

Pure KNF Foundation

By-Laws

ARTICLE I

Construction

- Section 1.1 Incorporation. The name of the Association shall be Pure KNF Foundation, hereinafter referred to as the "Corporation," as incorporated in the State of Hawaii on September 17, 2019.
- Section 1.2 Non-profit. The Corporation shall be autonomous and shall possess all the powers permitted to nonprofit organizations under the laws of the state of Hawaii.
- Section 1.3 Grammar. The masculine pronoun, as used hereinafter, shall mean the masculine or feminine, wherever applicable.

ARTICLE II

Purpose, Mission and Activities

- Section 2.1 Purposes. The Corporation is organized exclusively for the purposes set forth in the Articles of Incorporation.
- Section 2.2 Mission. We exist to restore life through microbial awareness, education and action.
- Section 2.3 Activities. The activities of the Corporation shall be those necessary and appropriate to accomplish the purposes of the Corporation as stated in the Articles of Incorporation, including but not limited to:
1. Encouraging and maintaining a spirit of cooperation among its members to aid the expansion of natural and sustainable agriculture, ecosystem revitalization, and scientific exploration using indigenous microorganisms and locally available agro by-products as espoused by Nature and the many recognized innovators of Natural Farming.
 2. Pursuing education, research and promotion of natural farming methods and products.
 3. Fostering and maintaining a venue for the assessment and maintenance of quality natural farming practices and products aggregated and approved as best practices.
 4. Cooperating with State and Federal agencies for the overall promotion and welfare of natural farming practices.
 5. Cultivating, supporting and empowering localized leadership to spread natural farming technology world wide.

ARTICLE III

Offices

- Section 3.1 Principal Office. The principal office of the Corporation shall be at 27-479 Onohi Loop, Papaikou, in the State of Hawaii as the Board of Directors shall from time to time determine.
- Section 3.2 Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Hawaii required by Hawaii law. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE IV

Members

- Section 4.1 Qualification of Members. The Board of Directors may from time to time prescribe the qualifications and requirements for membership and shall have the power to create classes of membership conferring such rights and privileges and imposing such obligations as may from time to time be determined by the Board of Directors.
- Section 4.2 Admission of Members. There are currently three categories of membership as follows:
1. General Membership: Any natural person who provides support to the natural farming community shall be eligible to apply for general membership. General membership will be granted when approved by a majority vote of the Board of Directors present at any Board meeting and payment of annual dues in the amount established from time to time by the Board of Directors.
 2. Associate Membership: Any individual or entity interested in the welfare of the natural farming community, shall be eligible for associate membership upon the payment of annual dues in the amount established from time to time by the Board of Directors.
 3. Honorary Membership: Any natural person who has advanced the general welfare of the Corporation may be selected for honorary membership by a majority vote of the Board of Directors present at any Board meeting. Honorary members shall be exempt from paying dues.
- Section 4.3 Right of Members to Vote. Each general member shall be entitled to one vote on each matter submitted to a vote of the membership. Associate and Honorary members are not entitled to vote on any matter.
- Section 4.4 Right of Members to Hold Office. Only general members are entitled to hold any directorship or office, subject to further qualifications as specified in these By-Laws.
- Section 4.5 Membership Dues. Dues are payable on the date of joining, and subsequently, annually from that date. Any member whose annual dues remain unpaid for 90 days shall be deemed to have resigned upon the due date thereof. Membership dues are non-refundable.
- Section 4.6 Resignation and Expulsion. Any member may resign by filing a written resignation with the Secretary and upon receipt is effective immediately. The Board of Directors, by affirmative vote of a majority of all members of the Board, may suspend or expel members for cause in a fair and reasonable manner.

ARTICLE V

Meetings of Members

- Section 5.1 Annual Meeting. The annual meeting of members shall be held each year, at such a time and place as the Board of Directors determines for the purpose of electing directors and transacting such other business as may come before the meeting.
- Section 5.2 Special Meetings. Special meetings of the members for any purpose or purposes may be held at any time upon the call of the President, upon the call of any two directors, or upon the written request of one-fourth (1/4) of the members entitled to vote thereat.
- Section 5.3 Notice of Meetings. Notice of all meetings, annual or special, stating the place, day and hour of the meeting and whether it is annual or special, and in case of a special meeting stating the purpose or purposes thereof, shall be given by the Board of Directors not less than seven (7) nor more than forty-five (45) days in advance of the meeting, in person or by mail, telephone, electronic mail or facsimile.
- Section 5.4 Voting. Ten percent (10%) of the members entitled to vote on a matter shall constitute a quorum. When a quorum is present at any meeting the vote of a majority of the members present shall, except where a larger vote may be required by law or these By-Laws, decide any question brought before the meeting. The vote of each member must be cast in person or by proxy. The procedure for voting by proxy will be established by the Board of Directors.

ARTICLE VI

Board of Directors

- Section 6.1 Powers. The corporate powers of the Corporation shall be vested in its Board of Directors to the fullest extent permitted by the laws of the State of Hawaii. As used herein, "Board means Board of Directors. The Board shall have general charge of the affairs, funds, and property of the Corporation, and shall have full power, and it shall be their duty, to enforce the By-Laws.
- Section 6.2 Composition, Number and Qualifications of Directors. There shall be a minimum of three (3) directors, who shall be elected at the Annual Meeting of the Corporation by a vote of the general members. The number of directors shall be determined by the Board of Directors prior to the annual meeting. Candidates for the Board must be general members of the Corporation. At least fifty-one (51) percent of the Board of Directors must be residents of the State of Hawaii.
- Section 6.3 Election. The directors shall be elected at the annual meeting of the members of the Corporation by secret ballot. The Board of Directors or an ad hoc committee appointed by the Board shall present nominees for director(s) to the general membership prior to the annual meeting. Any general member may nominate additional candidates for director(s) at the annual meeting. The nominee(s) who receive the most votes will be considered elected as director(s). In the event of a tie, the general membership shall vote again on those candidates with an equal number of votes, in the event that the number of directors becomes less than the number established by the Board of Directors, the Board by majority vote may elect a general member of the Corporation to complete the term of a vacant position.
- Section 6.4 Terms of Office. Terms begin with the annual meeting. Directors shall be elected for a term of two years, except for those elected at the initial annual meeting of the members, of which at least forty (40) to sixty (60) percent of the directors shall be elected to serve for 3 years. All directors shall hold office until their respective successors are elected. Directors may be removed from office by a vote of at least two-thirds (2/3) of the Board of Directors.
- Section 6.5 Vacancies. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of directors, the Board may proceed to elect a director, or directors to serve until the next annual meeting of members. When for such purpose a director has been elected for less than a full term, such part term shall be disregarded with respect to his qualifications for re-election for additional consecutive terms.
- Section 6.6 Regular Meetings. Regular meetings of the Board of Directors may not be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice thereof. There shall be at least one annual meeting of the Board.
- Section 6.7 Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two directors.
- Section 6.8 Notice. The Secretary shall give notice of each meeting of the Board in writing by mailing the notice not less than seven (7) days before the meeting or by giving notice personally, by telephone, telegraph, electronic mail or FAX not less than twenty-four (24) hours before the meeting. The failure by the Secretary to give such notice or by any director to receive such notice shall not invalidate the proceedings of any meeting at which a quorum of the directors is present.
- Section 6.9 Quorum. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. A Board member may participate in the meeting either telephonically or in person for purposes of the quorum and any action taken at the meeting. In the absence of a quorum at the place, date and time of a meeting duly called, the presiding officer or a majority of the Directors present may adjourn the meeting from time to time without further notice and may convene or reconvene the meeting when a quorum shall be present. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a vote if all of the Directors then in office consent to the action by telephone and file within two weeks a written consent with the records of the next meeting of the Board of Directors. Such written consent shall be treated for all purposes, as votes at a duly convened meeting of the Board of Directors.
- Section 6.10 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent or refusal to vote is entered into the minutes of the meeting or unless the director files a written dissent to such action with the Secretary of the Corporation in person or by certified mail immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- Section 6.11 Committees. The Directors may from time to time establish standing or ad hoc committees as they shall determine to be necessary or appropriate for the conduct of the Corporation's business.

- Section 6.12 Special Committees. The Board of Directors, by resolution adopted by the Board, may designate and appoint one or more special committees, which committees, to the extent provided in the resolution, shall have and exercise all the authority of the Board, except that no committee shall have the authority of the Board in reference to:
1. Amending, altering or replacing these By-Laws,
 2. Electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation;
 3. Amending the Articles of Incorporation, restating Articles of Incorporation;
 4. Adopting a plan of merger or adopting a plan of consolidation with another corporation;
 5. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation,
 6. Authorizing the voluntary dissolution of the Corporation or revoking proceedings thereof;
 7. Adopting a plan for distribution of the assets of the Corporation; or
 8. Amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the committee.

Nothing in subsections (1) to (8) above shall prohibit any special committee, if properly authorized by the Board and not prohibited by the By-Laws, from engaging in any sale, lease, exchange, mortgage, pledge or distribution of any asset of the Corporation in the normal course of the Corporation's business. The designation and appointment of any such special committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon the Board by law. Each special committee shall keep regular minutes of each of its meetings and report the same to the Board at the next meeting of the Board following such committee meeting: except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at the second meeting of the Board following such committee meeting.

- Section 6.13 Forming and Dissolving a Committee. Any member wanting to form a committee may do so upon two-thirds majority Board approval. Any member wanting to join a preexisting committee may do so upon approval of the committee's chair as well as the Board of Directors by vote. Special committees will dissolve upon completion at an appointed date in time, while standing committees will require a vote from the board to dissolve.

ARTICLE VII

Officers

- Section 7.1 Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be determined by the Board.
- Section 7.2 Qualifications. All officers must be current elected members of the Board of Directors.
- Section 7.3 Election. The officers of the Corporation shall be elected annually by the directors immediately following the annual membership meeting. Each officer shall hold office until the next annual membership meeting and until his successor shall have been elected and qualified. The Board of Directors, by affirmative vote of a majority of all members of the Board, may remove any officer at anytime.
- Section 7.4 President. The President shall direct and administer the affairs of the Corporation as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. He shall also be an ex officio member of all committees. He shall normally preside at all meetings of the Board of Directors and at meetings of the membership.
- Section 7.5 Vice-President. The Vice-President shall assist the President in carrying out his duties. In the absence of the President, the Vice President shall direct and administer the affairs of the Corporation and supervise all phases of its activities, subject to instructions by the Board.
- Section 7.6 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall exercise general supervision over the receipt, custody, and disbursement of funds. The Treasurer shall submit financial reports to the Board, which will, from time to time, be subject to internal audit as determined by the Board.
- Section 7.7 Secretary. The Secretary shall keep the minutes of all meetings of the members and the Board. The Secretary shall keep or cause to be kept a register showing the names of the members, Directors and officers with their addresses, phone numbers and electronic mail addresses, and other pertinent contact information. The register shall be available for inspection by any member for the purpose of communication with other members concerning Corporation business at the site of the meeting or the Corporation's office. The Secretary shall give notice in conformity with the By-Laws of all meetings of the members and the Board. The Secretary shall also perform all duties assigned by the President or the Board.
- Section 7.8 Subordinate Officers. The Board of Directors may elect such subordinate officers, including Assistant Treasurers, Assistant Secretaries and Committee Chairmen as may be deemed proper, who shall serve at the pleasure of the Board and who shall have such powers and duties as may be assigned to them by the Board.

Section 7.9 Vacancies. If by reason of resignation or death, or for any other reason, vacancies exist, the Board of Directors must by a majority vote proceed to elect officers to serve until the next annual membership meeting.

ARTICLE VIII

Disbursements and Contributions

Section 8.1 Disbursements. Disbursements of the funds of the Corporation for the purposes for which it is organized shall be made by the Board at its discretion.

Section 8.2 Limitations on Disbursements. The Board shall not make any disbursements of contributions of the funds or assets of the Corporation to or for the benefit, directly or indirectly, of any members, director, or officer of the Corporation, except for reasonable payment for services actually rendered to the Corporation by such member, director or officer as an employee or independent contractor of the Corporation.

Section 8.3 Fundraising. All fundraising on behalf of the Corporation shall be approved of by the Board. The Board may accept or reject on behalf of the Corporation any donation, contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 8.4 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Section 8.5 Use of Public Funds. The Corporation shall not use public funds for purposes of entertainment or perquisites. Any expending governmental agency shall have full access to records, reports, files, and other related documents in order that the program, management, and fiscal practices of the Corporation may be monitored and evaluated to assure the proper and effective expenditure of public funds.

ARTICLE IX

Parliamentary Authority

In procedural matters not covered by these By-Laws, Robert's Rules of Order shall govern. However, the Board may also elect to suspend Robert's Rules of Order by the affirmative vote of two-thirds (2/3) of all Board members then in office.

ARTICLE X

Miscellaneous

Section 10.1 Inspection of By-laws. The Secretary shall keep the original or a copy of the By-Laws as amended, certified by him, which shall be open to inspection by the members at all reasonable times.

Section 10.2 Corporate Records. The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its members, Board of Directors and Special Committees, and a record giving the names and addresses of the members entitled to vote. The books of account and minutes of proceedings of the members and directors shall be open to inspection upon the written demand of any member, at any reasonable time, and for a purpose reasonably related to his interests as a member, and shall be exhibited at any time when required by the demand of a majority of the members.

Section 10.3 Handling of Funds. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board; providing that any check in excess of five hundred dollars (\$500.00) shall be signed by the Treasurer and countersigned by any Other officer of the corporation duly authorized. An officer shall not sign a check reimbursing himself.

Section 10.4 Execution of Contracts. The Board may authorize an officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or pledge its creditor to render it liable for any purpose or to any amount.

Section 10.5 Auditor. The Board may at any meeting appoint a person, firm or corporation engaged in the business of auditing to act as the auditor of the Corporation. No director or officer shall be eligible to serve as auditor of the Corporation.

Section 10.6 Neptotism. It shall be the policy of this Corporation to comply with the requirements of Hawaii State Law, and to adopt policies against Neptotism. "Neptotism shall generally mean the appointment of persons to positions on the basis of their blood or marital relationship to the appointing authority rather than on merit or ability. No two or

more members of a family or kin of the first or second degree shall be employed or under contract by this Corporation or serve on the Board of Directors unless specifically permitted in writing by the Board of Directors.

Section 10.7 Conflict of Interest. It shall be the policy of this Corporation to comply with the requirements of Hawaii State Law, and to adopt policies against Conflict of Interest. "Conflict of Interest shall mean shall a substantial probability that action taken by an individual will result in measurable direct benefits accruing to the individual as opposed to benefits accruing in general to an industry". No director shall vote on any matter in which said director has an interest, nor shall said director be present at any portion of a meeting of the Board of Directors in which the directors consider a conflict of interest by said director. No officer shall undertake any action on behalf of the Corporation in which said officer has an interest unless said officer has first made written disclosure of the conflict of interest in writing to the Board of Directors and the Board of Directors has given advance approval for said action. All issues relative to a conflict of interest or perception of a conflict of interest shall be determined by the Board of Directors.

Section 10.8 Action without meeting and telephonic meetings. To the full extent permitted by law, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken by unanimous written or email consent of the Board or such committee, as the case may be, without such meeting. Unless prohibited by the Articles of Incorporation and subject to the provisions herein relating to notice, the members of the Board or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting.

Section 10.9 Nondiscrimination. There shall be no discrimination on the basis of race, color, religion, sex, sexual or gender orientation, national origin, ethnicity, marital status, age or handicap with regard to hiring, assignment, promotion or other conditions of staff employment, use of volunteers or delivery of client services. All other personnel actions in such areas as compensation, benefits, social and recreational programs and other agency sponsored activities shall also be administered without regard to race, color, religion, sex, sexual or gender orientation, national origin, ethnicity, marital status, age or handicap. This policy shall apply to membership on the Board of Directors and its duly authorized committees.

Section 10.10 Indemnification. The personal liability of directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under Hawaii law, including without limitation, to the fullest extent permissible under Chapter 414D of the Hawaii Revised Statutes, as amended from time to time. No repeal or amendment of this Article directly or by adoption of an inconsistent provision of these By-Laws will be effective with respect to the liability of a director for acts or omissions occurring prior to such repeal or amendment.

No director, officer, employee or other agent of the Corporation shall be liable to the Corporation for any loss or damage suffered by it on account of an action or omission by such person as a director, officer, employee, or other agent if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, unless with respect to an action or suit by or in the right of the Corporation to procure a judgment in its favor such person shall have been adjudged to be liable for misconduct in the performance of his duty to this Corporation.

Section 10.11 Annual Report. *An Annual Report summarizing the activities of the Foundation shall be prepared and published within 30 days after the conclusion of the operating year. This report shall include financial summaries, committee reports including a list of members of the committee during this operating period, a timeline of relevant events and activities of the Foundation, and future vision and objectives to be achieved by the Foundation for the coming year, and other relevant information. The Report shall be published on the Foundation website to be publicly available in a downloadable format. This report shall be the responsibility of the Board President to ensure timely delivery and accuracy of said report.*

ARTICLE XI

Amendments

Section 11.1 Amendments. These By-Laws may be amended at a regular or special meeting of the Board of Directors, by a two-thirds (2/3) vote of a quorum of the Directors where each director has been given a least Seven (7) days advance written notice that the business of the meeting will include amendment of the By-Laws. Any alteration, amendment or repeal of the By-Laws by the Directors must be ratified at the next meeting of members by the affirmative vote of a majority of the members present, provided that a quorum is present at such meeting, in order to be valid. Notwithstanding the above provisions of this Article XI any alteration, amendment, or repeal of a By-Law by the directors as provided for in this Article shall be valid and given full force and effect until the next meeting of members. In the case of any conflict between the Articles of incorporation and these By-Laws, the Articles shall control.

Adopted this 20th day of January, 2020 by unanimous vote of the Board of Directors.

