

AMENDED BYLAWS
OF
HAWAII ESTATE PLANNING COUNCIL

ARTICLE I

OFFICE AND SEAL

Section 1.1 Office. The principal office of the Corporation shall be at such place as the Board of Directors shall from time to time determine. The Corporation may have other offices, either within or without the State of Hawaii, as the Board of Directors may designate, or as the activities of the corporation may require from time to time.

Section 1.2 Seal. The corporation shall not have a seal.

Section 1.3 Corporation. The Corporation shall sometimes be referred to herein as the "Council" or the "Hawaii Estate Planning Council."

ARTICLE II

MEMBERS

Section 2.1 General. The members of the Corporation shall consist of all persons admitted to membership in accordance with these Bylaws. Membership in the Corporation shall be evidenced by the membership roll of the Corporation.

Section 2.2 Admission of Members. The power to admit and expel members shall be vested solely in the Board of Directors. The Board of Directors shall 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. The four (4) classes of membership are as follows:

A. Members. A candidate for membership shall be an individual who is licensed, certified, or chartered, as required, in one or more of the following designations: Attorney-At-Law, Certified Financial Planner, Certified Public Accountant, Chartered Financial Analyst, Chartered Financial Consultant, Chartered Life Underwriter and Trust Officer. Membership shall be restricted to professionals licensed, certified, or chartered, as required, in the said designations. As a prerequisite for admission as a member of the Corporation, a candidate shall submit a Membership Application along with the signatures of two (2) current members of the Corporation for consideration by the Board of Directors.

B. Corporate Members. A Corporate Membership status may be held by any

firm that either (i) has five (5) or more Council members in a given year; or (ii) has paid the equivalent of (5) or more Council membership fees in a given year. Each Corporate Member must designate the qualified individuals to be listed as Council members under the Corporate Membership each year. The Corporate Membership allows the Council members of the firm to substitute a guest for attendance at any Council meeting or event, according to the number of Council membership fees paid in a given year. The substitution of a guest for attendance at any Council meeting or event shall not confer any rights to such guest.

C. Associate Members. An Associate Member is an estate planning professional who does not qualify under one or more of the designations required for membership, as described above in Section 2.2.A. A candidate for Associate Membership must have substantial involvement in estate planning during three of the past five years. Associate Members shall not have voting rights, be on the Board or sponsor new members. Associate Members may serve on committees but may not serve as chairperson. As a prerequisite for admission as an associate member of the Corporation, a candidate shall submit a Membership Application along with the signatures of two (2) current members of the Corporation for consideration by the Board of Directors. Associate Members' membership renewal is subject to Board of Directors approval annually.

D. Honorary Members. An Honorary Member is an estate planning professional conferred honorary membership by the Board of Directors for their exemplary service over a significant period of time. An Honorary Member shall have voting rights, be able to hold office and sponsor new members. Honorary Members are not required to pay the membership fees.

Section 2.3 Fees. Members of the Corporation shall be required to pay fees, dues, fines, assessments, and any other charges to be or to remain members, except for Honorary Members, as described above in Section 2.2.D.. The amount of fees shall be determined annually by the Board of Directors.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1 Annual Meetings. The annual meeting of members shall be held in January each year at such time and place as the Board of Directors shall determine. The purpose of the annual meeting shall be electing directors and transacting other business as may come before the meeting.

Section 3.2 Monthly Meetings. Monthly meetings of members may be held during the months of February through November each calendar year for any purpose or purposes. Additional meetings shall be held at any time upon the call of the president, or upon the written request of seventy-five percent (75%) of the members entitled to cast votes at the monthly meeting.

Section 3.3 Place of Meetings. The Board of Directors may designate any venue as the place of meeting for any annual meeting or any monthly meeting of the members.

Section 3.4 Notice of Meetings. Written notice of all meetings, annual and monthly, shall state the place, day, and hour of the meeting and whether it is an annual or monthly meeting. Notice shall be given by U. S. First Class mail, postage prepaid or electronically by email or facsimile to each member at the member's address as it appears on the membership roll of the Corporation at least ten days before the meeting.

Section 3.5 Voting. At all meetings of members, every member entitled to vote shall have the right to vote in person or by written proxy. Elections of directors and officers may be conducted by mail if the Board of Directors decides to do so.

Section 3.6 Quorum. A quorum for a meeting shall be 25 members. A majority of the quorum shall act for the Corporation.

ARTICLE IV

MEMBERS OF THE BOARD OF DIRECTORS

Section 4.1 Number and Qualifications of Directors. The authorized number of directors of the Corporation shall be 16, in two classes: (a) officers and the immediate past president, and (b) rotating directors, who shall serve two year terms. Rotating directors may be elected to serve more than one two-year term. Candidates for the Board of Directors must be members of the Corporation. Each director shall give to the secretary the mailing address and any changes thereof to which notices shall be sent to the director.

Section 4.2 Election. The directors shall be elected at each annual meeting of the members of the Corporation by a majority of the members present.

Section 4.3 Term of Office. All directors shall hold office until their successors are elected.

Section 4.4 Vacancies. Permanent vacancies on the Board of Directors caused by death, resignation, removal, or other cause may be filled by a majority vote of the remaining directors present at the next regular meeting of the Board of Directors. Each director so elected shall hold office for the unexpired term of the director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing until the next election of directors.

Section 4.5 Removal. Any one or more or all of the directors may be removed from office with or without cause by the affirmative vote of 75 percent of the directors at any meeting called for such purpose.

Section 4.6 Reduction. No reduction of the authorized number of directors shall have the effect of shortening the term of any incumbent director.

Section 4.7 Liability. No director shall be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 4.8 No Compensation. Directors shall serve without remuneration. The Board of Directors may provide for reimbursement of all or part of directors' expenses of attending meetings of board of directors or committees.

Section 4.9 Conflicts of Interest. No director shall vote on any matter under consideration by the Board of Directors or committee in which the director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the director having the conflict of interest abstained from discussion and voting. Any director may request the Board of Directors to determine whether a conflict of interest exists in any matter. The Board of Directors shall resolve the question by a majority vote. The decision of the Board of Directors shall be determinative for all purposes.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 5.1 Powers. The corporate powers of this Corporation shall be vested in the Board of Directors to the fullest extent permitted by the laws of the State of Hawaii. The Board of Directors shall have general charge of the affairs, funds, and property of the Corporation. It shall be the duty of the Board of Directors to enforce the bylaws. The Board of Directors shall have the power to expel any member of the Corporation with or without cause.

Section 5.2 Duties. It shall be the duty of the directors to direct the affairs and activities of the Corporation. The Board of Directors may promulgate and enforce rules and regulations not inconsistent with law, the articles of incorporation, or these bylaws.

Section 5.3 Committees of the Board. A majority of the Board of Directors may appoint standing or other special committees consisting of one or more directors. A chair of the committee may be any member of the Board of Directors. The committees may exercise all powers of the Board of Directors, except as follows:

- (1) Amend or repeal the bylaws;
- (2) Elect, appoint, or remove any member of any committee or any director or officer of the Corporation;
- (3) Amend the articles of incorporation, restate articles of incorporation, adopt a plan of merger, or adopt a plan of consolidation with another corporation;
- (4) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;

- (5) Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
- (6) Adopt a plan for the distribution of the assets of the Corporation;
or
- (7) Amend or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended or repealed by committees

A. Standing Committees. The standing committees of the Corporation shall have the following duties and responsibilities:

(1) Membership. The Membership Committee is responsible for the following: (1) facilitate the membership application process, (2) maintain and produce the Membership Directory, (3) process the annual renewals of the membership, (4) obtain advertisements for the Membership Directory, (5) coordinate and display the logos of advertisers at regular, special and annual meeting, and (6) maintain the Corporation website. The Chair of the Membership Committee shall be appointed annually by the Board of Directors, preferably at the March regular meeting of the Board of Directors. The members of the Membership Committee shall consists of one or more directors and any members of the Corporation.

(2) Programs and Continuing Education. The Programs and Continuing Education Committee is responsible for coordinating the schedule of speakers and topics for the monthly meetings. It is the Corporation's aspiration to provide programs that qualify for Continuing Education credit for at least 4 of the monthly meetings. The Chair of the Programs and Continuing Education Committee shall be the Vice President of the Corporation. It is preferred that the members of the Programs and Continuing Education Committee shall consist of one or more directors and at least one member of the Corporation from each of the professional designations requiring Continuing Education credit. For example, if continuing education is required for attorneys-at-law, certified financial planners, and certified public accountants, each profession should be represented by one or more of such members of the Programs and Continuing Education Committee.

(3) Nominating Committee. The Nominating Committee shall provide a list of potential nominees to fill potential director or officer vacancies by the December meeting of the Board of Directors. The Nominating Committee shall consider maintaining a fair representation among the various professional designations for membership. The Chair of the Nominating Committee shall be the President of the Corporation and the members of the Nominating Committee shall consists of all the current officers (4) and one (1) director. The Nominating Committee shall present the proposed list of nominees for discussion and approval at the December regular meeting of the Board of Directors. The

Nominating Committee shall present the final list of nominees to the membership for election at the annual meeting in January.

(4) Events Committee. The Events Committee shall be responsible for coordinating events that promote the mission of the Hawaii Estate Planning Council. The Chair of the Events Committee shall be appointed annually by the Board of Directors.

B. Special Committees. A majority of the Board of Directors may appoint other special committees for a limited purpose consisting of one or more directors and any members of the Corporation.

ARTICLE VI

ACTIONS OF THE BOARD OF DIRECTORS AND COMMITTEES

Section 6.1 Regular Meetings. A regular meeting of the Board of Directors shall be held quarterly at the call of the president. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings. No notice other than such resolution need be given.

Section 6.2 Special Meetings. Special meetings of the Board of Directors or of a committee may be called by or at the request of the president or any committee chair. The person or persons authorized to call special meetings of the Board of Directors or the committee may fix any place within the State of Hawaii as the place for holding any special meeting of the Board of Directors called by them.

Section 6.3 Telephone/Video Conference Meetings. Subject to the provisions below regarding notice, members of the Board of Directors or any committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone, video conference 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 the meeting.

Section 6.4 Notice. The secretary shall give notice of each meeting of the Board of Directors. Notice shall be in writing and be mailed to the director's mailing address, registered pursuant to Section 4.1 of these bylaws, not less than three days before the meeting. Notice may also be given personally, by telephone, or electronically by email or facsimile not less than one day before the meeting. Notice may also be given as otherwise prescribed in advance by the Board of Directors. The failure of any director to receive notice shall not invalidate the proceedings of any meeting at which a quorum of directors is present. Notice need not be given to any director who shall, either before or after the meeting, sign a waiver of notice or who shall attend the meeting without protesting, prior to or at its commencement, the lack of notice. Except as otherwise provided by law, the Corporation's articles of incorporation or these bylaws, a notice or waiver of notice need not state the purposes of the meeting.

Section 6.5 Quorum and Adjournment. No director may be present at a meeting by proxy or cast an absentee ballot. A majority of the directors or committee members shall constitute a quorum for the transaction of business. No action taken other than the election of directors to fill permanent vacancies, as provided in these Bylaws, shall bind the Corporation unless it shall receive the concurring vote of a majority of the directors present when a quorum is present. In the absence of a quorum, the presiding officer or a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 6.6 Presumption of Assent. A director who is present at a meeting of the Board of Directors or any committee at which action on any matter is taken shall be presumed to have assented to the action. To dissent, the director's dissent or the director's withholding of the director's vote shall be entered in the minutes of the meeting. Alternatively, the director shall file a written dissent to the action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward the dissent by registered or certified mail to the secretary within two days after the date of the action. The right to dissent shall not apply to a director who voted in favor of the action.

Section 6.7 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or a committee may be taken without meeting if all of the directors or all the committee members consent in writing to the action. The consent may be signed at any time before or after the intended effective date of the action. The consent shall be filed with the minutes of the Board of Directors meetings or committee meetings and shall have the same effect as a unanimous vote. Notwithstanding anything to the contrary, any action taken by the Board of Directors or a committee by electronic mail communications shall be ratified at a regular or special meeting of the Board of Directors. For purposes of this Section, any action taken by electronic mail shall not be considered "written consent" in accordance with Hawaii Revised Statutes § 414D-144.

ARTICLE VII

OFFICERS

Section 7.1 Titles and Number. The officers of the Corporation shall consist of those whose titles are named in the articles of incorporation.

Section 7.2 Election and Term of Office. All officers shall be elected by the membership at the annual meeting and shall serve at the pleasure of the membership. All officers shall be subject to removal at any time without cause by the Board of Directors. The Board of Directors may, in its discretion, elect acting or temporary officers and may elect officers to fill vacancies occurring for any reason whatsoever, and may limit or enlarge the duties and powers of any officer elected by it. Officers must be members of the Corporation.

Section 7.3 President. The president shall preside at all meetings of the members and the Board of Directors. The president shall be the chief executive officer of the Corporation and shall have general charge and supervision of the Corporation. The president shall perform such other duties as are incident to the office or are required by the Board of Directors.

Section 7.4 Vice President. In the absence or disability or refusal to act by the president, the vice president, perform all of the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall have such powers and perform such other duties as from time to time may be prescribed by the president, the Board of Directors, or the bylaws.

Section 7.5 Secretary. The secretary shall keep the minutes of all meetings of the members and Board of Directors. The secretary shall keep or cause to be kept a register showing the names of the members, directors, and officers with their addresses. The secretary shall give notice in conformity with the bylaws of all meetings of the members and the Board of Directors. The secretary shall also perform all other duties assigned by the president or the Board of Directors.

Section 7.6 Treasurer. The treasurer shall be the chief financial officer of the Corporation and exercise general supervision over the receipt, custody, and disbursement of corporate funds. The treasurer shall perform all other duties assigned by the president or the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 No Liability. (a) No director or officer of the Corporation who serves without remuneration or expectation of remuneration shall be liable for damage, injury, or loss caused by or resulting from the person's performance of, or failure to perform, duties of any position to which the person was appointed, unless the person was grossly negligent in the performance of, or failure to perform, such duties.

(b) No director, officer, employee, or other agent of the Corporation and no person serving at the request of the Corporation as a director, officer, employee, or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir, devisee, or personal representative of any such person 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 gross negligence or misconduct in the performance of such person's duty to the Corporation.

Section 8.2 Indemnification Generally. The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director or officer of the Corporation or of any division of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person

in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, create a presumption that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 8.3 Suits by or in the Right of the Corporation. The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the Corporation or of any division of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable for gross negligence or misconduct in the performance of the person's duty to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses which the court shall deem proper.

Section 8.4 Effect of Success in Defense. To the extent that a person who is or was a director or officer of the Corporation or of any division of the Corporation, or a person serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.1 and 8.2, or in defense of any claim, issue, or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

Section 8.5 Authorization for Indemnification. Any indemnification under Sections 8.2 and 8.3 (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 8.2 or 8.3. The determination may be made:

- (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding;

(2) if a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Corporation;

(3) if a quorum of disinterested directors so directs, by a vote of a majority of the members who vote; or

(4) by the court in which the proceeding is or was pending upon application made by the Corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.

Section 8.6 Advances. Expenses incurred in defending any action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the person to repay the amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation as authorized in this article.

Section 8.7 Indemnification not Exclusive. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of the person.

Section 8.8 Insurance. The Corporation shall have, the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or other agent of the Corporation or of any division of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this article. Insurance may be procured from any insurance company designated by the Board of Directors, including any insurance company in which the Corporation shall have any equity or other interest, through stock ownership or otherwise.

ARTICLE IX

MISCELLANEOUS

Section 9.1 Inspection of Corporate Records. The Articles of Incorporation, these Bylaws, the books and records of account, and the minutes of proceedings of the members and the Board of Directors and each committee shall be open to inspection upon the written demand of any member or the demand of any director, at any reasonable time, and for any proper purpose, and shall be exhibited at any time when required by the demand of a majority of the members. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection may be made upon the president or secretary of the Corporation.

Section 9.2 Handling Funds. All checks, drafts, or other orders for payment of money, notes, or other evidences 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 of Directors.

Section 9.3 Execution of Contracts. The Board of Directors may authorize any 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 of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE X

AMENDMENT

Section 10.1 By Directors. These Bylaws may be amended or repealed by a majority of the total number of directors.

Section 10.2 By Members. These Bylaws may also be amended or repealed by a majority vote of all of the members.

ARTICLE XI

ARBITRATION

Section 11.1 Involving the Corporation. All disputes or claims for damages or other relief among or between the Corporation and any member, director, officer, employee, or agent of the Corporation shall be submitted to arbitration or another form of nonjudicial dispute resolution.

Section 11.2 Among Other Persons. All disputes or claims for damages or other relief among or between any member, director, officer, employee, or agent of the Corporation which relates to any matter involving the Corporation or the outcome of which could affect the Corporation shall be submitted to arbitration or another form of nonjudicial dispute resolution.

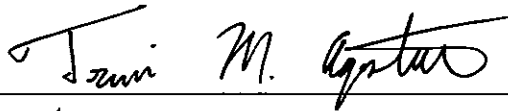
Section 11.3 Arbitration Rules. Unless the Board of Directors shall decide to the contrary, all disputes or claims for damages or other relief governed by Sections 11.1 or 11.2 of these Bylaws shall be arbitrated in accordance with the rules of the American Arbitration Association.

Section 11.4 Invalidity. In the event that any provision of Section 11.1 or 11.2 is declared invalid by a competent court, every dispute or claim for damages or other relief among or between the persons described in Section 11.1 and 11.2 shall be tried solely by a judge without a jury.

CERTIFICATE

The undersigned secretary of HAWAII ESTATE PLANNING COUNCIL hereby certifies that the foregoing Amended Bylaws were duly adopted by the unanimous vote of the members of the HAWAII ESTATE PLANNING COUNCIL at the Annual Meeting held on January 27, 2018 and that the same remain in full force and effect.

DATED: March 14, 2018.

A handwritten signature in black ink, appearing to read "Travis M. Agustin", written over a horizontal line.

Secretary
Travis M. Agustin