

BYLAWS OF ID8, A HAWAII CORPORATION

Adopted as of April 1, 2012
Amended on September 28, 2022

I. PURPOSE AND POWERS

A. **Purpose.** The purpose or purposes of ID8, (referred to throughout as Corporation or ID8, formerly known as Bizgenics, aka Bizgenics Foundation, aka BizGym Foundation), as established in the articles of incorporation, and is organized and shall be operated exclusively for charitable and educational purposes within the meaning of the Internal Revenue Code of 1986 Section 501(c)(3), as amended, and Chapter 414D of Hawaii Revised Statutes (HRS), or the corresponding section of any future federal or Hawaii State tax law.

1. ID8 shall operate exclusively for charitable purposes and with the educational mantra "Ideas for Good". ID8's vision is "For everyone to live in an empowered world of ideas and expressions." And ID8's mission is to foster ideation and expression to create positive impacts. Officers, Board of Directors and Friends of ID8 shall consider ID8's mantra, vision and mission through all endeavors pursued.

B. **Powers.** ID8 has the power to do any and all lawful acts that may be necessary or convenient to affect ID8's purposes under the Nonprofit Corporations Act of the State of Hawaii, Chapter 414D of the HRS, and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(3) of the Code and its qualification to receive contributions deductible under section 170(c)(2) of the Code. ID8 has the power to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers may include, but are not limited to, the acceptance of contributions from the public and private sectors both financial and in-kind.

C. **Limitations on Activities.** Notwithstanding any other provision of these Bylaws, ID8 shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code. ID8 may not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office unless otherwise allowable by law. The assets and income of ID8 may not be distributed to or benefit the trustees, directors, officers, or other individuals, except that ID8 is authorized to pay reasonable compensation for services rendered as Officers, Board of Directors or as Friends of ID8.

II. OFFICES

A. **Principal Office.** The principal office shall be maintained within the State of Hawai'i, and ID8 may have such other offices within the State of Hawai'i, as determined by the Board.

B. **Registered Office.** ID8 shall have and continuously maintain in the State of Hawaii a registered office and a registered agent whose address is identical with such registered office, as required by the Hawaii Nonprofit Corporations Act, HRS Chapter 414D. The initial registered agent of ID8 is Dennis Bunda and the registered agent's address is 500 Ala Moana Blvd, One Waterfront Plaza, Suite 306A, Honolulu, Hawaii 96817. As of this amendment, the new registered agent of ID8 is Steve Sue, and his registered agent's address of 1012 18th Ave. Honolulu, HI 96816. The address of the registered office and the identity of the registered agent may be changed from time to time by the Board of Directors.

III. MEETINGS.

A. **Time and Place of Meetings.** Annual and Regular meetings of the Board of Directors may be held with or without notice at such time and place as may be determined by Board resolution. Absent such resolution, regular meetings can be held at any location, including circumstances that require such meetings be held via electronic transmission or teleconference. Special meetings may be held at any place designated in the notice of the meetings or, if not stated in the notice or there is no notice, at ID8's principal executive office. If ID8's principal executive office is not available, annual, regular or special meetings may be held via electronic platform and/or teleconference.

B. **Annual Meeting.** The Annual meeting will be held during the first quarter of each calendar year at ID8's principal executive office each year or at any date, time, and place as designated by resolution of the Board of Directors. The meeting's purpose is to elect any Board of Directors, report affairs from the previous year, hold a prospective strategy session outlining the goals for the new year, and conduct any other proper business not inconsistent with law.

C. **Regular Meeting.** The Board of Directors may establish Regular Director's meetings of ID8 to be held in such places and at such times as the Board of Directors may from time to time determine. The Board of Directors shall at a minimum hold two (2) regular meetings per year in addition to the annual meeting.

D. **Special Meeting.** A Special meeting may be called at any time by any two (2) of the Board of Directors, by the Chairperson of the Board and/or President, or by ten percent (10%) of the voting Directors. Upon receipt of such call or written request, any Officer shall send out notice to applicable Directors in the same manner as for annual or general meetings.

E. **Meeting by Electronic Transmission.** Where permitted by applicable law, ID8 may conduct all corporate meetings, in whole or in part, by electronic transmission or teleconference, in addition to in person. Directors may be deemed present by electronic or teleconference transmission and may participate and vote at a meeting. ID8 will implement reasonable measures to provide Directors with reasonable opportunity to participate in the meeting and maintain a record of any member vote or action taken at the meeting by electronic transmission or by teleconference.

F. **Notice of Meetings.** Except as otherwise provided by law or the articles of incorporation, all notices of annual or general meetings must be in writing and given in person, by electronic transmission or by first-class mail no less than ten (10) nor more than sixty (60) days before such meeting. All notices must specify the place, date, hour, general purpose, and matters to be transacted for the meeting.

G. **Notice of Special Meetings.** Except as otherwise provided by law or the articles of incorporation, all notices of special meetings must be in writing and given in person, by electronic transmission or by first-class mail no less than five (5) nor more than ten (10) days before such meeting. All notices must specify the place, date, hour, general purpose, and matters to be transacted for the meeting.

H. **Waiver of Notice.** Any deficiency in the notice of a meeting may be waived by attending the meeting without objecting at the commencement of the meeting or by written waiver received in person, by mail, electronic transmission before or after the meeting is filed with the corporate records, or as set forth in HRS § 414D-106.

I. **Quorum; Adjournment.** The presence of a majority of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided by statute or the articles of incorporation. A majority is a minimum of 25% of the Board of Directors (including Officers). If a quorum is not met, the meeting may be adjourned to another date, time, or place announced at the meeting without further notice, unless the adjournment is for more than thirty (30) days or the Board of Directors fixes a new record date for the adjournment. No other business may be transacted if a quorum is not met.

1. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting without notice other than an announcement at the meeting until a quorum is present.

2. A meeting where a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the number of Directors required to constitute a quorum for that meeting.

J. **Voting.** Except as otherwise provided in the articles of incorporation and resolutions by the Board of Directors, each Director is entitled to one vote on each matter. Cumulative voting may be used at any time (if necessary) as long as announced in advance. All elections will be determined by a majority of votes cast at a meeting, except as otherwise required by law or the articles of incorporation. Votes may be cast by electronic transmission and/or mail-in ballot.

K. **Proxies.** Each Director entitled to vote may vote personally or execute a proxy authorizing another Director to vote on behalf of the Director. The authorization may be made in writing, by electronic transmission or orally by telephone or teleconference as may be permitted by law. Unless otherwise stated in the proxy, a proxy automatically expires at the end of the meeting to which a proxy is applied, or if for long-term use, proxy will automatically expire twelve (12) months from the date of execution. The revocability of a proxy will be governed by HRS Chapter 414D.

IV. OFFICERS, DIRECTORS, AND FRIEND OF ID8

A. **Officers and Tenure.** The Officers of ID8 will be a **Chairperson** of the Board or a President (whichever name is preferred), a **Secretary** who may also be called a Clerk, and a **Treasurer** who may also be called a Chief Financial Officer, and a **Chief Information Officer**, and such other officers or assistant officers as may be deemed necessary or desirable each of whom shall be nominated by at least one existing Officer voted on by a majority of the Board of Directors. Officers may be referred to as the Executive Board; each Officer will serve a dual role as a member of the Board of Directors. Each Officer will serve at the pleasure of the Board of Directors until a successor is duly appointed and qualified or until the officer's death, resignation, or removal as provided by these bylaws, subject to any contractual employment rights that may apply. One person may hold multiple Officer positions. In addition, the Board of Directors may employ an Executive Director who shall be in charge of the day-to-day operations on behalf of the Executive Board.

1. The Executive Board and general tasks are identified below.
 - a) **Chairperson of the Board or President (CEO).** The Chairperson of the Board will have general supervision, direction, control, and management of the business and affairs of ID8; preside at all meetings of the Board of Directors, give general guidance to appointing Friends of ID8 and shepherding their involvement in ID8; exercise and perform such powers and duties as may be prescribed by the Board of Directors or these bylaws.

b) **Secretary/Clerk.** The Secretary will maintain at the principal executive office or such other place as the Board of Directors may determine (including electronic storage) a book of minutes of all meetings of Directors; give notice to Board of Director meetings as required by law and these bylaws; give notice to Friends of ID8, if applicable; maintain the corporate seal, if one exists, in safe custody; maintain the bylaws, mantra, vision and mission of ID8 and exercise and perform such powers and duties as may be prescribed by the Board of Directors or these bylaws.

c) **Treasurer/Chief Financial Officer (CFO).** The Treasurer will maintain adequate and correct books and records of all corporate financial transactions including, but not limited to, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and donations; deposit all moneys, drafts, checks, and other valuables in the name and to the credit of ID8 in the banks and depositories designated by the Board of Directors; disburse corporate funds as instructed by the Board of Directors; submit to the President and the Board of Directors, upon request, an account of all the Treasurer's transactions and of the financial condition of ID8 and exercise and perform such powers and duties as may be prescribed by the Board of Directors or these bylaws.

d) **Chief Technology and Information Officer (CIO).** The CIO will maintain the organization's public communications and presentations channels including, but not limited to, website, social media, streaming distribution, electronic newsletters, news releases, advertising, public relations and search engine optimization.

e) **Subordinate Officers.** ID8 may also have, at the discretion of the Board of Directors, one or more Vice Presidents and such other subordinate officers as may be appointed and removed by the President as the business of ID8 may require. Subordinate officers have such authority and will perform such duties as are provided in the bylaws or as the Board of Directors may determine from time to time. Additionally, in the absence or disability of the principal officer for which they assist and support, the subordinate officers will perform all the duties and have all the powers and restrictions of their principal officer.

2. **Standard of Care.** Each Officer must exercise corporate powers and perform corporate duties loyally, in good faith, in a manner such officer believes to be in the best interest of ID8, and with reasonable care using the ordinary prudence that a person in similar position would use under comparable circumstances. Each Officer may be held accountable and subject to disciplinary action by ID8 as permitted by state and federal law for failure to meet the necessary standard of care towards ID8.

3. **Resignation.** Any Officer may resign as an Officer at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any other time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

4. **Removal.** Subject to any contractual employment rights that the Officer may have, any Officer may be removed, with or without cause, by a majority of the Directors at any regular or special meeting of the Board. In addition, any Officer of ID8 who is also a Director of ID8 will be deemed to have been removed upon the termination of that person's service as a Director, whether by resignation, expiration, removal, or otherwise. Any removal from office shall be without prejudice to the contract rights, if any, of the person so removed.

5. **Vacancies, New Appointees.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause must be filled within six (6) months of vacancy and will be accepted as a newly appointed Officer by a majority vote of the Board of Directors during an annual, general or special meeting of the Board of Directors.

B. **Board of Directors.** Subject to the limitation of law, or the Articles of Incorporation and these Bylaws, the Board of Directors shall supervise, manage, and control all of the affairs, business activities, and policies of ID8, and shall exercise all powers permitted under the Hawaii Nonprofit Corporations Act.

1. **Standard of Care.** Each Director must exercise corporate powers and perform corporate duties loyally, in good faith, in a manner such Director believes to be in the best interest of ID8, and with reasonable care using the ordinary prudence that a person in similar position would use under comparable circumstances. Each Director may be held accountable and subject to disciplinary action by ID8 as permitted by Hawaii and federal law for failure to meet the necessary standard of care towards ID8.

2. **Number and Qualification.** The authorized number of Directors is no less than (3) three and no more than (11) eleven. The number of Directors may be changed by an amendment to the articles of incorporation or as permitted by law. All Directors must provide a minimum donation, at each Director's discretion, so that 100% participation is achieved, which may be a requirement for some but not all grant opportunities.

3. **Election and Term of Directors.** New Directors may be elected in at any meeting of the Board of Directors. Each Director, including a Director elected to fill a vacancy, will hold office until both the expiration of the elected term and/or until a successor has been elected and qualified. Only Officers may choose to allow a Director to resign without a successor being named, which would result in a reduction of total Board of Directors. All Directors shall complete an Annual Directors' Agreement at the beginning of each calendar year in which they serve. Each Director will only be considered a member with voting rights only after the Annual Director's Agreement is completed.

4. **Vacancies.** A vacancy in the Board of Directors exists when there are fewer Directors holding office than authorized in the articles of incorporation as a result of death, removal, resignation, or disqualification. A vacancy may be filled by majority approval of the remaining Directors, although this may be less than a quorum or be filled by two (2) or more Officers.

5. **Resignation.** Any Director may resign effective upon giving written notice to the Chairperson of the Board or President, as applicable, unless the notice specifies a later time for that resignation to become effective. Notice may be written and transmitted electronically, and may be accepted and become effective at any time.

6. **Removal.** Any Director or the entire Board of Directors may be removed, with or without cause, by two or more Officers unless otherwise restricted by law, the articles of incorporation, or these Bylaws. Any Director who fails to attend three (3) meetings of the Board of Directors within that year and without being excused from attendance by the Chairperson of the Board/President, or for cause, may be subject to removal by vote of the Board provided there is a quorum of not less than a majority present at the meeting. However, no Director may be removed without cause if the votes cast against the Director's removal would be sufficient to elect the Director under cumulative voting at an election of the entire Board of Directors. No reduction of the authorized number of Directors pursuant to the articles of incorporation may have the effect of removing any Director before the Director's term of office expires.

7. **Fees and Compensation.** Unless otherwise provided by law or the articles of incorporation, Directors may not receive compensation for their services but may receive reimbursement for expenses incurred during any pursuit authorized by ID8 Officers or approved by the Board of Directors, as long as such service is not determined to be a conflict of interest (COI). Directors are required to file an annual COI Form each year to disclose any potential conflicts of interest including compensation for personal or financial interests. The Board of Directors has the authority to approve reimbursement of expenses, if any, by resolution. Any Director or committee member may serve ID8 in another capacity, for instance as an Officer, employee, or otherwise, and may receive compensation for such services in that limited dual role. Any exceptional programs that require additional expenses by a Director (i.e. travel, speaking engagements, promotional or marketing materials necessary) may also be approved for reimbursement of expenses.

C. **Friends of ID8.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint Friends of ID8, who's primary function is to raise funds and awareness for programs run by ID8. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint individuals as Friends of ID8, who's primary function is to raise funding, provide relationships and/or participate as volunteers for programs run by ID8. Qualifications and requirements for Friends of ID8 will be determined by the Board of Directors through aforementioned resolutions

V. CORPORATE RECORDS AND REPORTS

A. **Contracts and Other Documents.** The Board of Directors or the Executive Board, except as otherwise required by law, the Articles of Incorporation of ID8, or these Bylaws, may authorize any officer or agent of ID8 to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of ID8. Such authority may be general or confined to specific instances.

B. **Checks, Drafts, and Loans.** All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of ID8 shall be signed or endorsed by such officers or agents of ID8 and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such a determination, such instruments shall be signed or endorsed by the Treasurer or the President.

C. **Deposits.** All funds of ID8 shall be deposited to the credit of ID8 in such banks, trust companies or other depositories as the Board of Directors may from time to time select. In the absence of such a selection, such deposits shall be made in a depository designated by the Treasurer or the President.

D. **Books and Records; Accounting.** ID8 shall keep correct and complete books and records of account and minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. ID8 shall cooperate and participate in a consolidated audit of the financial records of ID8. The Books and Records of ID8 shall be reviewed at least once a year at its annual meeting, held during the first quarter of each year.

E. **Seal.** The Board of Directors may provide a corporate seal that shall have inscribed thereon the name of ID8, the year of its incorporation, and the words "State of Hawaii."

VI. INDEMNIFICATION

A. **Authority of Indemnification.** ID8 shall have power to indemnify any person who was or is a party to any threatened, pending or completed action, by reason of the fact that the person is or was an agent of ID8 (including Directors, Officers, employees, Friends of ID8 and/or other agents), against expenses (including reasonable attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action, if the person acted in good faith, in a manner the person reasonably believed to be in ID8's best interest (in the case of conduct in an official capacity) or which at minimum did not oppose ID8's best interests (in the case of conduct not in an official capacity), and if, in a criminal proceeding, the person had no reasonable cause to believe the person's conduct was unlawful.

B. **Mandatory Indemnification for Directors and Officers.** ID8 shall indemnify its Directors and Officers to the extent permitted by law, the articles of incorporation, and the Directors' or Officers' individual contracts against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was a Director or Officer of ID8.

C. **No Indemnification for Directors and Officers Deemed Liable.** Not indemnification shall be made where the Director or Officer has been determined to be liable, either in connection with a proceeding by or in the right of ID8, or in connection with any other proceeding (whether or not involving action in an official capacity) in which the Director or Officer was found liable (or an informal determination is made by an independent third person reviewing such claims) on the basis of the Director's or Officer's improper receipt of a personal benefit; provided, however, that indemnification will be allowed to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity.

D. **Mandatory Indemnification for Employees and Other Agents.** ID8 shall indemnify its employees, Friends of ID8 and other agents to the extent permitted by law, the articles of incorporation, and any applicable individual contracts against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an employee or agent of ID8. Irrespective of the foregoing, ID8 may not be required to indemnify any employee or agent in connection with any proceeding (or part thereof) initiated by the employee or agent themselves unless such indemnification is expressly required by law; or the proceeding was authorized by the Board of Directors.

E. **Process for Indemnification.** Any indemnification under this Section shall be made by ID8 only as authorized in the specific case and upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth above. The determination shall be made by: (1) the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the proceeding; or (2) majority vote of a committee duly designated by the Board consisting of two or more Directors not at the time parties of the proceeding, if a quorum is not obtainable; or (3) independent third party or legal counsel selected under subsection (1) or (2) in a written opinion; or (4) the full Board of Directors if a quorum cannot be obtained under (1) or if a committee cannot be designated under subsection (2); or (5) the court in which the proceeding is to was pending, upon application made by ID8 or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application is opposed by ID8.

F. **Advance Reimbursement.** Expenses incurred by any agent in defending any proceeding may be paid by ID8 in advance of the final disposition of the proceeding upon: (1) receipt of a written affirmation of the person's good faith belief that he or she has met the applicable standard of conduct under paragraph b. of this Article; (2) receipt of a written undertaking, as described in HRS§ 414D-162, by or on behalf of the person to repay such amount if it shall ultimately be determined that the person did not meet the applicable standard of conduct; and (3) ID8's making a determination that the facts then known would not preclude indemnification.

G. **Non-Exclusive.** The indemnification provided by this Article is not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of the disinterested Directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs and personal representatives of such a person.

H. **Insurance.** The Board of Directors may authorize the purchase of insurance on behalf of any Director, officer, employee or other agent against any liability asserted against or incurred by him which arises out of such person's status as a Director, officer, employee, or agent or out of acts taken in such capacity, whether or not ID8 would have the power to indemnify the person against that liability under law.

I. **Personal Tax Liability.** In no case, however, shall ID8 indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code.

J. **Severability.** If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

VII. CONFLICT OF INTEREST

A. **Conflict of Interest Policy.** The COI process below and annual attestation via the COI Form serves as ID8's COI and Anti-Nepotism policy. It is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities. All Directors and Officers have a duty to disclose the existence of any actual or potential conflict of interest, including any actions of favoritism in direct conflict with whether personal or financial in nature, and to disclose all relevant material facts to the Directors to enable them to consider whether a conflict exists and whether the proposed transaction or arrangement is in the best interests of ID8. Upon disclosure of an actual or potential conflict of interest, and after the interested person has had a full opportunity to disclose the relevant facts, the interested person must leave the meeting and the remaining Directors will decide if a conflict of interest exists. Whenever the Board determines that a Director or Officer has an actual or potential financial or personal interest in any matter coming before the Board of Directors, the Board must ensure the following:

1. The financial or personal interest of such Director or Officer is fully disclosed with all relevant material facts to the Board of Directors on a annual basis via the COI Form;
2. No interested Director or Officer may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon;
3. Any transaction involving the Director's or Officer's financial or personal interest must be duly approved by disinterested Directors in the best interest of ID8;
4. Payment must be reasonable and must not exceed fair market value; and

5. The minutes of meetings at which such votes are taken must include a record of such disclosures, abstention, and rationale for approval.

VIII. AMENDMENTS TO ARTICLES AND BYLAWS

A. **Amendment to the Articles or Bylaws.** The articles of incorporation or bylaws of ID8 may be adopted, amended or repealed by a majority vote of the Board of Directors during an annual or general meeting. Notwithstanding the section above, nothing in the new articles of incorporation or bylaws may contradict any terms of the articles of incorporation.

IX. DISSOLUTION

A. Upon the dissolution or winding up of ID8, after all liabilities and obligations of ID8 have been paid, satisfied, and discharged, or adequate provision made therefor, remaining property and assets of ID8 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. Specifically, all such remaining assets shall be distributed, at the sole discretion of ID8, to another organization which is exempt from income tax under section 501(c)(3) of the Internal Revenue Code having similar purposes as ID8. 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 ID8 is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively 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.

X. GENERAL PROVISIONS

A. **Record Date.** For the purposes of determining the notice of any meeting, to vote, or for any proper purposes or corporate action, the Board of Directors may fix a record date in advance no less than ten (10) nor more than sixty (60) days before the date of the meeting or proposed corporate action.

B. **Calendar Year.** ID8's fiscal year is a calendar year, the twelve (12) consecutive months ending on the last day of December, or as fixed by resolution of the Board of Directors and may be changed by the Board of Directors.

C. **Governing Law.** The bylaws will be governed, construed, and interpreted by, through, and under the laws of Hawaii.

D. **Tax Exempt Status.** If any provision of these bylaws is held for any reason to render income received by ID8 non-exempt from taxation, the Board of Directors shall immediately take steps to remedy such non-exemption.

E. **Unauthorized Acts.** No part of the net earnings of ID8 shall inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that ID8 shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of ID8 may be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and ID8 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.

Notwithstanding any other provisions of these Articles, ID8 shall not carry on any other activities not permitted to be carried on by:

1. a corporation exempt from federal income tax under section 501(c)(3) of the Code;
2. a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code; or
3. an organization described in section 509(a)(3) of the Code.

F. **Legal Standing.** If any part of these bylaws is illegal or invalid, such illegality or invalidity shall not affect the remaining parts of these bylaws, unless such illegality or invalidity prevents the Board of Directors from accomplishing the purposes of ID8. If any illegality or invalidity exists, the Board of Directors shall immediately make the necessary amendments to eliminate the illegality or invalidity, and shall promulgate a new legal provision as similar as possible to the illegal or invalid provision, keeping the intent, as close as possible, to the illegal or invalid provision.

CERTIFICATION OF ADOPTION

I, Christian Whitney, hereby certify the following:

I am the Secretary of ID8, a Hawaii corporation; and

The foregoing bylaws are a true and correct copy of the bylaws of ID8 as duly adopted by approval of the Board of Directors of ID8 at a meeting duly held on September 28, 2022.

Signed: *Christian Whitney* 9/28/22

Secretary: Christian Whitney

NOTARY ACKNOWLEDGMENT

State of HAWAII

SS.

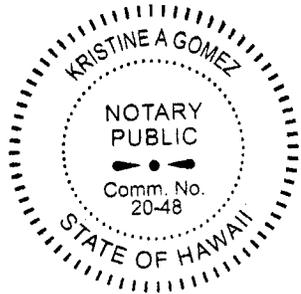
County of HONOLULU

On 1/19/2023 (date), before me, Kristine A. Gomez (notary), personally appeared who proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to within the BYLAWS OF ID8 adopted as of CHRISTIAN DARBY WHITNEY, acknowledging to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by affixing his/her/their signature(s) on the instrument so executed the instrument.

I certify under PENALTY OF PERJURY that the foregoing paragraph is true and correct. WITNESS my hand and official seal.

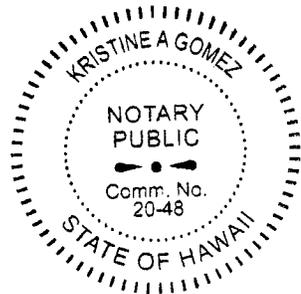
Print: Kristine A. Gomez Commission Expires: My Commission Expires: March 01, 2024

Sign: [Signature] [Affix seal]



Doc Date: JAN 13 2023 # Pages: 18
Notary Name: KRISTINE A. GOMEZ FIRST Circuit
Doc. Description: BY LAWS OF ID8 (Stamp or Seal)

[Signature] JAN 13 2023
Notary Signature Date
My Commission Expires: March 01, 2024



ID8 Annual Meeting

Jan 4 2023 5:30 PM via Zoom.

1. **Attendance:** Steve, Christian, Ryan, Blair -Quorum achieved for voting purposes. Valerie absent. Tiff joined after she was voted in as Treasurer.
2. **Approval of Minutes**
 - a. **Action: Approved minutes from Sept 28 meeting. Approved Nov 2 special board meeting minutes.**
3. **Vote in Tiff Siegfried as new Treasurer:** Approved Tiff as Treasurer.
4. **Financial Update:** Continue to push financials until Tiff can get adjusted and understand. 2020 and 2021 Returns will be filed soon. These need to be filed for grant submission, which is due soon.
 - a. ID8 – soundstage – has brought in about \$80K for 2021. That’s pretty good. Books are now all brought to date and current with the state.
 - b. \$5,000 donation to project lemon tree. From HECO.
 - c. Another \$25K donation from Hawaii community fund. Film funds. No earmark requirements for this money.
5. **Names, Mission, Vision, Mantra.** – core values not set yet. We can discuss later. It’s not that critical and will take time to draft. Website is changing over, Ryan is really helping bring things up to speed. All emails and domains have changed over to ID8
6. **Bylaws** – they are new, please review. Sign Director’s Agreement. Lots to look at, please take a look prior to signing the Directors’ Annual Agreement. Moving towards a working board. Really showing up and putting in time and understanding what you are signing up for and how you are protected as a Director. **Vote taken – Bylaws approved!**
7. **Programs**
 - a. **Shaka Film** – donations keep rolling in. Even just for stickers people are donating. Lots going on here. We need more donors for this film. Big final shots, now in edit stage.
 - i. **Marketing** – Spicer – everyone will come to you. Marketing will be small, they are going to come to us.
 - ii. **Shaka Monument** – Waikiki monument. We need to show letters of support. Looking for multiple monuments in Maui, Kauai, Oahu. And also sister cities in Japan.
 - iii. **License Plate** – still working on it. Ryan is working on this. Of the \$25 plate, the non profit gets \$20 per year from each participant. Can we check box the forms for monument, stickers, license plate so everyone can click on these and garner support.
 - iv. **Shake Emoji** – an actual axis of the shaka that exists today is not correct. We need to make this politically correct and claim indigenous peoples card.. It’s a similar graphic to just rotate the position of it. Every April we will be filing. Similar to filing for a trademark.
 - v. **Donation Shaka Jars** – we have some sites bringing some money! It’s exciting.
 - vi. **Free Stickers** – giving away and 80% donate something around \$20 or more. Getting emails. Great Aloha Run – some pins – not great but nothing to shy away from.
 - vii. **Needs: We need a soccer ball. Action: Jill might have a soccer ball.**
 - b. We need help with donor programs. We need someone to help us in this space. Be-Jay Kodama. She is the fundraiser for Island Pacific Academy. She has a media background and a fundraising background as well. We want to go after her. Her focus is donor mining. She’s great at it.

- i. **Cynthia Yamasaki** – small business consultant. Maybe she would be a good board member to add. Director
 - ii. **Enviro/Ag type board member** - for project lemon tree.
 - iii. **Sean Morris** – Japanese connection and media.
 - iv. **Rob Web** – Maui associate producer. **Program managers could be friends of ID8 instead of Directors.**
 - v. **Alice Inoye** – McDonalds and connected to Alan Wong. She would be a great podcast. Happiness U. based on the happy meal.
 - vi. **Tiff had some suggestions** for Enviro and small business. I will get with her to add names here.
 - vii. **Do we need a Director focused on Grant Writing???????** Will anyone notice in these minutes that I have had 3 glasses of wine!? hahahha
 - viii. **Friends of ID8** – should each Director go activate a certain number of “friends” for each major stream. And the Directors stay low.
 - ix. **Action: All Directors to add board nominees and why they should join. And if others should be friends of ID8. Let’s get a list and spend our time to think through this.**
 - c. **Podcast** - education content for podcasts.
 - d. **Project Lemon Tree** – Know our Lemons – cancer fundraisers. Also schools getting involved. We can really show impact and metrics with Lemons. Same with the Film, we get the metric requirements and that makes us grant worthy.
 - e. **SumoSum** – we need people to understand it and build a program with First Hawaiian Bank, maybe also with Patsy Mink. It’s all about numbers. Tiff will take the lead on this.
 - f. **Lemonade Alley** – is a curriculum model that people can just buy on Amazon, with less risk.
 - g. **BizzyB** – we need more money and partners and its on hold for now. Online hackathon which is not easy to pull off. It’s inactive – but there are suitors who might want to take it over.
 - h. **Comedy Festival** – but now it kinda fits in. Kimmie handles this but she might be a great friends of ID8. She would be great for podcast. It’s not so easy because she is represented by agent. Her husband has already been on the show. Steve also asked Amy Hill. Corporate program training to businesses on improve to help foster new ideas and team building. This could be a great idea to help show ID8 and sharing ideas.
8. **New Business** – nothing really.
9. **Meeting adjourned at 7:09 pm.**
- 10.