

BYLAWS
OF
NA'I AUPUNI

ARTICLE I.
PURPOSE; NONPROFIT CHARACTER

Section 1.1 Purposes. The purpose of the Corporation shall be to assist in the non-political aspects of an election of delegates, 'Aha and ratification vote for the purpose of self-determination.

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

Section 1.3 Formation Background. By Action Item dated March 6, 2014, the Office of Hawaiian Affairs (OHA) authorized and approved the use of the Funds to enable Native Hawaiians to participate in a process through which a structure for a governing entity may be determined by the collective will of the Native Hawaiian people by transmitting the Funds to an entity that is independent of OHA and any apparatus of the State of Hawai'i. OHA initially invited nine Ali'i trusts, Royal societies and Civic organizations to discuss the development of this independent body. From that group of nine, the following three organizations, each represented by two individuals, continued the discussion: King Lunalilo Trust & Home (James Kuhio Asam and Michelle Nalei Akina), 'Ahahui Ka'ahumanu (Pauline Nakoolani Namuo and Geraldine Abbey Miyamoto) and Hale O Nā Ali'i O Hawai'i (Naomi Kealoha Ballesteros and Selena Lehua Schuelke). Eventually, the three organizations and the six individuals decided that the purpose of entity would be best served if the six individuals in their individual capacity and not as representatives of any organization should form and lead the independent entity by serving as directors of the Na'i Aupuni.

ARTICLE II.
PRINCIPAL OFFICE; PLACE OF MEETING; SEAL

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

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

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

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 Powers. The Board of Directors shall manage the property and business of the Corporation and shall have and may exercise all of the powers of the Corporation.

Section 3.2 Number; Election. There shall be a Board of Directors of the Corporation, to consist of not less than three (3) nor more than six (6) members. The number of Directors for the ensuing year shall be fixed by the Board of Directors at each annual meeting and the number so designated shall then be elected by ballot by the Board of Directors, to hold off until the next annual meeting and thereafter until their successors shall be duly elected, and the number of Directors may be decreased or increased by the Board of Directors at any special meeting and, in case the number is increased, the additional Directors shall be elected by ballot as if elected at an annual meeting.

Section 3.3 Chairman. The Board of Directors may appoint from among its members a Chairman who shall preside at all meetings, serve during the pleasure of the Board of Directors, and perform such other duties as may be assigned to him by the Articles of Incorporation, these Bylaws or the Board of Directors.

Section 3.4 Annual Meeting. A meeting of the Board of Directors shall be held annually, and the Board of Directors shall thereat elect the Officers of the Corporation for the ensuing year.

Section 3.5. Regular Meetings. The Board of Directors may establish regular meetings to be held in such places and at such times as it may from time to time by vote determine, and no further notice thereof shall be required.

Section 3.6 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) Directors.

Section 3.7 Notice of Meetings. Except as otherwise expressly provided, reasonable notice of any meeting of the Board of Directors shall be given to each Director (other than the person or persons calling the meeting and other than the person giving notice of the meeting) by the Secretary, or by the person or one of the persons calling the meeting, by advising the Director of the meeting by word of mouth or by telephone or by leaving written notice thereof with him or at his residence or usual place of business. Such written notice shall be mailed not less than five (5) days prior to the date of the meeting. Nonreceipt by a Director of any written notice of a meeting mailed to such Director shall not invalidate any business done at the meeting while a quorum is present.

Section 3.8 Waiver of Notice.

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

(b) The presence at any meeting of any Director shall be the equivalent of a waiver of the requirement of the giving of notice of said meeting to such Director, unless the Director, at the beginning of the meeting or prior to the vote on a matter not properly noticed, objects to the lack of notice and does not thereafter vote or assent to the objected action.

Section 3.9 Quorum. A majority of the total number of Directors at which the Board of Directors has been fixed shall constitute a quorum to transact business, and, in order to valid, any act or business must receive the approval of a majority of such quorum. A vacancy or vacancies in the membership of the Board of Directors shall not affect the validity of any action of the Board of Directors, provided there is present at the meeting a quorum of all the Directors at which the Board of Directors has been fixed.

Section 3.10 Adjournment. Any meeting of the Board of Directors, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting. Such adjournment may be to such time and to such place as shall be determined by a majority of the Board of Directors present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

Section 3.11 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors with respect to the subject matter thereof and filed with the records of the meetings of the Board of Directors. Such consent shall have the same effect as a unanimous vote of the Board of Directors and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs.

Section 3.12 Removal; Withdrawal; Admission. Any Director may be removed as a Director of the Corporation, with or without cause, by the affirmative vote of all Directors at the time of such vote (which shall not include any Director whose removal is subject of such vote). Any Director may withdraw from the Corporation at any time upon giving prior written notice to the Secretary. Additional Directors may be elected or appointed as set forth in these Bylaws.

Section 3.13 Permanent Vacancies. If any permanent vacancy shall occur in the Board of Directors through death, resignation, disqualification, removal or other cause other than temporary absence, illness or disability, the remaining Directors, by the affirmative vote of a majority of all remaining members of the Board of Directors, may elect a successor Director to hold office for the unexpired portion of the term of the Director whose place shall be vacant.

Section 3.14 Temporary Vacancies, Substitute Directors. If any temporary vacancy shall occur in the Board of Directors through the sickness or disability of any Director, the remaining Director, whether constituting a majority or a minority of the whole Board of Directors, may by the affirmative vote of a majority of such remaining Directors appoint some person as a substitute Director, who shall be a Director during such absence, sickness or disability and until such Director shall return to duty or the office of such director shall become permanently vacant.

Section 3.15 Proxies. Voting by proxy may be permitted at any meeting of the Board of Directors or of any committees, boards or bodies created by the Board of Directors.

Section 3.16 Procedure. The Board of Directors shall fix its own rules of procedure which shall not be inconsistent with these Bylaws.

ARTICLE IV. OFFICERS AND MANAGEMENT

Section 4.1 Appointment, Term, Removal. The Officers of the Corporation shall be the President, [one or more Vice Presidents,], the Secretary, the Treasurer, and in addition thereto, one or more Assistant Secretaries, one or more Assistant Treasurers and such other Officers, with such duties, as the Board of Directors shall from time to time determine. The Officers shall be elected annually by the Board of Directors at its annual or a special meeting and shall hold office at the pleasure of the Board of Directors until the next annual meeting and thereafter until their respective successors shall be duly elected or appointed and qualified. [Each Officer must be a Director of the Corporation.] Any person may hold more than one office. The Board of Directors may, in its discretion, from time to time limit or enlarge the duties and powers of any officer appointed by it.

Section 4.2 The President. The President shall be the Chief Executive Officer of the Corporation. In the absence of the Chairman of the Board of Directors, or if no Chairman of the

Board of Directors shall have been appointed, the President shall preside at all meetings of the Board of Directors, and may call special meetings of the Board of Directors at his discretion and shall call annual meetings of Board of Directors, as provide by these Bylaws. Subject to the discretion and control of the Board of Directors, the President shall:

- (a) be in personal charge of the principal place of the Corporation;
- (b) have the general management, supervision and control of all of the property, business and affairs of the Corporation, prescribe the duties of the managers of all branch offices, and exercise such other powers as the Board of Directors may from time to time confer upon him; and
- (c) subject to approval of the Board of Directors, appoint heads of departments and generally control the engagement, government and discharge of all employees of the Corporation, and fix their duties and compensation.

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

(d) The Vice President or Vice Presidents. The Vice President or Vice Presidents shall, in such order as the Board of Directors shall determine, perform all of the duties and exercise all of the powers of the President provided by these Bylaws or otherwise during the absence or disability of the President or whenever the office of the President shall be vacant, and shall perform all other duties assigned to him or them by the Board of Directors or the President. The Board of Directors may designate one of the Vice Presidents as Executive Vice President and the Vice President so designated shall be first in order to perform the duties and exercise the power of the President in the absence of that Officer.

Section 4.3 The Secretary. The Secretary shall attend all meetings of the Board of Directors, and shall record the proceedings thereof in the minute book or books of the Corporation. He shall give notice, in conformity with these Bylaws, of meetings, where required, of the Board of Directors. In the absence of the Chairman of the Board of Directors and of the President and the Vice President, or the Vice Presidents if there be more than one, he shall have power to call such meetings and shall preside thereat until a President Pro Tempore shall be chosen. The Secretary shall perform all other duties. incident to his office of which may be assigned to him by the Board of Directors or the President.

Section 4.4 The Treasurer. The Treasurer shall have custody of all of the funds, notes, bonds and other evidences of property of the Corporation. He shall deposit or cause to be deposited in the name of the Corporation all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be designated by the Board of Directors. He shall make such disbursements as the regular course of the business of the

Corporation may require or the Board of Directors may order. He shall perform all other duties incident to his office or which may be assigned to him by the President or the Board of Directors.

Section 4.5 Absence of Officers. In the absence or disability of the President and Vice President, or Vice Presidents if there be more than one, the duties of the President (other than the calling of meetings of the Board of Directors) shall be performed by such persons as may be designated for such purpose by the Board of Directors. In the absence or disability of the Secretary and of the Assistant Secretary, or Assistant Secretaries if more than one, or of the Treasurer and the Assistant Treasurers, if more than one, the duties of the Secretary or Treasurer, as the case may be, shall be performed by such person or persons as may be designated for such purposes by the Board of Directors.

ARTICLE V. REMOVALS

The Board of Directors may at any time remove from office or discharge from employment any Officer, subordinate Officer, agent or employee appointed by it or by any person under authority delegated by it, whenever, in their judgment, the best interests of the Corporation will be served thereby. The number of votes cast to remove a Director must be sufficient to elect the Director at a meeting to elect Directors.

ARTICLE VI. AUDIT OF BOOKS

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

ARTICLE VII. EXECUTION OF INSTRUMENTS

Section 7.1 Proper Officers. Except as hereinafter provided or as required by law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, bills of exchange, order for the payment of money, licenses, endorsements, powers of attorney, proxies, waivers, consents, returns, applications, notices, mortgages and other instruments or writings of any nature, which require execution on behalf of the Corporation, shall be signed by (a) the President or one of such officers and (b) a Vice President, the Secretary or the Treasurer. The Board of Director may from time to time authorize any such documents, instruments or writings to be signed by such Officers, or any one of them, in such manner as the Board of Directors may determine.

Section 7.2 Facsimile Signatures. The Board of Directors may, from time to time by resolution, provide for the execution of any corporate instrument or document, including but not

limited to checks, warrants, letters of credit, drafts and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall set forth in any such resolution.

Section 7.3 Funds. All funds of the Corporation are to be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

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

Section 8.1 Books and Records. The Corporation must keep correct and complete books and records of account of the Corporation and minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board of Directors, and it must keep at its registered office or principal office in the State a record of the names and addresses of the Directors. All books and records of the Corporation may be inspected, upon written demand, by any Director or Director's agent or attorney for any proper purpose at any reasonable time. Demand of inspection other than at a meeting must be made in writing upon the President, the Secretary, or any other officer designated by the Board of Directors.

Section 8.2 Inspection of Bylaws. The Corporation must keep in its principal office for the transaction of business a copy of the Bylaws of the Corporation as amended or otherwise altered to date, to be open to inspection by the Directors at all reasonable times during office hours.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Corporation is such as may be from time to time established by resolution by the Board of Directors.

ARTICLE X. AMENDMENT TO BYLAWS

The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority vote of the Directors present at any meeting of the Board of Directors at which a quorum is present or by the written consent of such Directors.

ARTICLE XI. DEFINITIONS

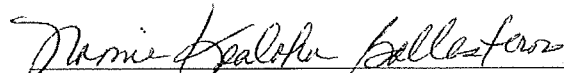
The word "**person**" or any pronoun used in place thereof, where the context so requires or admits, includes and means individuals, firms, corporations, partnerships, and associations. The singular includes and means the plural, or vice versa. Masculine, feminine, and neuter genders include or interchange each of the genders as the context implies or requires.

CERTIFICATE OF SECRETARY

I certify:

1. I am the Secretary of NA'I AUPUNI.
2. The attached Bylaws are the Bylaws of the Corporation adopted by the Board of Directors at a meeting held on February 16, 2015.

DATED: 2-23-2015, 2015.



Naomi Kealoha Ballesteros
Secretary