reasonable and given in return for services actually rendered to or for the Organization.

ARTICLE V: MEETINGS

5.1. Annual Meeting. The annual meeting of the Board of Directors shall be held on a day in the month of January. The purpose of the annual meeting will be to elect new members of the Board of Directors and officers of the Organization and to conduct any business that may be presented in the notice of meeting.

5.2. Regular Meetings. The Board of Directors shall meet at least four (4) times per year (including the annual meeting) with the schedule to be established at the annual meeting and shall meet at such place as shall be determined by the Board of Directors at the annual meeting, or at such place as shall be determined by the President if not otherwise determined by the Board of Directors.

5.3. Special Meetings. Special meetings of the Board shall be preceded by at least two (2) days' notice to each director of the date, time, and place, but not the purpose, of the meeting. Special meetings of the Board of Directors may be called by or at the request of the President or at the request of any two (2) members of the Board of Directors, and shall be held at a place reasonably accessible to all Directors as shall be specified in the notice of special meeting.

5.4. Notice. Notice of any meeting, except for special meetings, of the Board of Directors shall be given at least seven (7) days but no more than thirty (30) days prior thereto by written notice delivered personally or sent by mail or electronic mail to each Director at his or her address as shown in the records of the Organization.

5.5. Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these rules.

5.6. Quorum. Three (3) of the members of the Board of Directors shall constitute a Quorum for the transaction of business at any meeting of the Board of Directors; but if fewer than three (3) of the Directors are present at any meeting, then a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.7. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these rules.

5.8. Action Without a Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

5.9. Attendance at Meetings by Conference Telephone. Any or all members of the Board may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously communicate with each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

5.10. Ratification by Telecopier, Facsimile Machine, or Electronic Signature. Any actions taken by the Board at any meeting of the members of the Board or committee meetings may be ratified by Board members by ratification signed and transmitted by facsimile, telecopier machine or Electronic Signature. The original signature in that case will not be required.

ARTICLE VI: LIABILITY OF DIRECTORS

6.1. Personal Liability. Members of the Board are not individually liable for any actions, inactions, or omissions by the Organization. However, this provision does not affect individual liability for intentional torts or illegal acts nor does it prevent removal of a Board member by court order pursuant to applicable state laws.

ARTICLE VII: CONFLICTS OF INTEREST

7.1. Adopting a Policy. The Board shall by resolution adopt a conflict of interest policy applicable to officers, directors, members of committees of the Board, and employees, which shall define conflicts of interest (including competing financial interests or fiduciary duties), require that conflicts be disclosed and the conflicted person be recused from any decision-making with regard to the matter.

7.2. Distribution of Conflict of Interest Policy. All officers, directors, and members of committees with Board-delegated powers shall receive a copy of the Conflict of Interest Policy. All officers, directors, and members of committees with Board-delegated powers shall sign an annual statement declaring that the person: received a copy of the policy; has read and understands the policy; and agrees to comply with the policy.

ARTICLE VIII: FINANCIAL ADMINISTRATION

8.1. Fiscal Year. The Organization's fiscal year shall be from January 1 to December 31.

8.2 Deposits and Accounts. All funds of the Organization shall be deposited in bank accounts in banks approved by the Board of Directors. The books will be audited annually by a person or persons selected by the Board of Directors.

8.3. Contracts. The Board of Directors may authorize any officers or agents of the Organization in addition to the officers so authorized by these bylaws to enter into any contract or execute and

deliver an instrument in the name of and on behalf of the Organization and such authority may be general or may be confined to specific instances.

8.4. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money or notes shall be signed by such officer or officers or agent or agents of the Organization and in manner as shall from time to time be determined by resolution of the Board of Directors.

8.5. Gifts. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for any purpose of the Organization.

ARTICLE IX: BOOKS AND RECORDS

9.1. Record keeping. The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board or committee meetings, and all meetings of committees with Board-designated powers reflecting at a minimum the names of those in attendance, any resolutions passed and the outcomes of any votes taken. When potential conflicts of interests are discussed, the minutes shall include the names of the persons who disclosed financial interests; the nature of the financial interests; whether or not the Board determined that a conflict existed; the names of the persons present for the discussions and votes related to the relevant transaction or arrangement; the content of those discussions, including any alternative transactions or arrangements; and a record of the vote. At the request of any participating Board member, the records of such discussions and individual votes may be kept sealed, with only the outcome reported publicly.

9.2. Public Disclosure. After receiving IRS recognition of its 501(c)(3) status, the Organization shall keep available for public inspection at its principal place of business and any branch office copies of the Form 1023 (exemption application) as filed and any Form 990 (information tax return) filed within the past three years. Names and identifying information of contributors shall be redacted from publicly available copies. In addition, as required by the Internal Revenue Code and regulations, the Organization shall either (a) make such materials widely available to the public, such as by posting on the Internet, or (b) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law and shall not apply, for example, if the Organization is the target of a campaign of harassment.

ARTICLE X: INDEMNIFICATION

10.1. Mandatory Indemnification. the Organization shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he is or was a director of the Organization against reasonable expenses actually incurred by the director in connection with the proceeding.

10.2. Advance for Expenses. The Organization may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if (a) the director furnishes the Organization a written undertaking, executed personally or on the director's behalf, to repay the advance if the director is not wholly successful; and (b) a determination is made that the facts then known to those making the determination would not preclude indemnification under this subsection.

10.3. Indemnification of Officers, Employees, and Agents. An officer, employee, or agent of the Organization who is not a director is entitled to mandatory indemnification and is entitled to apply for court-ordered indemnification, in each case, to the same extent as a director.

10.4 Insurance. The Board may authorize the purchase of and maintain insurance on behalf of any person eligible for indemnification against any liability asserted against or incurred by him which arises out of such person's status in such capacity, or out of acts taken in such capacity, whether or not the Organization would have the power to indemnify the person against that liability under law.

ARTICLE XI: PARLIAMENTARY AUTHORITY

11.1. Rules of Order. Any rules of order not specified in these bylaws or by statute shall be based on the latest available edition of Robert's Rules of Order.

ARTICLE XII: AMENDMENT OF BYLAWS

12.1. Procedure. These bylaws may be amended by the Board of Directors at an annual, regular, or special meeting, upon seven (7) days' written notice to the members of the Board, in which notice the proposed amendment is stated. Such amendment shall be approved by an affirmative vote by at least three (3) of the members of the Board of Directors.

ARTICLE XIII: DISSOLUTION

13.1. Distribution of Assets. Upon dissolution of the Organization, its assets shall be disposed of exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under Section 501(c)(3), or to the federal government or to a state or local government, for a public purpose.