

# CONFLICT RESOLUTION ALLIANCE BY-LAWS

Adopted September 4, 2020

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## **ARTICLE I: Name and General**

**Section 1.1 Name.** This organization shall be known as the Conflict Resolution Alliance, Inc., hereinafter referred to as “CRA.”

**Section 1.2 Location and Incorporation.** CRA is incorporated as a nonprofit or charitable corporation, pursuant to the laws of the State of Hawaii. CRA shall initially be located at the place set forth in the Articles of Incorporation. The Board of Directors of CRA (the “Directors”) may change the location of the principal office of the corporation in the State of Hawaii from time to time.

**Section 1.3 Corporate Seal.** The Directors may adopt and alter the seal of the corporation.

**Section 1.4 Fiscal Year.** The fiscal year of the corporation shall end on December 31<sup>st</sup> in each year.

## **ARTICLE II: Purposes**

**Section 2.1 Purposes.** The purposes of CRA shall be to promote and carry out, on a local, regional, and national level, the Mission, Guiding Principles and Bylaws of promoting peaceful conflict resolution and collaborative decision-making at all levels of society as described in Article III of the Articles of Incorporation.

**Section 2.2 Diversity and Equity Policy.**

**a. CRA's Diversity and Equity Commitment.** CRA is committed to diversity and equity in its membership, structure, and organizational work. A culturally diverse organization is one that recognizes, supports, values, and utilizes people's differences and similarities in support of the organization's goals and objectives. Equity and diversity mean recognizing and working to eliminate injustices in access, process, and outcomes of the corporation's work, and striving to meet the needs of diverse members and stakeholders.

**b. Scope of CRA's Commitment.** CRA seeks to encourage and promote participation, accessibility, active representation, and leadership from diverse populations including, but not limited to, races, ethnicities, national origins, languages, genders, sexual orientation, economic statuses, school or organizational locations, physical abilities, ages, religions, educational types or levels, and perspectives. Further, CRA actively implements equity and affirms diversity in its work, including its publications and standards, and in its board, staff, programs, chapters, sections, and committees.

**c. Implementation of CRA's Commitment.** In order to promote diversity and equity in our organization and our field, ongoing self-examination is essential. We are committed to discussing and implementing fairness and openness in our values, procedures, conceptual frameworks, and structures. All persons participating in CRA programs and activities are a part of this endeavor.

**d. CRA's Responsibilities:** CRA members shall elect or the President shall appoint at least one person as a Diversity and Equity Point Person to oversee the implementation of this commitment; at the same time, it is the belief of CRA that each person is also individually responsible for furthering the concept and practice of equity and diversity. At least one person who is elected or appointed as a Diversity and Equity Point Person shall be a Director in office or an Officer (other than the President) of CRA.

### **ARTICLE III: Membership**

**Section 3.1 Membership Categories.** CRA shall have one membership category: "Member."

**Section 3.2 Members.** The term "Member" shall mean an individual holding membership in CRA, whose dues are current, and who has agreed to abide by CRA's ethical standards and to support CRA's Mission and Guiding Principles. Members shall have voting privileges on issues and election of directors and officers. Members may serve on committees.

**Section 3.3 Dues.** Any individual eligible for membership in CRA may become a member by the payment of the initial dues or initiation fees set by the Directors. A member shall continue to be a member thereafter by the timely payment of annual dues set by the Directors. Failure to make timely payment of annual dues shall terminate membership as set forth in Section 8.1 of these Bylaws. The Directors may change the amounts and times for payment from time to time if the Directors find that such changes are necessary.

**Section 3.4 Removal.** A member may be removed as a member for cause after (a) the review and recommendation for removal by the vote of a majority of the Directors then in office and (b)

by vote of a majority of the members at a meeting at which a quorum is present. Cause is defined as failing to abide by applicable standards of ethics, professional responsibility, and practice, as amended from time to time, and/or failing to fulfill any other responsibilities as a member. A member may be removed for cause only after reasonable notice and opportunity to be heard before the membership. The procedure for removal shall be conducted pursuant to a fair and reasonable procedure carried out in good faith, as follows: (a) not less than fifteen (15) days prior written notice to the member of the removal and the reasons therefor, (b) an opportunity for the member to be heard by the membership, orally or in writing, not less than five (5) days before the effective date of the removal. Any written notice given by mail shall be sent to the last known address of the member shown on CRA's records. A member who has been removed may be liable to CRA for dues, assessments, or fees as a result of obligations incurred or commitments made prior to the removal.

### **Section 3.5 Inspection of Records by Members.**

**a. Records Kept at CRA's Secure Server.** Subject to Sections 3.5.c. and 15.5 of these Bylaws, a member is entitled to inspect and copy, at a reasonable time and location specified by CRA, any of the records of CRA described in Section 15.5 of these Bylaws if the member gives CRA written notice or a written demand at least five (5) business days before the date on which the member wishes to inspect and copy.

**b. Other Records.** A member is entitled to inspect and copy, at a reasonable time and reasonable location specified by CRA, any of the following records of CRA if the member meets the requirements of paragraph c, below, and gives CRA written notice at least five (5) business days before the date on which the member wishes to inspect and copy:

- (1) Excerpts from any records required to be maintained under Section 15.1 of these Bylaws, to the extent not subject to inspection under paragraph a, above;
- (2) Accounting records of CRA; and
- (3) Subject to Sections 3.7 and 9.10.b of these Bylaws, the membership list.

**c. Good Faith Requirement.** A member may inspect and copy the records identified in paragraph b, above, only if:

- (1) The member's demand is made in good faith and for a proper purpose;
- (2) The member describes with reasonable particularity the purpose and the records the member desires to inspect; and
- (3) The records are directly connected with this purpose.

**d. Other Provisions.** This section does not affect:

- (1) The right of a member to inspect records: (a) under Section 9.10 of these Bylaws; or (b) if the member is in litigation with CRA to the same extent as any other

litigant; or

- (2) The power of a court, independently of this chapter, to compel the production of corporate records for examination.

### **Section 3.6 Scope of Member's Inspection Rights.**

**a. Rights of Member's Agent or Attorney.** A member's agent or attorney shall have the same inspection and copying rights as the member the agent or attorney represents.

**b. Types of Copies.** The right to copy records under Section 3.7 of these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means.

**c. Charges for Copies.** CRA may impose a reasonable charge, covering the costs of labor and materials, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

**d. List of Members.** CRA may comply with a member's demand to inspect the record of members under Section 3.5.b.3 of these Bylaws by providing the member with a list of its members that was compiled no earlier than the date of the member's demand.

**Section 3.9. Limitations on Use of Membership List.** Without consent of the Board, a membership list or any part thereof shall not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the Board, a membership list or any part thereof shall not be:

- (a) Used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by the corporation;
- (b) Used for any commercial purpose;
- (c) Sold to or purchased by any person; or
- (d) Published in whole or in part to the general public.

### **Section 3.8 Financial Statements for Members.**

**a. Annual Financial Statements.** CRA upon written demand from a member shall furnish that member its latest annual financial statements, which may be consolidated or combined statements of CRA and one or more of its subsidiaries or affiliates, as appropriate, that include a balance sheet as of the end of the fiscal year and statement of operations for that year. If financial statements are prepared for CRA on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.

**b. Accountant's Report; Basis of Accounting.** If annual financial statements are

reported upon by a public accountant, the accountant's report must accompany them. If not, the statements must be accompanied by the statement of the president or the person responsible for CRA's financial accounting records:

- (1) Stating the president's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and
- (2) Describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

#### **ARTICLE IV: Prohibited Activities**

**Section 4.1 No Private Inurement.** CRA shall be operated for public benefit rather than to benefit any private individual or group of individuals. No part of the net earnings of CRA shall inure to the benefit of, or be distributed to, its Directors, Officers, members, or employees, other than reasonable compensation for services actually rendered. No decisions shall be made or actions taken which harm the corporate person of CRA to benefit or favor individuals.

**Section 4.2 Legislative Activities.** No substantial part of the activities of CRA shall consist of attempting to influence legislation or lobby for the enactment of legislation, and CRA shall not participate in, intervene in, or publish or distribute statements regarding any political campaign, either on behalf of, or in opposition to, any candidate for public office.

**Section 4.3 Compliance with Law.** Notwithstanding any other provisions of present or future federal or Hawaii (or "other jurisdiction") law governing or pertaining to nonprofit corporations, CRA shall not engage in or carry on activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code.

**Section 4.4 Public Policy Position.** CRA shall not take a public position on any public policy issue without the express, prior, written authorization of the Directors.

**Section 4.5 No Certification.** CRA shall not credential, license, or certify practitioners of dispute resolution.

#### **ARTICLE V: Board of Directors**

**Section 5.1 Composition and Qualifications.** The Directors shall consist of the officers described in Article VI of these Bylaws, the immediate past President, and other Directors as described herein. In addition to the officers and the immediate past President, there shall be no fewer than four at-large Directors. All Directors must be Members in good standing. The immediate past President shall be a non-voting, *ex-officio* member of the Board of Directors for one year after the completion of his or her term of office.

**Section 5.2 Powers.** The Directors shall manage the affairs and all activities of CRA in

accordance with the Bylaws and policies of CRA. The Directors shall have the power to perform all such lawful acts, which are not prohibited by statute, by its Articles of Incorporation, or by these Bylaws, or directed or as required to be exercised or done by CRA members. The Directors shall have the power to authorize the making and execution of any lawful contracts on behalf of the CRA and generally to control all of the affairs. The Directors shall be empowered to transact the business between meetings of CRA members.

**Section 5.3 Election.** The Directors shall be elected by a vote of CRA members in good standing who cast ballots. Candidates for Director shall be nominated in accordance with the procedures set forth in Section 10.6 (d) of these Bylaws. Elections will take place at the Annual Meeting held in November or December of each year, except as hereinafter provided for filling of vacancies. The new Directors shall assume office at the conclusion of the Annual Meeting. Elections may be conducted electronically or by mail.

**Section 5.4 Terms of Office.** The at-large Directors shall be elected for two-year terms of office, except that in the first election half of the Directors shall be elected for a one-year term of office and the remaining Directors shall be elected for a two-year term of office. The vice president (if any), secretary and treasurer shall each be elected for one-year terms of office to run concurrent with their terms of office as set forth in Article VI of these Bylaws. The President-Elect shall be elected for a three-year term of office to run concurrent with his or her term as President-Elect, President, and Immediate Past President). Each Director shall hold office until his/her successor is elected or until she/he resigns, is removed, dies, or becomes disqualified.

**Section 5.5 Meetings.** The Directors shall meet at the call of the President, but not less than once each quarter. A quorum for the purpose of conducting business of the Directors shall consist of a majority of Directors then in office. The President shall preside at all meetings of the Directors. Minutes of all Directors' meetings shall be prepared and sent to all Directors, after approval by the Directors. Such minutes shall be available to members upon request.

#### **Section 5.6 Notice of Meetings of the Board of Directors.**

**a. All Meetings.** If the time and place of a Director's meeting is fixed by the Board, the meeting is a regular meeting. All other meetings are special meetings. Regular meetings of the Board may be held without notice. Reasonable notice of the date, time and place of a special meeting of the Board shall be given to each Director. Such notice need not specify the purposes of the meeting, unless required by law, the Articles of Incorporation, or these Bylaws. The presiding officer of the Board, the President, or twenty percent (20%) of the Directors then in office may call and give notice of a meeting of the board.

**b. Reasonable Notice.** Except as otherwise expressly required by law, the Articles of Incorporation, or these Bylaws (including Article XIII, Notice – General Provisions), it shall be reasonable notice to a Director to send notice by e-mail, at least two (2) days before the meeting, addressed to him/her at his/her usual or last known business or residence address.

**c. Waiver of Notice.** Whenever notice of a meeting is required, such notice need not be given to any Director, if a written waiver of notice, executed by him/her (or his/her attorney duly authorized), before or after the meeting, is filed with the minutes or the corporate records. A

waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting or prior to the vote on a matter not noticed in conformity with the law, the Articles of Incorporation, or these Bylaws, objects to lack of notice and does not thereafter vote for or assent to the objected to action.

**Section 5.7 Voting.** Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, any action taken by a majority of the Directors present at a meeting at which a quorum is present shall be deemed the action of the Directors.

**Section 5.8 Presence through Communications Equipment.** Unless otherwise required by law or the Articles of Incorporation, the Directors may participate in a meeting by means of a conference telephone, computer, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 5.9 Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all Directors entitled to vote on the matter consent to the action in writing and such consents are filed with the Minutes of the meeting. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. Such consents shall be treated for all purposes as a vote at a meeting.

**Section 5.10 Vacancy.** In the event of a vacancy on the Board of Directors for any reason, the Directors, at the next meeting of the Board, shall appoint a successor to that Director for the balance of the unexpired term.

**Section 5.11 Reimbursement.** The Directors shall be entitled to reimbursement of expenses authorized by the Directors and incurred in the performance of their duties and responsibilities, as approved by a reimbursement policy adopted by the Directors; provided, however, that CRA shall not reimburse any expenses which could jeopardize, in any way, its nonprofit status or CRA's nonprofit, tax-exempt status, if CRA is a Group Exemption, as set forth in Article V of these Bylaws. No Director shall receive any remuneration for services as a Director.

**Section 5.12 Removal.** A Director may be removed from office with cause after (a) the review and recommendation for removal by the vote of a majority of the Directors then in office and (b) the vote of a majority of the members of CRA present at a meeting at which a quorum is present. A Director may be removed with cause only after reasonable notice and opportunity to be heard by the membership. Cause is defined as failing to fulfill his/her responsibilities as a Director pursuant to the Articles of Incorporation and the By-Laws of CRA. A membership meeting shall be called for the purpose of removing the director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director.

**Section 5.13. Resignation.**

**a. Notice of Resignation** A Director may resign at any time by delivering written notice to the Board, its presiding officer, or to the president or secretary.

**b. Effective Date of Resignation.** A resignation is effective upon the effective date indicated in the notice, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

**Section 5.14 Conflict of Interest.** Each Director must endeavor to be conscious of the potential for conflicts of interest with CRA and act with candor and care in dealing with any such situation. To the extent known to the Director, he/she shall disclose any actual or potential conflict of interest to all other Directors and, when appropriate, remove herself or himself from discussions and decisions of the Directors regarding this matter. If he/she becomes aware of any actual or potential conflict of interest after the Directors have entered into discussion of, or made a decision regarding, any matter, then she/he shall immediately apprise the Directors of the actual or potential conflict of interest. Following a disclosure of any actual or potential conflict of interest, the Directors should provide a disinterested review of the matter and, if necessary, revisit any decisions previously made.

The Board shall establish procedures and policies to manage conflicts of interest.

**Section 5.15 General Standards for Directors.**

**a. Director's Duties.** A Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee:

- (1) In good faith;
- (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) In a manner the Director reasonably believes to be in the best interests of the corporation

**b. What A Director Is Entitled To Rely On.** In discharging the Director's duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more Officers or employees of CRA whom the Director reasonably believes to be reliable and competent in the matters presented;
- (2) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- (3) A committee of the Board of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits

confidence.

- c. **Not Acting in Good Faith.** A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by paragraph b, above, unwarranted.
- d. **No Liability.** A Director is not liable to CRA, any member, or any other person for any action taken or not taken as a Director, if the Director acted in compliance with this section of the Bylaws.
- e. **Not A Trustee.** A Director shall not be deemed to be a trustee with respect to CRA or with respect to any property held or administered by CRA, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.
- f. **Directors Who Serve Without Remuneration.** Any person who serves as a Director to CRA without remuneration or expectation of remuneration shall not be liable for damage, injury, or loss caused by or resulting from the person's performance of, or failure to perform duties of, the position to which the person was elected or appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties. For purposes of the section of the Bylaws, remuneration does not include payment of reasonable expenses and indemnification or insurance for actions as a Director as allowed by Hawaii law.

## **ARTICLE VI: Officers**

**Section 6.1 Officers.** There shall be five officers- President, President- Elect, Vice-President, Secretary and Treasurer (hereinafter referred to as the "Officers"); provided, however, that the office of Vice-President shall be optional if CRA has fewer than one hundred (100) members. All Officers must be Members in good standing. Each Officer shall also be a Director as described in Article V of these Bylaws. Any reference in these Bylaws to "Directors" shall be deemed to include all Officers of the corporation.

**Section 6.2 President.** The President shall preside at all meetings of the Directors and of members, and shall have general and active management of the activities of CRA, subject to the control of the Directors. The President shall see that all orders and resolutions of the Directors are carried into effect and shall keep the Directors fully informed and shall regularly consult with them concerning the activities and affairs of CRA. The President may sign and execute all official documents in the name of CRA and shall have the general power and duties of supervision and management usually vested in the chief executive officer of a corporation, except as limited by Articles II and IV of these Bylaws. The President may delegate one or more of these duties to a Director. All committees shall report to the President.

**Section 6.3 President-Elect.** The President-Elect shall have such duties as the President and the Directors shall determine. In the absence of the President, the President-Elect shall perform the duties of the President as provided in these Bylaws and shall assist the President with managing the

affairs of the corporation. The President-Elect shall automatically become President at the end of the President's term or if, for any reason, the President is no longer able to serve.

**Section 6.4 Vice-President.** The Vice-President shall have such duties as the President or Directors shall determine. In the absence of the President and the President-Elect, the Vice-President shall perform the duties of the President as provided in these Bylaws and shall assist the President with managing the affairs of the corporation.

**Section 6.5 Secretary.** The Secretary shall keep all papers, records and other documents of the corporation, including a record of the terms of office of all Directors and Officers and the records described in Article XIV of these Bylaws. The Secretary shall also prepare, maintain, and distribute minutes of all meetings of the Directors, of the committees and of the members as directed. The Secretary shall authenticate records of the corporation. The Secretary shall maintain copies of all correspondence pertaining to the corporation; shall prepare and distribute all notices of meetings, bulletins, and other publications to members; shall compile such statistics and other data as may be required by the Directors or the members acting at a duly called meeting; shall present at the Annual Meeting a complete list of members; and shall perform such other functions as may be assigned by the President or Directors.

**Section 6.6 Treasurer.** The Treasurer shall be the chief financial officer of CRA and shall have custody of the funds of CRA and shall receive and deposit all revenue and pay bills and carry out other obligations of the corporation as are approved by the President. The Treasurer shall keep a full and complete record of all receipts and disbursements and shall provide a financial report to the Directors at each meeting and an annual written financial report to the members at the Annual Meeting. In addition, the Treasurer shall perform other duties as may be assigned by the President or Directors.

**Section 6.6 Treasurer.** The Treasurer shall be the chief financial officer of CRA and shall have custody of the funds of CRA and shall receive and deposit all revenue and pay bills and carry out other obligations of the corporation as are approved by the President. The Treasurer shall keep a full and complete record of all receipts and disbursements and shall provide a financial report to the Directors at each meeting and an annual written financial report to the members at the Annual Meeting. In addition, the Treasurer shall perform other duties as may be assigned by the President or Directors.

**Section 6.7 Election and Terms.** Officers shall be elected for one-year terms and may serve multiple terms. Officers may continue to serve the remainder of their terms as Directors after the expiration of their terms as Officers. The members at the Annual Meeting shall elect all Officers, except that the President-Elect shall automatically become President at the Annual Meeting following the Annual Meeting at which she/he was elected. An Officer shall hold office until the next Annual Meeting and until a successor is chosen and qualified, unless a shorter period shall have been specified by the terms of her/his election or appointment, or in each case until an Officer sooner resigns, is removed, dies, or becomes disqualified. Elections may be conducted electronically or by mail.

**Section 6.8 Vacancy.** In the event of a vacancy in any office for any reason, except for a vacancy in the office of President, the Directors, at their next meeting, shall appoint a successor to that

office for the balance of the unexpired term. In the event of a vacancy in the office of President, the President-Elect shall assume the office of President.

**Section 6.9 Reimbursement.** Officers shall be entitled to reimbursement of authorized expenses incurred in the performance of their duties and responsibilities, as approved by a reimbursement policy adopted by the Directors; provided, however, that CRA shall not reimburse any expenses which could jeopardize, in any way, its non-profit status or CRA's nonprofit, tax-exempt status. No Officer shall receive any remuneration for services as an Officer.

**Section 6.10 Removal.** An Officer may be removed from office with cause after (a) the review and recommendation for removal by the vote of a majority of the Directors then in office and (b) by the vote of a majority of the members of CRA present at a meeting at which a quorum is present. Cause is defined as failing to fulfill her/his responsibilities as an Officer pursuant to the Articles of Incorporation and the By-Laws of CRA. An Officer may be removed with cause only after reasonable notice and opportunity to be heard by membership. A membership meeting shall be called for the purpose of removing the Officer and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Officer.

**Section 6.11 Resignation of Officer.**

**a. Notice of Resignation.** An Officer may resign at any time by delivering notice to CRA.

**b. Effective Date of Resignation.** A resignation is effective as of the date specified in the notice unless the notice specifies a future effective date. If a resignation is made effective at a future date and CRA accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

**Section 6.12 Standards of Conduct for Officers.**

**a. Officer's Duties.** An Officer with discretionary authority shall discharge the Officer's duties under that authority:

- (1) In good faith;
- (2) With the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) In a manner the Officer reasonably believes to be in the best interests of the corporation and its members, if any.

**b. What an Officer is Entitled to Rely On.** In discharging an Officer's duties, an Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more Officers or employees of CRA who the Officer reasonably

believes to be reliable and competent in the matters presents; or

- (2) Legal counsel, public accountants, or other persons as to matters the Officer reasonably believes are within the person's professional or expert competence.

**c. Not Acting In Good Faith.** An Officer is not acting in good faith if the Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by paragraph b, above, unwarranted.

**d. No Liability.** An Officer is not liable to CRA, any member, or other person for any action taken or not taken as an Officer, if the Officer acted in compliance with this section.

**e. Officers Who Serve Without Remuneration.** Any person who serves as an Officer to CRA without remuneration or expectation of remuneration shall not be liable for damage, injury, or loss caused by or resulting from the person's performance of or failure to perform duties of the position to which the person was appointed, unless the person was grossly negligent in the performance of or failure to perform the duties. For purposes of this section, remuneration does not include payment of reasonable expenses and indemnification or insurance for actions as an Officer as allowed by Hawaii law.

## **ARTICLE VII: Membership Dues and Other Fees**

### **Section 7.1 Membership Dues.**

**a. Amount.** The Directors shall determine the membership dues for all members annually.

**b. Revocation of Membership for Non-Payment.** Failure to pay such dues after receipt of written notice and reasonable opportunity to pay is grounds for revocation of membership status by the Directors. Every revocation shall be pursuant to a fair and reasonable procedure carried out in good faith, as follows: (1) the member shall be provided not less than fifteen (15) days prior written notice of the revocation and the reasons therefor; and (2) the member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the termination by a person or persons authorized to decide that the proposed revocation not take place. Any written notice given by mail shall be sent to the last known address of the member shown on CRA's records.

**Section 7.2 Mailing List Fees.** Non-members who wish to receive regular notice of CRA events may be assessed an appropriate mailing list fee.

**Section 7.3 Charges for Copies of Corporate Records.** CRA may impose a reasonable charge, covering the costs of labor and materials, for copies of any document provided to the member pursuant to Sections 3.7 and 3.8 of these Bylaws.

## **ARTICLE VIII: Meetings**

**Section 8.1 Annual Meeting.** There shall be one regular meeting per year, which shall be designated as the Annual Meeting of members and shall be held in November or December of each year. Written notice of the Annual Meeting, shall include an agenda set by the Directors, and shall include the time, date, and place of the Annual Meeting, shall be delivered to all members, as provided in Section 8.4 of these Bylaws. The Annual Meeting may be held at the principal office of the corporation or at such other place within the United States of America as the President and Directors shall determine. If an Annual Meeting is not held on the date herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the Annual Meeting, and in such case all references in these Bylaws, except in this Section 8.1, to the Annual Meeting of the members, shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 8.3 and 8.4. At the Annual Meeting, the president and chief financial officer shall report on the activities and financial condition of CRA, and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of Hawaii law.

**Section 8.2 Regular Meetings.** Regular meetings of the members may be held at any time and place as the Directors may determine.

### **Section 8.3 Special Meetings.**

- a. **Called by President or Officer.** The President may call special meetings of the members at any time. A special meeting shall also be called by any Officer when so directed by a majority of the Directors then in office.
- b. **Called by Members.** A special meeting may be called upon the written request of twenty-five (25%) percent of the members, which are signed and dated, describe the purpose or purposes for which the meeting is to be held, and are delivered to a corporate officer. For the purposes of the written demand or demands for a meeting, the close of business on the thirtieth (30<sup>th</sup>) day before delivery of the demand or demands for a special meeting to the corporate officer shall be the record date for the purpose of determining whether the proper percent requirement has been met. Upon delivery of the written demand or demands, CRA shall provide notice to members within thirty (30) days. If such notice is not given, a person signing the demand or demands may set the time and place of the meeting and give appropriate notice.

### **Section 8.4 Notices of Meetings.**

a. **All Meetings.** Reasonable notice of the date, time and place of each meeting of the membership shall be given to each member. Such notice need not specify the purposes of the meeting, unless required by law, the Articles of Incorporation, or these Bylaws.

b. **Reasonable Notice.**

- (1) **Reasonable Notice.** Except as otherwise expressly provided by law, the

Articles of Incorporation, or these Bylaws (including Article XIII, Notice – General Provisions), it shall be reasonable notice to a member to send notice by mail, or e-mail, no fewer than ten (10) or more than sixty (60) days before the meeting date, addressed to him/her at his/her usual or last known business or residence address.

- (2) **Content of Notice.** The notice of the Annual Meeting shall contain the names of the persons proposed by the Nominating and Board Development Committee to be elected as the Officers and Directors of CRA. Notice of an annual or regular meeting shall include a description of any matter or matters that must be approved by the members. Possible matters include, but are not limited to: Director conflict of interest, determination and authorization of indemnification, amendment of the Articles of Incorporation, approval of a plan of merger, approval of a sale, lease, exchange or other disposition of all, or substantially all, of the CRA's assets other than in the usual or regular course of activities, and approval of a plan of dissolution. Notice of a special meeting of members shall include a description of the matter or matters for which the meeting is called. Only those matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.
- (3) **Adjourned Meetings.** If a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time or place, if it is announced at the meeting before adjournment. If a new record for the adjourned meeting must be fixed for the members, notice shall be given to the members of record as of the new record date.
- (4) **Record Dates.** The record date means the date established by CRA to determine the identity of the members for purposes of these Bylaws. The record date shall be fixed in accordance with the following:
  - (a) **Record Date for Determining Members Entitled to Notice of Members' Meetings.** The Board may fix a future date as a record date for determining the members entitled to notice of a members' meeting. If no such record date is fixed, members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held, are entitled notice of the meeting.
  - (b) **Record Date for Determining Members Entitled to Vote at a Members' Meeting.** The Board may fix a future date as the record date for determining the members entitled to vote at a members' meeting. If no such record date is fixed, members on the date of the meeting who are otherwise eligible to vote are entitled to vote.
  - (c) **Record Date for Determining Members Entitled to Other Rights.** The Board may fix in advance a record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful

action. If no such record date is fixed, members at the close of business on the day on which the board adopts the resolution relating thereto, or the sixtieth (60<sup>th</sup>) day prior to the date of such other action, whichever is later, are entitled to exercise such rights.

**(d) Limitation on Setting A Record Date.** A record date may not be more than seventy (70) days before the meeting or action requiring a determination of members occurs.

**(e) Adjourned Meetings.** A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting, unless the Board fixes a new date for determining the right to notice or the right to vote, which the Board must do if the meeting is adjourned to a date more than seventy (70) days after the record date for determining members entitled to notice of the original meeting.

**c. Waiver of Notice.** Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by him/her (or his/her attorney duly authorized), before or after the meeting, is delivered to CRA for inclusion in the minutes or filing with the corporate records. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. A member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

**Section 8.5 Quorum.** At all membership meetings, ten percent (10%) of the members present, in person or by proxy, shall constitute a quorum for the purpose of conducting business, except when a larger quorum is required by law.

**Section 8.6 Voting.** Each member shall be entitled to cast one vote on each matter properly submitted to a membership vote at a meeting or by electronic, or mail ballot. Except as otherwise required by law, or these Bylaws, any action approved by a majority of the members voting, either by electronic, mail ballot or at a meeting, in person or by proxy, provided that a quorum is represented, shall be the action of the members.

**Section 8.7 Presence through Communications Equipment.** Unless otherwise required by the law or the Articles of Incorporation, the members may participate in a meeting by means of a conference telephone, computer, or similar communications equipment, as long as all persons participating in the meeting can hear each other at the same time. Participation through communications equipment shall constitute presence in person at a meeting.

**Section 8.8 Action by Consent.** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if the action is approved by members holding at least eighty percent (80%) of the voting power. The action must be evidenced by one or more

written consents describing the action taken, signed by those members representing at least eighty percent (80%) of the voting power, and delivered to CRA for inclusion in the minutes or filing with CRA's corporate records. Such consents shall be treated for all purposes as a vote at a meeting. If not otherwise determined under Section 9.4.b (4) of these Bylaws or by a court of law, the record date for determining members entitled to take action without a meeting is the date the first member signs the written consent. Written notice of member approval by consent shall be given to all members who have not signed the written consent. If such written notice is required, member approval will be effective ten (10) days after the written notice is given.

**Section 8.9 Proxies.** Members may vote either in person or by written proxy dated not more than one month before the meeting named therein, which proxy shall be filed before being voted with the secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by its terms, a proxy shall entitle the holder thereof to vote at any continuation of the meeting, but the proxy shall terminate after the final adjournment of such meeting.

**Section 8.10 Membership Participation.** The Secretary shall maintain a complete list of members entitled to participate at each membership meeting, which list shall be available for examination.

**a. Membership List for Meeting.** After a record date for a notice of a meeting is fixed, the Secretary shall prepare an alphabetical list of the names of all members entitled to notice of the meeting. The list must include the members' addresses and number of votes each member is entitled to cast at the meeting. The Secretary shall further prepare on a current basis through the time of the membership meeting, a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of members.

**b. Inspection of List on Demand.** The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting. The list shall be available at CRA's principal office or other reasonable place identified in the meeting notice in the city where the meeting will be held, beginning two (2) business days after notice of the meeting for which the list was prepared is given and continuing through the meeting. A member or member's agent or attorney is entitled on written demand to inspect and, subject to the limitations of Section 3.9 (limitations on use of membership list) and Section 3.7.c (good faith requirement) of these Bylaws, to copy the list, at a reasonable time and at the member's expense during the period that it is available for inspection.

**c. Inspection at the Meeting Upon Request.** If a request is submitted at least five (5) business days prior to the meeting, CRA shall make the list of members available at the meeting. Any member or the member's agent or attorney may inspect the list at the meeting or any adjournment.

**Section 8.11 Open Meetings.** Meetings and other activities of CRA shall be open to all persons, unless the President or the Directors specifically restrict attendance. Persons attending meetings who are not members are guests and shall be entitled to such participation in the meeting as the President or the Directors shall determine.

## ARTICLE IX: Committees

**Section 9.1 Types of Committee.** There shall be two classes of committees, “Standing Committees” and “*Ad hoc* Committees.” The term “Committee” shall be inclusive of both.

**Section 9.2 How Formed or Disbanded.** Standing Committees may be established and disbanded by a majority vote of the Directors in office. The President may establish and disband *Ad hoc* Committees, including an Executive Committee, at any time, subject to the majority vote of the Directors in office. The Members may, at any time by vote of two-thirds of the Members at any meeting at which a quorum is present, act to terminate any committee, amend its scope or function, or authorize a new committee.

**Section 9.3 Powers.** Committees shall have only such powers as the Directors shall confer. The Directors shall not delegate any of its powers as must be performed by the Directors by law, the Articles of Incorporation, or these Bylaws. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as provided in these Bylaws for the Directors.

**Section 9.4 Members of Committees.** Members of all committees shall be members in good standing. The President shall appoint chairs and committee members, subject to the approval of the Directors. Each committee shall be chaired by a Director. Each committee chair in consultation with the President shall determine how many people are reasonably needed for that committee. Each committee shall consist of at least one Director (in addition to the chair) and any number of CRA members. The size of the committee shall be limited to a number that the chair can reasonably manage. Individuals who are not members of CRA may serve as resource to the committee but shall not be committee members. Committee meetings shall be open to all members, unless the Directors determine otherwise

**Section 9.5 Annual Review.** Following each annual election, the newly installed Directors shall review the structure and activities of all committees.

**Section 9.6 Standing Committees.** CRA shall have the following standing committees, which report to and advise the Directors:

**a. Membership Committee.** The Membership Committee shall be responsible for developing programs to attract new members and increase retention of existing members in order to achieve CRA’s goals for growth and diversity. The committee shall review membership benefits and amenities and shall propose improvements consistent with the annual dues structure and dues charged by other similar organizations. The committee shall oversee the implementation, operation and results of these programs.

**b. Program and Events Committee.** The Program and Events Committee shall be responsible for planning, organizing and implementing CRA’s regular Membership Meetings, the Annual Meeting and other special events for the membership. The committee shall make arrangements for the location, speakers and volunteers needed for each of these events.

**c. Plans and Finances Committee.** The Plans and Finances Committee shall be responsible for overseeing implementation of CRA's Strategic Plan and the Annual Budget adopted by the Directors. The committee shall review all financial reports and shall advise the Directors on CRA's fiscal condition.

**d. Nominating and Board Development Committee.** The Nominating and Board Development Committee shall be responsible for actively seeking and nominating candidates to become Directors and Officers of CRA. The committee shall recommend seminars, workshops, materials and other opportunities for Directors to enhance their knowledge about non-profit organizations. The committee shall also propose nominees for election of Officers and Directors.

The committee shall consist of no less than three (3) members. The committee should include at least one Director in office and, if possible, at least one recent past President of CRA, and it should exclude the President.

The committee shall endeavor to present nominations for office in CRA, which present a balance among the various areas of dispute resolution represented by CRA members and which fulfill the diversity policy set forth in Section 2.2 of these Bylaws. The committee shall prepare a slate of candidates to be voted on by the membership. A majority of the Directors must approve the slate before it is submitted to the membership for voting. Nominations for office shall also be accepted from the floor at the time of election once the membership has reached twenty-five (25) in number.

**e. Communications Committee.** The Communications Committee shall be responsible for keeping the members informed about CRA's activities and issues through publication of a newsletter and upkeep of the website. The committee shall provide information to the media and the general public about CRA.

**f. National Issues Committee.** The National Issues Committee shall be responsible for keeping the Directors informed about national ADR activities, programs and issues that impact CRA. The committee shall monitor issues and developments at the state and national levels that affect the ADR profession and are of interest and importance to CRA's members.

**g. International Networking.** The International Networking Committee shall be responsible for establishing contacts for CRA with ADR professionals in Asia, the Pacific Basin, South America and globally, which can expand international opportunities for members. The committee shall establish CRA's reputation for expertise in the Asia and Pacific Ocean Region.

## **ARTICLE X: No Personal Liability; Insurance**

**Section 10.1 No Personal Liability.** The members, Directors, and Officers of the corporation shall not be personally liable for any debt, liability, or obligation of CRA. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against CRA may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

**Section 10.2. Liability Insurance.** CRA shall purchase and maintain Directors and Officers Liability Insurance to cover the Directors and Officers of CRA. If it should establish an office, hire one or more employees or engage in other activities that may substantially increase the risk of potential legal action or liability, the corporation shall consider the additional purchase of general liability insurance.

## **ARTICLE XI: Amendments**

**Section 11.1 Amending the Articles of Incorporation and Bylaws.** The members may amend CRA Articles of Incorporation and these Bylaws to include or omit any provision that could lawfully be included or omitted at the time such amendment is adopted.

**a. Amendment/Restatement of Articles of Incorporation.** Subject to paragraph c, below, entitled Amendment Terminating or Canceling Members and as otherwise provided in the Articles of Incorporation or these Bylaws, to amend or restate the Articles of Incorporation, the Board shall adopt a resolution setting forth the proposed amendment/restatement and directing that it be voted upon by the members entitled to vote on the matter at an annual or special meeting of members. Written notice shall then be given to each member entitled to vote along with the proposed amendment/restatement or a summary of the changes and indicating the purpose of the meeting within the time and in the manner required in these bylaws for giving meeting notice to members. The proposed amendment shall be adopted by receiving at least two-thirds (2/3) of the votes, which members present at the meeting or by proxy (if allowed) are entitled to cast.

**b. Amendment of Bylaws.** Subject to paragraph c, below, entitled Amendment Terminating or Canceling Members and as otherwise provided in the Articles of Incorporation or these Bylaws, the members may alter, amend, or repeal the Bylaws or adopt new Bylaws by an affirmative vote of not less than two-thirds (2/3) of the votes, which members present at the meeting or by proxy (if allowed) are entitled to cast.

**c. Amendment Terminating or Canceling Members.** Any amendment to the Articles of Incorporation or the Bylaws, which would terminate all or any class of members or redeem or cancel all memberships or any class of members shall be approved by the members by the following procedure:

- (1) Before adopting a resolution proposing such amendment, the Board shall give notice of the general nature of the amendment to the members.
- (2) After adopting a resolution proposing such amendment, the board shall give notice to the members proposing the amendment, and the notice shall include one or more statements of up to five hundred (500) words opposing the amendment if such statement is submitted by any five (5) members, or by members having three percent (3%) or more of the voting power, whichever is less. The notice must be given within twenty (20) days from the time the board has voted to submit the amendment to the members for approval. CRA shall pay for the production and

postage.

- (3) The proposed amendment shall be approved by the members, whether through attendance or proxy (if allowed), by two-thirds (2/3) of the votes cast by each class present at the meeting at which the amendment is voted upon.

Sections 3.6 and 7.1.b of these Bylaws requiring a fair and reasonable procedure for removal or revocation of membership, shall not apply to any amendment meeting the requirements of this section.

## **ARTICLE XII: State Oversight and Required Notices to State Attorney General**

**Section 12.1 Notice to Attorney General of Commencement of Proceeding.** The State Attorney General shall be given written notice of the commencement of any proceeding that Chapter 414D (Hawaii Nonprofit Corporations Act) of the Hawaii Revised Statutes authorizes the State Attorney General to bring but that has been commenced by another person. Notice shall be given within ten (10) days of the commencement of the proceeding.

**Section 12.2 Derivative Suits.** The complainants in any proceeding brought on behalf of CRA pursuant to Section 414D-90 (Derivative Suits) of the Hawaii Revised Statutes shall notify the State Attorney General within ten (10) days after commencing the proceeding.

**Section 12.3. Removal of Director by Judicial Proceeding.** If CRA or its members commence a proceeding under Section 414D-140 (Removal of Directors by Judicial Proceeding) of the Hawaii Revised Statutes, to remove any Director of CRA from office, they shall give the State Attorney General written notice of the proceeding within ten (10) days of its commencement.

**Section 12.4. Merger of CRA.** CRA shall deliver to the State Attorney General notice, including a copy of the proposed plan of merger, at least twenty (20) days before the consummation of any merger pursuant to Paragraph (a)(4) of Section 414D-211 (Limitations on Merger By Public Benefit Corporation) of the Hawaii Revised Statutes.

**Section 12.5. Sale of Assets Other Than In Regular Course of Activities.** CRA shall give written notice to the State Attorney General twenty days before it sells, leases, exchanges, or otherwise disposes of all, or substantially all, of its property if the transaction is not in the regular course of its activities, unless the State Attorney General has given CRA a written waiver of Paragraph (i) of Section 414D-222 (Sale of Assets Other Than In Regular Course of Activities) of the Hawaii Revised Statutes.

**Section 12.6. Intent to Dissolve CRA.** CRA shall give the State Attorney General written notice that it intends to dissolve before the time it delivers the articles of dissolution to the Director of Commerce and Consumer Affairs of the State of Hawaii. The notice shall include a copy or summary of the plan of dissolution. No assets shall be transferred or conveyed by CRA as part of the dissolution process until twenty (20) days after it has given the written notice to the State Attorney General or until the State Attorney General has consented in writing to the dissolution, or indicated in writing that the State Attorney General will take no action in respect to, the transfer

or conveyance, whichever is earlier. When all or substantially all of the assets of CRA have been transferred or conveyed following approval of dissolution, the Board shall deliver to the State Attorney General a list showing those (other than creditors) to whom the assets were transferred or conveyed. The list shall indicate the addresses of each person (other than creditors) who received assets and indicate what assets each received.

**Section 12.7. Procedure for Judicial Dissolution.** A person other than the State Attorney General who brings an involuntary dissolution proceeding for CRA, within ten (10) days of its commencement, shall give written notice of the proceeding to the State Attorney General.

### **ARTICLE XIII: Notice – General Provisions**

**Section 13.1 Notice.** Notice may be oral or written.

**Section 13.2 How Communicated.** Notice may be communicated in person; by telephone, telegraph, teletype, or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

**Section 13.3 Effectiveness of Oral Notice.** Oral notice is effective when communicated if communicated in a comprehensible manner.

**Section 13.4 Effectiveness of Written Notice to Members.** Written notice to members, if in a comprehensible form, shall be effective when mailed, if mailed postpaid and correctly addressed to the member's address shown in CRA current record of members.

**Section 13.5 Effectiveness of Written Notice.** Except as provided in Section 13.4 of these Bylaws, written notice, if in a comprehensive form, is effective at the earliest of the following:

- a. When received;
- b. Five (5) days after its deposit with the United State Postal Service, as evidenced by the postmark; provided the notice is mailed with the correct address and with first class postage affixed; or
- c. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

**Section 13.6 Correctly Addressed Written Notice.** Written notice is correctly addressed to a member if addressed to the member's last known address shown in CRA's current list of members.

**Section 13.7 Other Written Notice.** A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's last known address shown in CRA's current list of

members, or in the case of members who are residents of the same household and who have the same address in CRA's current list of members, if addressed or delivered to one of the members, at the last known address appearing on the current list of members.

**Section 13.8 Written Notice to Corporations.** Written notice is correctly addressed to a domestic or foreign corporation (authorized to transact business in the State), other than in its capacity as a member, if addressed to its registered agent or to its secretary at its principal office shown in the most recent annual report filed with the Department of Commerce and Consumer Affairs of the State of Hawaii or, in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority.

**Section 13.9 Other Provisions.** If Section 9.4 of these Bylaws or any other provisions of these Bylaws prescribes notice requirements for particular circumstances, not inconsistent with this Article XIII, those requirements shall govern.

#### **ARTICLE XIV: Corporate Records**

**Section 14.1 Permanent Records.** CRA shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or Directors without a meeting, and a record of all actions taken by committees of the Board.

**Section 14.2. Accounting Records.** CRA shall maintain appropriate accounting records.

**Section 14.3. Record of Members.** CRA or its agent shall maintain a record of its members in a form that permits preparation of a list of the name and address of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.

**Section 14.4. Form of Records.** CRA shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

**Section 14.5. Records Kept at Principal Office.** CRA shall keep a copy of the following records at its principal office:

- a. Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
- b. Bylaws or restated bylaws and all amendments to them currently in effect;
- c. Resolutions adopted by its Board relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- d. Minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;
- e. All written financial statements furnished for the past three (3) years under Section 3.10 of these Bylaws.

- f. A list of the names and business or home addresses of its current Directors and Officers;  
and
- g. The most recent annual report delivered to the Department of Commerce and Consumer Affairs of the State of Hawaii.

I hereby acknowledge that the above Bylaws, consisting of fifteen (14) Articles and twenty-three (23) pages, were approved by the Members of CRA pursuant to Article 11 hereof, on \_\_\_\_\_.

DATE: \_\_\_\_\_

BY: \_\_\_\_\_  
Secretary of Conflict Resolution Alliance