

**Annual Report**  
**Hawaiian Mission Children’s Society**  
**Hawaiian Mission Houses Historic Site and Archives**  
**2013**

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## **HMHHSA Mission Statement, Vision, and Theme**

### **Hawaiian Mission Houses Historic Site and Archives Adopted by the Board of Trustees, December 7, 2011**

#### **Vision**

Hawaiian Mission Houses Historic Site and Archives enriches our community by fostering thoughtful dialogue and greater understanding of the missionary role in the history of Hawai'i.

#### **Mission**

Hawaiian Mission Houses Historic Site and Archives preserves the heritage and interprets the stories of the American Protestant Missionaries, their descendants, and their relationships with the people and cultures of Hawai'i, connecting with contemporary life, and encouraging a deeper understanding and appreciation for the complex history that continues to shape Hawai'i.

#### **Main theme**

Collaboration between Native Hawaiians and the American Protestant missionaries resulted in, among other things, the introduction of Christianity, the creation of the Hawaiian written language, widespread literacy, the promulgation of the concept of constitutional government, making Western medicine available, and the evolution of a new and distinctive musical tradition.

#### **Organizational Values**

Hawaiian Mission Houses Historic Site and Archives' pre-eminent values include

- Fostering openness and dialogue about historical and contemporary issues;
- Honoring the legacy of language, literacy, and learning;
- Nurturing the importance of identity, family, and genealogy;
- Upholding our stewardship role in the care of the past for future generations;
- Listening and engaging with others with respect, humility, and authenticity; and
- Advancing the highest professional standards and fiscal responsibility.

## The Year 2013 in Review

### Calendar of Events and Public Programming

We completed an ambitious schedule of programs, and our audiences told us that our special event programming was outstanding! We surveyed each of our programs with attendees on SurveyMonkey.com (we retrieve emails for nearly all attendees). From Cemetery Pupu Theatre to *Twelf Nite O Wateva* and Ke Ala O Ka Hua Mele, ninety-eight to 100% of our audiences said they would return and recommend the programs to others. We also received many comments and emails praising the programs. For example, one prominent attendee wrote us later, saying, “I attended your recent production of “Twelf Nite o Wateva” with a group of family and friends and I just wanted to thank you for staging such a fantastic event for the community. Your staff created a venue that was both sophisticated and relaxing. I hope the summer theater program will be back next year and that it will continue to offer family-friendly, local work. What a delight, thank you.”

#### ***Ke Ala O Ka Hua Mele***

Ke Ala O Ka Hua Mele, a music and dance series exploring the history of Hawaiian music began during 2013. Each concert was preceded by a free panel discussion of the era of music and development of the genre. Aaron Mahi served as our humanities consultant for the series and assisted in developing the programs. Gene Kois of the Hula Preservation Society videotaped the panels and performances to preserve in their archives.

**#1 - Hula Kahiko, Mele a Oli: Pre-Contact Hawai`i** was discussed by panelists Kalena Silva, Sam Ohu Gon, Noenoe Zuttermeister, and Kalani Akana and then followed by performers Kumu Hula Pohai Souza & Halau Hula Kamamolikolehua, Kalani Akana, Kalena Silva, Sam Ohu Gon & Nā Wa`a Lālani Kāhuna o Pu`ukohola.

***Ke Ala O Ka Hua Mele #2 - Hīmeni and Nā Mele Ali`i*** explored ways in which the missionaries impacted the development of four-part harmony. Panelists were Kanani Kawika, Kalena Silva, Nola Nahulu, and performers were Nola Nahulu and the Kawaiaha`o Choir, Kawaiolaonapukanielo Vocal Ensemble and Hawai`i Youth Opera Chorus' Kuho'okahi Ensemble; George Kuo, Martin Pahinui, Aaron Mahi, Kumu Hula Michael Pili Pang & Hālau Hula Ka No'eau. The choirs sang in Kawaiaha`o Church while the other performances were on Kahua Ho`okipa.

#### ***Ke Ala O Ka Hua Mele #3 – “Boat Days” Hapa Haole Hula and Mele***

included a great deal of reminiscing from audience members as well as panelists Nina Keali`iwahamana, Harry B. Soria, Jr., and Kumu Hula Pohai Souza. The Royal Hawaiian Band under the direction of Bandmaster Clark K. Bright, played with Gary





Aiko singing and when they played Puamana, Farden sisters rose from the audience to dance. The performance at Kahua Ho`okipa included Alan Akaka & the Islanders – Kaipo Ahsing and Gary Aiko, Nina Keali`iwahamana, Harry B. Soria, Jr., and Kumu Hula Pohai Souza & Halau Hula Kamamolikolehua. This was the first night that `Olelo Community Television joined the filming under the leadership of Kekoa Graham.

The year ended with *Ke Ala O Ka Hua Mele #4 – Contemporary Music: the 2<sup>nd</sup> Hawaiian Renaissance and Beyond* and the panelists discussed the era and their classes at the University of Hawai`i during the renaissance of the Hawaiian spoken language. Panelists were Larry Kimura, Palani Vaughn, and staff member Marcia Timboy and were followed by performers Palani Vaughn, Peter “Boy” Moon, Buddy Maunakea, Larry Kimura, Aaron Mahi, Kaniela Akaka, Alan Akaka, Keoki Maguire, Weldon Kekauoha; and Kumu Hula Kepo`omaikalani & the Hui Park Hula Studio

For the entire series, the audience was attentive and seemed captivated by the individual stories that our panelists told. We adapted the format as we progressed. Initially, the panel was in the café dining area. This proved too small for the large audiences we drew, as only about 75 people could fit inside the dining area. The second panel was outdoors under a tent, but the panelists were at a table on the ground and at the long end of a 20 x 40 tent. The panelists were hard to see from the back. Finally, on the third panel, we found the best format, where panelists were seated on a raised platform in the middle side of the tent, so the audience was closer. In any case, there were many audience questions for panelists after the panelists had finished answering questions Aaron Mahi and staff had prepared in advance.

The mele series proved to be a very successful format for the presentation of humanities concepts. The audience seemed to understand what musical influences caused changes in Hawaiian music at certain intersections of time. Most stayed for the performance in the rear of the old mission house, which felt like an old kanikapila “backyard” ambiance, largely because of the greenery, special lighting, and intimacy of the Pā Hula. (stage area)

#### **Annual Meeting and Open House, April**

On April 13, members gathered for the annual meeting in the morning. In the afternoon, the site sponsored an open house for the public, as well as time for member behind-the-scenes tours in the Archives and Collections Storage Room. During open house, the iron pump had been repaired so children occupied themselves pumping water, as well as trying on historic clothing from our collection and then posed for family portraits.

## Smithsonian Museum Day Open House, September

We joined museums across the nation in offering free tours and activities for the public, attracting more than two hundred people to HMH for the day. Activities included lauhala weaving, kapa pounding, and playing 19<sup>th</sup> century games.

### Cemetery Pupu Theatre:

Five local actors and actresses in period costumes portrayed individuals whose lives told “Tales from the Sea” on June 14, 15, 21, and 22 at Oahu Cemetery. Nuuanu Valley weather doused one performance, but that did not detract from the audience’s enjoyment of dramatic performances about the history of these islands through the new scripts written by Zachary Thomas and researched by HMH staff. Two hundred twenty-nine people attended at a price of \$60 per person which included heavy pupus, sandwiches, and two drinks.

Actors were paid for their work as well as their rehearsal time, a professional playwright created the characters, Peggy Krock designed the costumes, and William Ha`o directed the vignettes. The audience gathered on the chapel lanai for pupu and drinks before heading off in groups with a guide to show them the way from one gravesite to the next.



Tents were added for partial shelter as there was a drizzle each night, and at least ten chairs were provided at each station for audience members who preferred to sit. At the end of the evening, curtain calls were held in the chapel and more refreshments were enjoyed as the audience and cast mingled and discussed the characters.

Earlier in the year, on April 19 and 20, a Cemetery Pupu Theatre Encore performance at Mission Cemetery welcomed

Reverend Hiram Bingham, Anna Rice Cooke, William Kanui, Mary Tenney Castle, and William Beals. Since that time, Mrs. Cooke has returned for two command (paid) performances and Mr. Kanui has visited a Rotary Club.

### ***Twelf Nite O Wateva!***

This adaptation by James Grant Benton of William Shakespeare's *Twelfth Night or What You Will*, was performed by community players on our backyard Kahua Ho`okipa on August 2, 3, 9, 16, and 17. Six hundred and twenty-nine people attended during the run with many choosing to picnic on the grounds before the play. The new Good Eats Café at Mission Houses offered picnic fare before the play and dessert and coffee at intermission each night in addition to the HMH offering of beverages and snacks.

Admission was \$20 for most with \$16 offered for students and seniors. The audience chose to sit on lauhala mats in front of the stage, their own beach chairs, or chairs provided by HMH. A new sound system was installed – none was used last year – and there was some variability in the quality of the sound during the first three performances as staff and volunteered tried to master the new system. That did not prevent the last two from selling out completely, however, and the system worked beautifully those nights. The sound system was primarily a gift from Joan Pratt assisted by others who “bought” parts during our Huaka`i fundraising event.



**Huaka`i: A Musical Journey** was our fundraising dinner which capitalized on the success of the music series by honoring a musical family, the Fardens of Lahaina. Irmgard Aluli, mother of the clan, wrote many iconic songs which were played and four generations of the family sang or danced during the evening.

The **Holiday Craft Fair** on Thanksgiving Weekend began a comeback to its former days when one could count on quality local merchandise. It was followed by the **Honolulu City Lights** evening a week later when HMH was the site for events, seating, and food vendors prior to the city parade.



### **Restoration and Repair**

The Chamberlain house was re-roofed by Wilkinson Shake Roofing and paid for with a \$60,000 grant from the Freeman Foundation in cooperation with Historic Hawai`i Foundation. The funding paid for re-roofing the Chamberlain House and kitchen, as well as the costs for re-constructing the exterior stairway.

Gutter King replaced gutters around the gift shop, café, and the entire administrative building lanai. They also replaced gutters on the makai side of the Chamberlain House and the King Street side of the Chamberlain kitchen. All gutters were replaced with copper. Gutters on the administrative building were deep, K-style, and on the Chamberlain house, they were half round.



The spalling walls and pillars in the cellar and kitchen of the 1821 Mission House were repaired, and the entire cellar was whitewashed with an 1830s recipe of hydrated lime, salt, and glue—nothing more. Shelving has been built and whitewashed, a muslin drop ceiling has been hung, two of four planned pieces of furniture have been reproduced. These are in preparation for the Cellar Exhibitions which will open in 2014.

Repair and Restoration Priorities and funding strategies for 2014 were developed with the assistance of the Facilities and Collections Committee chaired by Spencer Leineweber.

## Facility Improvements

The work to replace patio stones with a slab was completed in January by Suncrete. They did an excellent job and included a drainage system beneath the slab that drained into a drywell dug into the fern bed in the center of the courtyard.

### Café

To make way for the expanded café, we moved the visitor's center exhibition into the Chamberlain House. The panels were hung in the parlor and dining room (central room and makai room). We initiated rotating exhibitions of our collections in the bedroom (mauka). In 2013, we had a Bible exhibition to coincide with the publication of the new Hawaiian language Bible and an exhibit to coincide with the new Chamberlain and Judd exhibits in the 1821 House cellar.

The interior of the café was painted by volunteers, and the old carpet and glue was removed and the floor repainted with acid stain in coffee and tan swirled. Executive Director Tom Woods' skills in repair and restoration were instrumental in this work.

The administration building kitchen was totally renovated, with rotting plasterboard walls replaced and studs disinfected and "de-roached." The service opening was expanded. New appliances were purchased, including a refrigerator, range, microwave, sandwich maker and refrigerator, and a 3-compartment sink.

Beginning in July, we leased the café to Good Eats. It did not work out as expected. Even though the food was very good, we never received any rent, and they were evicted on December 16, 2013. Negotiations began immediately with several other interested parties.

### Property Taxes

We were hit with unexpected property tax increases in 2013. Hawaiian Mission Children's Society owns 1.1304 acres (49,242 sq. ft.) at 560 Kawaiaha'o St. (legal address vs. mailing address of 553 So.

King St.). The property has consistently been exempt for reasons of its non-profit status and paid \$100 per year until 2010, when the taxes went up to \$300 per year. Total property value was assessed at \$9,214,100 in 2013. That year, HMCS was assessed for non-exempt taxable value of land at \$1,038,200 and buildings at \$111,200. In 2013, HMCS was assessed \$13,000 on the store and café sections of the site. These were deemed to be taxable under city ordinance because their operations did not “directly” help to achieve our non-profit mission.

## **School and Interpretive Programs**

We worked with a consultant and School Program Advisory Committee through the summer on a new school program. It was in revised form at years’ end but needing additional review.

The major interpretive planning project in 2013 besides the school program was a new exhibition in the cellar of the 1821 house. The long room has been restored to what it probably looked like when used as a dispensatory by Dr. Gerrit Judd in the early 1830s. The basement access door was dug in specifically to provide for Native Hawaiian access. He had a waiting bench alongside the wall near the entrance. Here he examined Native Hawaiians and administered or prescribed treatments. After staff researched Judd’s practice and his orders for medicine and equipment, we hired Mary Seelhorst, from Michigan, to help us find the reproductions and determine what the materials looked like and were packaged for that space. We have re-furnished the spaces with the types of medicines and equipment he used. This will further our theme of Missionaries helping to disseminate Western medicine in the Strategic Plan. It is scheduled to open February 21, 2014. The Judd Family helped pay the cost of restoration of the Judd spaces.

Chamberlain’s depository and office in the basement has also been completely re-done to better reflect the kinds of goods that were being supplied to other missions. Mary Seelhorst helped us with this as well. At the suggestion of a two mainland Chamberlain descendants, an appeal was launched to ask the family to help fund this reinterpretation. Funding for most of the combined project came from a Sam and Mary Castle Foundation grant in honor of Gwendolyn Castle.

## **Object Collections**

Alana Cole-Faber resigned after a short year in the job, and Craig Schneider was hired to replace her in a half-time position. Craig began in October and has been acclimating himself to our collection since then. During 2013, Alana and Lisa Solomine worked together to move the orientation exhibit into the Chamberlain House and hang it there, and Alana initiated the temporary exhibits program in the Chamberlain bedroom. Alana also continued the object inventory process.

## **Volunteers and Interns**

Service Day at Mission Houses on January 19 was a big success with over 40 people helping us out on a variety of projects. New byways signage was installed, and we accomplished many of the tasks on our Facilities Repair and Replacement list at a fraction of the cost.

We held two additional volunteer days. One to finish painting in the café, and another with the Metropolitan Rotary to scrape and clean the cellar of the 1821 House in preparation for whitewashing and installing the new exhibit. The Rotary also did much painting of the administrative building during their volunteer day here.

In total, we had 4,676 hours of volunteer service during 2013, doing a variety of things, and many of these hours were for special events and daily tours. We could not operate without them. According

to the corporation for National and Community Service, volunteer time in Hawai`i is worth \$18.14 per hour. At this rate, our 4,676 hours of volunteer time in 2013 was worth \$84,822.

We also had eleven interns who participated in our new internship programs. They were from Kapiolani Community College, Hawai`i Pacific University, and University of Hawai`i-Mānoa. They provided another 1,551 hours. This included library and information sciences interns, travel industry management interns, accounting interns, American Studies interns, and education interns. All had specific projects and products that they produced. This additional work can be valued at \$28,135.

We hosted three interns in the library in 2013. Ashlie Duarte Smith from the UH Hawaiian Studies program digitized, transcribed, and translated the North Pacific Missionary Institute's Book of Students' Name and many other projects, providing us with 450 hours of assistance. Chelsea DeMott of the UH Library and Information Sciences worked here in Spring 2013. During that time, she cataloged materials helped patrons, and created a finding aid for our Chief's Letters Collection. She spent at least 150 hours of internship here. Deloris Guttman of the UH Museum Studies program and founder of the African American Diversity Cultural Center came to Mission Houses to learn about the creation and preservation of digital archives. She is creating a digital archive of Anthony Allen materials. She gave 160 hours in 2013 and continues as an intern. Ms. Smith and Ms. DeMott also continue to volunteer now that their formal internships have concluded.

The total value to the museum of volunteer and intern work in 2013 amounted to 6,227 hours at a value of \$112,957

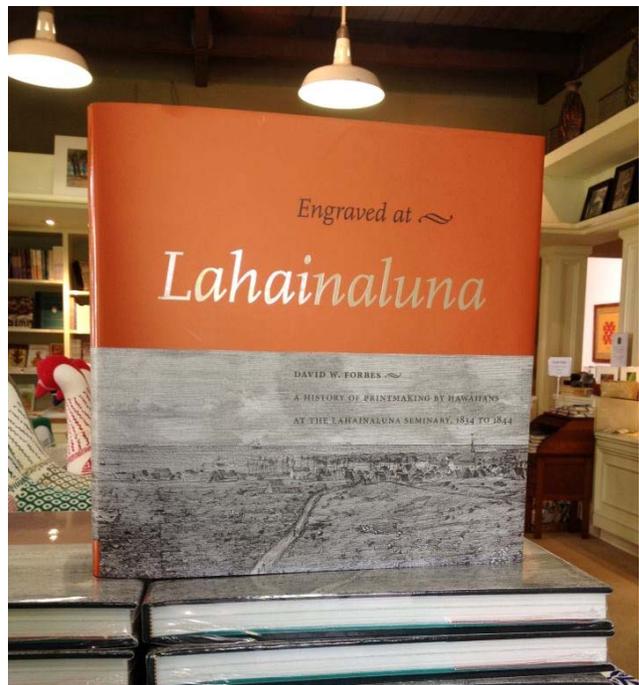
## Partnerships

We established a strong partnership in 2013 with `Ōlelo Community Media, which filmed three of our mele series in 2013 and committed to filming five in 2014 at an in-kind donation cost of \$17,000. The Hula Preservation Society also partnered with us on our mele series filming the first of the four mele series before relinquishing that task to `Ōlelo. They are also preserving the video of our mele programs in their archives

We partnered with Kawaiaha`o Church by having our Himeni program in the church sanctuary and including the Kawaiaha`o Choir. We also met with church leadership to coordinate calendars and worked together on publicity for the Holiday Craft Fair.

## Publications

Our first published book in years, *Engraved at Lahainaluna*, published in 2012, won two awards at the 2013 Ka Palapala Po`okela, one national award, and an award from Historic Hawai`i Foundation. Both HMH and author David Forbes were honored for Preservation Media at the HHHF annual award ceremony in April. In spite of the quality of the book, our sales continued to be slow.



## Library & Archives

During 2014, the Archives had 618 researchers. Website access of our collections recorded 2,552 visitors using the digital collection, 635 visitors to the Manuscript Collection Finding Aids, and 3,298 searches of our Library World Catalog.

Prof. Lilikala K. Kame`eleihiwa's UH Manoa Hawaiian Studies/Archives class spent a day researching and learning how to use the Archives. Charles M. Langlas's UH Hilo Hawaiian Studies also made a similar trip.

The Archives received the William Spooner Journal. Spooner is not included in the 1969 Missionary Album, but he did serve here as a missionary for the ABCFM.

Collections digitized during 2013 include the following:

1. Alexander, William Patterson  
*Journal - 1831 - 1832 - Original Manuscript - 121 pgs*
2. Andrews, Claudius Buchanan  
*Journal - 1842 - Original Manuscript - 9 pgs*
3. Andrews, Fanny P.  
*Journal - 1870-1877 - Original Manuscript - 301 pgs*
4. Andrews, Lorrin  
*Journal - 1827-1828 - Typescript - 72 pgs*
5. Armstrong, Richard  
*Journal - 1831-1858 - Typescript - 3 vol. - 125 pgs*
6. Armstrong, Clarissa  
*Journal - 1831-1838 - Typescript - 2 vol. - 291 pgs*
7. Baldwin, Dwight  
*Journal - 1830 - 1858 - Typescript - 5 vol. - 686 pgs*  
*Notes - Biblical History - Original Manuscript - 1827 - 124 pgs*  
*Family Letters - 1831-1878 - Typescript - 64 pgs*
8. Damon & Baldwin Collection  
*Letters - Original Manuscript - 291 pgs*
9. Baldwin, Charlotte Fowler  
*Journal - Typescript - 1830-1831 - 36 pgs*
10. Conde, Andelucia  
*Journal - Original Manuscript - 1837-1849 - 74 pgs*
11. Forbes, Cochran  
*Journal - Original Manuscript / Typescript - 1831-1872 - 401 pgs*
12. Richards, William  
*Journal - Original Manuscript - 1842 - 87 pgs*
13. Richards, Clarissa Lyman  
*Journal - Typescript - 1822-1823 - 44 pgs*
14. Stockton, Betsey  
*Journal - Typescript - 1822-1823 - 18 pgs*  
*Letters - Original Manuscript & Typescript - 22 pgs*
15. Cook, John  
*Reminiscences of John Cook, Kamaaina and forty-niner - 1844-1916 - 29 pgs*  
*Published work / Public Domain*



Basic benefits plus

- ~ *Maile Wreath* newsletter by email or U.S. mail
- ~ 10% discount on regular merchandise in the Gift Shop

**Friends and Family \$100+**

*Two membership cards will be issued for local addresses.*

- ~ A Free Historic House tour for up to four people
- ~ *Maile Wreath* newsletter by email or U.S. mail
- ~ Reciprocal admission to North American Reciprocal Museums
- ~ 10% discount on regular merchandise in the Gift Shop
- ~ 10% discount on programs and tickets

**Contributor \$250+**

Friends and Family benefits *plus*  
two Free Historic House tour passes for guests

**Advocate \$500+**

Contributor benefits *plus* one Basic gift  
membership for the person of your choice

**Inner Circle \$1,000+**

Donors at \$1,000 and above receive an Advocate  
level membership and special opportunities.

(Donors and Grants are recognized later in this report.)

**Executive Director's Message**

**Annual Meeting April 12, 2014**

**Thomas A. Woods, Ph.D., Executive Director**

I want to answer two questions this morning. Who are we and where are we going? This meeting marks my fourth year with Mission Houses. We have come a long way in the last four years. In 2009, Mission Houses Museum, which we called ourselves then, began to develop a new strategic plan. Work continued with consultant Gail Anderson into early 2010. When Executive Director David de La Torre resigned to take another position in California, the board decided to pause planning until a new executive director was hired. After a national search, I was hired and began work in April 2010.

During the first several months, I was completely occupied with learning about the organization, developing management systems, reorganizing and, in some cases, reconstituting the staff. Those first few months were also focused on cleaning up some problems in the organization's accounting department. We developed a new chart of accounts and financial reporting systems, and spent way too much time creating an evidence trail to prosecute our former accountant who is now serving twenty years in prison for embezzlement.

Because I had experience as a planning consultant, the trustees authorized me to proceed with the strategic plan. I started with audience surveys. Five written surveys were conducted with the following groups: visitors to the museum; descendants and members of the Hawaiian Mission Children's Society; non-descendant members classified as "Benefactors," volunteers; and school teachers. The written surveys tested some of the draft work that had been done on the mission

statement begun in 2009 and early 2010 and some potential alternatives. It also tested our audience and stakeholders program preferences. Two additional surveys were conducted by Ward Research. One was a telephone survey of O‘ahu residents to determine name recognition and impressions; and the second was an intercept survey of Waikiki visitors to determine the same thing and likelihood of visiting the museum.

After this was completed, we engaged Dr. Rod Chamberlain, a planner and vice president for Kamehameha Schools to facilitate our planning. Dr. Chamberlain conducted stakeholder interviews with more than fifty stakeholders, including board members and community leaders to ascertain their views on the most productive way for this organization to move forward as a community asset.

All of this information was analyzed and summarized for a board of trustees planning workshop in the fall of 2010. Dr. Chamberlain continued to partner with us and facilitated the two-day workshop. That workshop resulted in a draft plan. A board Strategic Planning Committee refined and completed some incomplete portions of the plan and recommended it to the board, which voted on December 7, 2011, to accept the plan we are now implementing.

As part of the planning outcome and implementation, the full board also voted to rename the organization. Hawaiian Mission Children’s Society will always remain our organization’s legal name, but our public identity is now the Hawaiian Mission Houses Historic Site and Archives, a new identity and brand that is more descriptive of our public presence and one that suggests more inclusivity and greater public openness.

As a result of those two years of work, we created an outward focused vision for the organization. The approved vision is this: “Hawaiian Mission Houses Historic Site and Archives enriches our community by fostering thoughtful dialogue and greater understanding of the missionary role in the history of Hawai‘i.”

Using results from our five surveys and our stakeholder focus group meetings, trustees unanimously approved, the following mission statement: “Hawaiian Mission Houses Historic Site and Archives preserves the heritage and interprets the stories of the American Protestant Missionaries, their descendants, and their relationships with the people and cultures of Hawai‘i, connecting with contemporary life, and encouraging a deeper understanding and appreciation for the complex history that continues to shape Hawai‘i.”

The articulation of a major theme with five distinct components that now helps guide our programming is one of the most powerful outcomes of our planning process. That theme and related components are helping us re-conceptualize and express the historical relationship between missionaries and Native Hawaiians. The main theme that guides our programming is this:

Collaboration between Native Hawaiians and the American Protestant missionaries resulted in, among other things, the introduction of Christianity, the creation of the Hawaiian written language, widespread literacy, the promulgation of the concept of constitutional government, making Western medicine available, and the evolution of a new and distinctive musical tradition.

The message here is that the ali‘i were themselves agents of change. They were not passive hosts just being acted upon. Through the 1850s at least, for their own interests and reasons, the ali‘i deliberately partnered with the ABCFM missionaries to achieve the primary components of our main theme. This is a powerful positioning message that has served as our gold standard in developing a diverse palate of programs for the public.

We have twenty-four special event days on our calendar this year, and we are adding one more for October. In each case, these twenty-five events advance our mission and vision statement and, nearly always, express our main theme. To achieve our mission, vision, and express our main theme, we target different learning styles with our programs. Some are theatrical in nature to make learning fun, and some are discussion oriented, dealing with analysis of the missionary’s role in

Hawaiian history. Three of those events are specifically designed for families with children, and two of the events are free open houses to allow those with limited resources to access our programs. Many of our other programs are also family friendly.

In 2011, we created this Kahua Ho`okipa that I stand on today out of an eyesore dumping grounds in the back corner of our property that had stood like that since 1969. It was a creative transformation accomplished by volunteers and has provided us with an incredibly successful program platform, a backyard outdoor theatre unlike any other on O`ahu.

We are also in the process of re-inventing our interpretation of the 1821 Mission House, also called the Frame House, to reflect actual events that occurred in those rooms between real people. We are developing vignettes that reflect actual interactions between particular Hawaiians and particular missionaries. We are making it a personal story, not a generic one. We seek key interactions that express or demonstrate cultural values and have emotional content to encourage affective, or emotional learning, in our visitors. In other words, we tell stories of actual events that have emotional impact. We don't want to just communicate dry information. We are beginning to talk about love and hate, fear and courage, laughter and anger, hope and disappointment, greed and self-denial, curiosity and disdain. That's what life has always been about, and that's what the history of this place and these people are about.

The Judd and Bingham bedrooms were our first re-interpretations in this vein, and the cellar is our newest and most extensive re-interpretation. I'm not going to describe these individual stories to you today. Take the tour this afternoon or later and discover them for yourselves.

To achieve our goals, along the way, we have created vital partnerships with organizations like Kawaiaha`o Church, Kamehameha Schools, Ōlelo Community Television, the Hawaiian Music Hall of Fame, and Metropolitan Rotary, to name just a few. There will be more partnerships for us in the coming year that will help us achieve our goals.

Our library and archives has made major strides in making its collection available since 2010. John Barker, our archivist has successfully led the way in digitizing thousands and thousands of pages of letters and journals. Look on line under [missionhouses.org](http://missionhouses.org) and see what's available, and come back often, because we are continually adding more. The archives are open today, so visit and find out what we have: the largest collection of Hawaiian language books in the world and archives that contains sources without which you cannot understand the history of Hawai`i.

Our Facilities Chair Spencer Leineweber has been working to document the hale that were built on these grounds in the early to mid-nineteenth century. Research has now been completed. We need construction drawings to submit to the city for a building permit, and then we will move forward with a hale mikanele that will be built in the corner of King Street and our boundary with Kamehameha Schools. This facility will help us interpret the collaboration that existed, as these hale were a gift from the ali`i.

A year ago, we moved our orientation exhibit out of the "visitor center" and into the Chamberlain House, giving the exhibit a new life. In the next two years, we will begin planning a new orientation exhibit in the larger Chamberlain first floor rooms and an orientation film in the kitchen.

Moving the exhibit allowed us to completely remodel our café space in early 2013. While that space has not yet been successfully occupied, very soon we will have a new occupant that will be the best partner that we could possibly hope for, one that describes itself as "a non-traditional food group focused on the connection between community, education, and food." Come back and check it out.

Meanwhile, we have not forgotten our descendant families. We continue to keep genealogical records, and Mary Ann Lentz does a fabulous job keeping in contact with all of our members. We have designed this afternoon's activities to be sure this is a place you want to bring your families and stay for a while. Please spend some time today, take a tour, play some games, hoist

a load up to the third story of the Chamberlain house, visit the Judd and Bingham bedrooms, and check out the new cellar to discover what 1832 medicine was like and discover what the missionary's Common Stock System was all about.

This is who we are, and this is where we are going. We have defined who we are with our new name, our vision, our mission, and our theme. Our programs are implementing that definition. Using member and public input, we created a new identity and a new brand that has been incredibly successful in a very short period of time—in only two years, 2012 and 2013, we have begun to change public perception of who this organization is and what the relationship was between missionaries and Hawaiians.

As boring as it may be to some, the bylaws that will come before you today for a vote are part of our journey of redefinition, and they will be key parts of our ongoing success story. I hope you will support these new steps in defining who we are and where we are going and enthusiastically vote to approve them.

This is who we are, and this is where we are going.

Mahalo nui loa.

## **President's Report**

### **Annual Meeting April 12, 2014**

#### **Martha E. Morgan, President**

2013 was a busy and productive year with many hard working people moving the organization forward as the Board continued to implement the strategic plan and refine the organization's governing documents. The Society Relation and Cemetery committee under the leadership of Lia Sheehan has begun to institute Family Captains to encourage more participation by descendants. The Development Committee is chaired by Barb Morgan who has been stirring us up to inspire support for these Mission Houses. Plans for the upcoming bicentennial celebrations are now in development, guided by the ever-faithful Charles Black.

The governance sub-committee worked particularly hard on the revision of the bylaws. The committee included: Alan King, Lia Sheehan, Sherman Hee, Leilani Maguire, Dale Bachman, and Lindsay Mist, chairman, who I would like to specially thank and acknowledge for her perseverance and attention to detail. Not too many people would have the intelligence and patience to do what she did in finally achieving a revision to the Bylaws, the Articles of Incorporation, and just recently our Governance Manual. Lindsay did so always with grace and good humor.

I also want to acknowledge our director, Tom Woods, who has patiently led us, sometimes prodded us and at times pushed us to get things done. We are so blessed to have him in our midst, not only for his management skills but for his knowledge of history and vision of what this place could become.

**Treasurer's Report**  
**Annual Meeting April 12, 2014**  
**McKibbin Mist, Treasurer**

Overall, at the end of 2013 the organization is in better shape financially than it was the year before. Total Assets were valued at \$6,721,088, up just over \$200,000. The investment fund is valued at \$3,670,929, up from \$3,227,907 last year. Operating expenses are up slightly, \$15,000, to \$1,080,990. Dr. Woods has done a great job managing expenses. We are currently struggling with donations which account for 33% of our budget. Last year we had the lowest number of donors, and the lowest average gift per donor since 2010. Thankfully, our investments had a favorable year, but we really need each donation. We also need help to increase the board managed fund. HMH is still drawing more from it than we would like to, and we need to increase its value so that it can provide the additional income that we need annually.

In conclusion, HMH is in good shape but needs continued and increased support. Mr. Mist encouraged all to remember this is a great year to give with such favorable stock market, real estate and economic conditions. It is a great time to strengthen our organization so we can improve the quality of the story of our missionary history.

**Financial Statements:**

Excerpts from the 2013 Audit follow this page. The entire audit may be found at this link to the website [www.missionhouses.org](http://www.missionhouses.org).

[Audit, 2013](#)

**HAWAIIAN MISSION CHILDREN'S SOCIETY**

**STATEMENT OF FINANCIAL POSITION**

**As of December 31, 2013  
(With Prior Year Comparative Information)**

|  | <u>2013</u>        | <u>2012</u>        |
|--|--------------------|--------------------|
| <b>ASSETS</b>  |                    |                    |
| <b>CURRENT ASSETS</b>                                    |                    |                    |
| Cash (including interest-bearing accounts)               | \$ 626,678         | \$ 736,688         |
| Investments in marketable securities                     | 3,605,591          | 3,076,153          |
| Inventory for retail operations                          | 108,729            | 111,850            |
| Prepaid expenses and other assets                        | 11,167             | 10,830             |
| Total current assets                                     | <u>4,352,165</u>   | <u>3,935,521</u>   |
| PROPERTY AND EQUIPMENT – Net                             | <u>1,366,268</u>   | <u>1,370,999</u>   |
| INTERESTS IN PERPETUAL TRUSTS                            | <u>1,533,672</u>   | <u>1,457,955</u>   |
| HISTORICAL COLLECTION (See Note A)                       | <u>-</u>           | <u>-</u>           |
| <b>TOTAL ASSETS</b>                                      | <u>\$7,252,105</u> | <u>\$6,764,475</u> |
| <br>   |                    |                    |
| <b>LIABILITIES AND NET ASSETS</b>                        |                    |                    |
| <b>CURRENT LIABILITIES</b>                               |                    |                    |
| Accounts payable   | \$ 9,428           | \$ 13,159          |
| Accrued liabilities                                      | 33,782             | 30,228             |
| Total current liabilities                                | <u>43,210</u>      | <u>43,387</u>      |
| <br>   |                    |                    |
| <b>NET ASSETS</b>  |                    |                    |
| Unrestricted net assets                                  |                    |                    |
| Unrestricted – undesignated                              | 399,234            | 366,620            |
| Unrestricted – invested in marketable securities         | 3,605,591          | 3,076,153          |
| Unrestricted – invested in property and equipment        | <u>1,366,268</u>   | <u>1,370,999</u>   |
| Total unrestricted net assets                            | <u>5,371,093</u>   | <u>4,813,772</u>   |
| Temporarily restricted net assets                        | 304,130            | 449,361            |
| Permanently restricted for interests in perpetual trusts | <u>1,533,672</u>   | <u>1,457,955</u>   |
| Total net assets   | <u>7,208,895</u>   | <u>6,721,088</u>   |
| <br>   |                    |                    |
| <b>TOTAL LIABILITIES AND NET ASSETS</b>                  | <u>\$7,252,105</u> | <u>\$6,764,475</u> |

See accompanying notes to the financial statements.

**HAWAIIAN MISSION CHILDREN'S SOCIETY**

**STATEMENT OF ACTIVITIES**

**For the Year Ended December 31, 2013  
(With Prior Year Comparative Information)**

|   | <u>2013</u>                | <u>2012</u>                |
|---|----------------------------|----------------------------|
| <b>CHANGES IN UNRESTRICTED NET ASSETS</b>           |                            |                            |
| Revenue and support                                 |                            |                            |
| Investment income                                   | \$ 769,108                 | \$ 480,134                 |
| Unrestricted contributions                          | 428,070                    | 269,478                    |
| Net assets released from program restrictions       | 313,341                    | 182,163                    |
| Special events – net                                | 81,696                     | 86,401                     |
| Revenue from retail operations                      | 74,458                     | 91,597                     |
| Distributions from perpetual trusts                 | 66,910                     | 62,080                     |
| Program income                                      | 43,524                     | 39,176                     |
| Admissions and membership                           | 38,389                     | 40,780                     |
| Facilities fees                                     | 47,734                     | 40,219                     |
| Total revenue and support                           | <u>1,863,230</u>           | <u>1,292,028</u>           |
| Expenses  |                            |                            |
| Program services                                    | 962,398                    | 799,067                    |
| Retail operations                                   | 134,270                    | 142,994                    |
| Management and general                              | 103,712                    | 74,513                     |
| Fundraising   | 105,529                    | 101,925                    |
| Total expenses                                      | <u>1,305,909</u>           | <u>1,118,499</u>           |
| Increase in unrestricted net assets                 | <u>557,321</u>             | <u>173,529</u>             |
| <b>CHANGES IN TEMPORARILY RESTRICTED NET ASSETS</b> |                            |                            |
| Temporarily restricted contributions                | 168,110                    | 137,000                    |
| Net assets released from temporary restrictions     | <u>(313,341)</u>           | <u>(182,163)</u>           |
| Decrease in temporarily restricted net assets       | <u>(145,231)</u>           | <u>(45,163)</u>            |
| <b>CHANGES IN PERMANENTLY RESTRICTED NET ASSETS</b> |                            |                            |
| Increase in interests in perpetual trusts           | 142,627                    | 140,411                    |
| Distributions from perpetual trusts                 | <u>(66,910)</u>            | <u>(62,080)</u>            |
| Increase in permanently restricted net assets       | <u>75,717</u>              | <u>78,331</u>              |
| <b>INCREASE IN NET ASSETS</b>                       | <b>487,807</b>             | <b>206,697</b>             |
| <b>NET ASSETS – Beginning of year</b>               | <b><u>6,721,088</u></b>    | <b><u>6,514,391</u></b>    |
| <b>NET ASSETS – End of year</b>                     | <b><u>\$ 7,208,895</u></b> | <b><u>\$ 6,721,088</u></b> |

See accompanying notes to the financial statements.

## HAWAIIAN MISSION CHILDREN'S SOCIETY

### STATEMENT OF FUNCTIONAL EXPENSES

For the Year Ended December 31, 2013  
(With Prior Year Comparative Information)

|                           | <u>Program<br/>Services</u> | <u>Retail<br/>Operations</u> | <u>Management<br/>and General</u> | <u>Fund-<br/>Raising</u> | <u>2013<br/>Total</u> | <u>2012<br/>Total</u> |
|---------------------------|-----------------------------|------------------------------|-----------------------------------|--------------------------|-----------------------|-----------------------|
| Salaries                  | \$368,369                   | \$ 48,535                    | \$ 21,550                         | \$ 63,322                | \$ 501,776            | \$ 480,716            |
| Repairs and maintenance   | 86,926                      | -                            | 43,217                            | -                        | 130,143               | 57,474                |
| Program                   | 122,206                     | -                            | -                                 | -                        | 122,206               | 76,340                |
| Office and administrative | 61,665                      | 14,729                       | 13,059                            | 20,973                   | 110,426               | 105,055               |
| Utilities                 | 89,672                      | 3,708                        | 8,082                             | 2,358                    | 103,820               | 74,438                |
| Professional services     | 62,469                      | 2,579                        | 5,621                             | 1,640                    | 72,309                | 60,975                |
| Employee benefits         | 50,145                      | 8,508                        | 2,793                             | 8,448                    | 69,894                | 64,073                |
| Depreciation              | 52,600                      | 2,175                        | 4,741                             | 1,383                    | 60,899                | 54,909                |
| Payroll taxes             | 36,302                      | 5,070                        | 2,019                             | 6,192                    | 49,583                | 47,659                |
| Cost of sales             | -                           | 47,029                       | -                                 | -                        | 47,029                | 61,880                |
| Insurance                 | 16,160                      | 839                          | 1,371                             | 739                      | 19,109                | 14,179                |
| Supplies                  | 15,884                      | 1,098                        | 1,259                             | 474                      | 18,715                | 20,801                |
| Total expenses            | <u>\$962,398</u>            | <u>\$134,270</u>             | <u>\$103,712</u>                  | <u>\$105,529</u>         | <u>\$1,305,909</u>    | <u>\$1,118,499</u>    |

See accompanying notes to the financial statements.

**HAWAIIAN MISSION CHILDREN'S SOCIETY**

**STATEMENT OF CASH FLOWS**

**For the Year Ended December 31, 2013  
(With Prior Year Comparative Information)**

|   | <u>2013</u>              | <u>2012</u>              |
|---|--------------------------|--------------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                          |                          |
| Increase in net assets  | \$ 487,807               | \$ 206,697               |
| Adjustments to reconcile increase in net assets to net cash used by operating activities: |                          |                          |
| Depreciation  | 60,899                   | 54,909                   |
| Gain on investments in marketable securities  | (689,915)                | (391,125)                |
| Gain on sale of property and equipment  | -                        | (5,000)                  |
| Increase in interests in perpetual trusts – net of distributions                          | (75,717)                 | (78,331)                 |
| (Increase) decrease in:   |                          |                          |
| Inventory for retail operations   | 3,121                    | (10,076)                 |
| Prepaid expenses and other assets   | (337)                    | (2,453)                  |
| Increase (decrease) in:   |                          |                          |
| Accounts payable  | (3,731)                  | 794                      |
| Accrued liabilities   | 3,554                    | 5,436                    |
| Net cash used by operating activities   | <u>(214,319)</u>         | <u>(219,149)</u>         |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |                          |                          |
| Sales of marketable securities  | 160,477                  | 932,703                  |
| Purchases of marketable securities  | -                        | (596,704)                |
| Proceeds from sale of property and equipment  | -                        | 5,000                    |
| Additions to property and equipment   | <u>(56,168)</u>          | <u>(56,343)</u>          |
| Net cash provided by investing activities   | <u>104,309</u>           | <u>284,656</u>           |
| <b>NET INCREASE (DECREASE) IN CASH</b>  | <b>(110,010)</b>         | <b>65,507</b>            |
| <b>CASH – Beginning of year</b>   | <b><u>736,688</u></b>    | <b><u>671,181</u></b>    |
| <b>CASH – End of year</b>   | <b><u>\$ 626,678</u></b> | <b><u>\$ 736,688</u></b> |

See accompanying notes to the financial statements.

## **HMCS Trustees/ Staff**

### **Officers:**

President: Martha E. Morgan  
Vice President: Alan B. King  
Secretary: Paul A. Dahlquist, Ph.D.  
Treasurer: McKibbin Mist

### **Trustees:**

Charles M. Black (Bingham, Cooke descendant, Principal/Owner of Furniture Plus Design)  
Paul A. Dahlquist, Ph.D. (Judd descendant, Hawai'i Island resident and community volunteer)  
Brendan D. Ethington (Damon, Baldwin descendant, community volunteer)  
Kikilia A. Fordham (Alumni Director Punahou School)  
Sherman S. Hee (Executive Director of Hawai'i Conference Foundation)  
Kala Judd (Judd descendant, realtor and sportsman)  
Rowena Kauihou (Bailey descendant, Director of Family History Center)  
Alan B. King (Alexander, Baldwin descendant, Kaua'i resident, community volunteer)  
John Kalei Laimana, Jr. (Ph.D. Candidate at University of Hawai'i; Lecturer in Hawaiian Studies, Leeward Community College)  
Nelanette M. Lee (Bailey descendant, music teacher)  
Spencer Leineweber, FAIA (President of Spencer Architects, Inc. and Professor of Architecture, University of Hawai'i)  
Leilani A. Maguire (community volunteer)  
McKibbin Mist (Clark descendant, Purchasing and Contracts Manager at Gentry Homes Ltd.)  
Lindsay Norcross Mist (Baldwin, Alexander descendant, Financial Advisor, Morgan Stanley)  
Barb Y. Morgan (Bingham descendant, researcher, master gardener)  
John M. Morgan (Judd descendant, President of Kualoa Ranch)  
Martha E. Morgan (Cooke descendant, Trust officer, First Hawaiian Bank)  
Bonnie F. Rice (Rice descendant, Director of Private Client Services, GBR Wealth Management)  
Douglas A. Sheehan (Cooke descendant, Maui resident, Professional Accounts Manager, Kaman Industrial Technologies)  
Juliette (Lia) K. Sheehan (Cooke, Lyman and Wilcox descendant, community volunteer)  
Peter T. Young (Bingham descendant, President of Ho`okuleana LLC)

### **Staff:**

Thomas A. Woods, Ph.D., Executive Director  
Quadalupe Amor, Housekeeper  
John Barker, Curator of Archives / Librarian  
Gabriela Bonilla, Accountant  
Dianne Ching, Sales Manager  
Herman Cobile, Groundskeeper and Maintenance Technician  
Mary Ann Lentz, Development and Society Relations Director  
Jermel-Lynn Quillopo followed mid-year by Bonnie Louise Judd, Communications Specialist  
Alana Cole-Faber followed mid-year by Craig Schneider, Curator of Object Collections  
Mike Smola, Curator of Programs  
Lisa Solomine, Office Manager  
Marcia Timboy, Volunteer Coordinator and Program Assistant

# Hawaiian Mission Children's Society / Hawaiian Mission Houses Historic Site and Archives Articles of Incorporation and Bylaws

## AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE HAWAIIAN MISSION CHILDREN'S SOCIETY

### ARTICLE I

#### CORPORATE NAME

The name of the Corporation shall be: The Hawaiian Mission Children's Society.

### ARTICLE II

#### PRINCIPAL OFFICE, REGISTERED AGENT; INCORPORATORS

##### Section 2.1 Registered Agent and Principal Office.

(1) The mailing address of the Corporation's current principal office is 553 S King Street, Honolulu, Hawaii 96813.

(2) The Corporation shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in this State. The agent may be an individual who resides in this State, a domestic entity or a foreign entity authorized to transact business in this State.

Section 2.2 Additional Offices. The location of the office or the establishment of additional offices may be determined by the Board of Directors as set forth in the Bylaws.

### ARTICLE III

#### CORPORATE PURPOSES

Section 3.1 Purposes. The Corporation is organized exclusively for the following purposes:

(1) Promoting union among its members, stirring them up to good deeds, of assisting in the support of Christian work, of maintaining a museum and library, of caring for, regulating and preserving the Mission Cemetery at Kawaiaha'o and;

(2) To operate exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

Section 3.2 Restrictions. No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any individual having a private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not

participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The term “funds of the Corporation”, as used herein, shall mean and include any properties and moneys held by the Corporation, including any income accumulated by the Corporation and any proceeds from the sale of any properties sold or otherwise disposed of by the Corporation.

Notwithstanding any other provision of these Articles, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes as a nonprofit corporation and the Corporation shall not carry on any activities not permitted to be carried on:

(1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code); or

(2) By a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

#### ARTICLE IV

##### CORPORATE POWERS

The Corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii.

#### ARTICLE V

##### CORPORATE LIFE

The duration of the Corporation shall be perpetual.

#### ARTICLE VI

##### DIRECTORS AND OFFICERS

Section 6.1 Board of Directors. There shall be a Board of Directors consisting of not less than three (3) persons. The Board of Directors may also be referred to as the Board of Trustees and individuals serving thereon may also be referred to as Trustees. The number of directors shall be fixed and the directors elected by the members in accordance with the Bylaws. The Board of Directors shall have and may exercise all the powers of the Corporation except as otherwise provided by these Articles or the Bylaws and reserved to the members.

Section 6.2 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Corporation may have such additional officers as the Board of Directors shall from time to time determine. The officers shall have the powers, perform the duties and be appointed and removed in the manner set forth in the Bylaws. Any two (2) or more offices may be held by the same person unless such practice is prohibited by the Bylaws; provided, however, that not less than two (2) persons shall be officers.

## ARTICLE VII

### LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

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#### Limitation of Liability; Indemnification; Savings Clause.

##### Section 7.1 Limitation on Liability.

(1) No director or former director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of the director's duties to the corporation, except this limitation of liability shall not limit liability for (a) any breach of the director's duty of loyalty to the corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transaction in which a director received an improper personal economic benefit; or (d) violations of Hawaii law relating to director conflicts of interest, loans to directors or the guaranty of obligations of directors, or director liability for unlawful distributions.

(2) In addition to and without in any respect narrowing the limitation of liability of directors and former directors set forth in subsection 7.1(1), no person who serves as a director or officer of the corporation, without remuneration or expectation of remuneration, shall be liable for damage, injury, or loss caused by or resulting from the director's or officer's performance, or failure to perform, duties of the position to which the person was elected or appointed, unless the director or officer was grossly negligent in the performance of, or failure to perform, such duties. For purposes of this section, remuneration does not include payment or reimbursement of reasonable expenses incurred by or on behalf of a director or officer or the provision of indemnification or insurance for actions as a director or officer.

(3) Any repeal, amendment, or other modification of this Section 7.1 shall have prospective effect only and shall not affect the limitation of liability afforded by its provisions, or give rise to or increase any liability, for acts or omissions occurring prior to such repeal, amendment or other modification.

##### Section 7.2 Indemnification and Advance of Expenses.

(1) The Corporation shall indemnify each current and former director and officer of the Corporation from any liability to any person for any action taken, and any failure to take action, as a director or officer to the fullest extent permitted by law if it is determined, as provided in HRS Section 414D-164, or any successor provision of Hawaii law, provided that said person met the standard of conduct required to provide indemnification, except liability to the Corporation for (a) any breach of the duty of loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transaction in which a director or officer received an improper personal economic benefit; or (d) violations of Hawaii law relating to director conflicts of interest, loans to directors or officers or the guaranty of obligations of directors or officers, or director liability for unlawful distributions. The Corporation may indemnify employees or agents of the Corporation who meet the applicable standards of conduct as determined by resolution of the Board and consistent with Hawaii law.

(2) The Corporation shall authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a director or officer seeking indemnification under this Section 7.2 to the maximum extent permitted by law, provided that such director or officer delivers a written affirmation of the director's or officer's good faith belief that the director or officer has met the requisite standard of conduct, and delivers a written undertaking to repay such amount if it is ultimately determined that such person is not entitled to be indemnified.

(3) Any repeal, amendment or other modification of this Section 7.2 shall have prospective effect only and shall not affect the right of any current or former director or officer, to

indemnification and advancement of expenses for any action taken or failure to take action by such director or officer prior to the date of such repeal, amendment or other modification.

(4) The Corporation may purchase and maintain insurance on behalf of any person described in this Article VII against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status, regardless of whether the Corporation would have the power to indemnify the person against such liability.

(5) If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder or advance expenses to the fullest extent permitted by law or any applicable provision of this Article that shall not have been declared invalid. Notwithstanding any other provision of these Articles, the Corporation shall not indemnify any person, purchase any insurance, or advance expenses, in any manner or to any extent or under any circumstances that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of future federal tax code).

## ARTICLE VIII

### MEMBERS

The Corporation shall have one class of voting members referred to as Enrolled Members and may have other classes of members without voting rights as provided in the Bylaws.

## ARTICLE IX

### NONPROFIT

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its directors or officers, except for reasonable payments for services actually rendered to the Corporation; provided, however, that the Corporation shall be empowered to make payments and distributions in furtherance of the purposes for which it is organized and operated.

## ARTICLE X

### CORPORATE LIABILITY

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The members, officers and directors of the Corporation shall incur no personal liability for said debts and liabilities by reason of such position.

## ARTICLE XI

### CORPORATE DISSOLUTION

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed only to one or more public agencies, organizations, corporations, trusts or foundations having like purposes and organized and operated exclusively for charitable, scientific, literary, religious or educational purposes, no part of whose assets,

income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private individual and the activities of which do not include participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code) with purposes similar or related to those of the Corporation.

## ARTICLE XII

### AMENDMENT OF ARTICLES

These Articles may be amended in the manner provided by Hawaii law from time to time.

## **THE HAWAIIAN MISSION CHILDREN'S SOCIETY AMENDED AND RESTATED BYLAWS EFFECTIVE AS OF APRIL 12, 2014**

### ARTICLE 1

#### **Constitutional Provisions**

**Section 1. Name.** This corporation is referred to in these Bylaws as “the Society.” The Society shall be called “The Hawaiian Mission Children’s Society.”

**Section 2. History and Purpose.** The founding mission of the Society was “to perpetuate the memory of the missionary fathers and mothers who brought Christianity to these Islands, also to promote union among its members, to cultivate in them an active missionary spirit, stir them up to good deeds, and to assist in the support of Christian work.” Today the Society preserves the memory and spirit of the original mission, with the specific purpose of “promoting union among its members, stirring them up to good deeds, of assisting in the support of Christian work, of maintaining a museum and library, of caring for, regulating and preserving the Mission Cemetery at Kawaiaha`o.”

**Section 3. Amendments.** Alterations in, or additions to, these Bylaws may be made at any regular or special meeting of the Enrolled Members by a vote of three-fourths of the Enrolled Members present, such alterations or additions having been proposed by either the Board of Trustees or by not less than three Enrolled Members.

**Section 4. Fiscal Year.** The Society follows a calendar year, or as may otherwise be established by the Board of Trustees.

### ARTICLE 2

#### **Membership**

**Section 1. Categories of Membership.** There shall be Enrolled Members (which shall include Honorary Enrolled Members) and Participating Members, with the rights and privileges as described

in more detail herein. The power to admit or expel members shall be vested solely in the Board of Trustees.

**Section 2. Eligibility for Enrolled Membership.** The following individuals shall be eligible for Enrolled Membership upon payment of an enrollment fee, if any, as set by the Board of Trustees.

- a) Any descendant of any person sent at any time by the American Board of Commissioners of Foreign Missions as a missionary to Hawaii.
- b) Any descendant of a person sent by the London Missionary Society who served the Sandwich Island Mission in Hawaii.
- c) The husband, wife, widow, or widower of any Enrolled Members (other than Honorary Enrolled Members).
- d) Any descendant of any person who was elected before 1904 as an “adopted” member of the Hawaiian Mission Children’s Society pursuant to Article 4 of the Society’s original constitution as published in its Annual Report for 1853, or amendments thereto. No further such adoptions shall be made hereafter, and election to Honorary Enrolled Membership in accordance with Section 9 of this Article 2 shall not confer membership on the Honorary Enrolled Member’s descendants.
- e) Any person admitted as an Honorary Enrolled Member prior to April 12, 2014.

The Board of Trustees may adopt and amend rules concerning proof of eligibility for Enrolled Membership and Participating Membership.

**Section 3. Eligibility for Participating Membership.** The following shall be eligible to be a Participating Member upon payment of an annual fee, if any, as set by the Board of Trustees.

- a) Any Enrolled Member.
- b) Any person interested in supporting the collections and programs maintained by The Society.

Enrolled members who wish to receive rights as described in Section 5 of this Article 2 must also become Participating Members.

**Section 4. Rights of Enrolled Members.** Any Enrolled Member shall be entitled to attend and, if they are age 18 or more, vote at any meeting of the Enrolled Membership, to hold office in this Society, to inspect the books and records of this Society as provided by Section 302 of Chapter 414D Hawaii Revised Statutes, the Hawaii Nonprofit Corporations Act, as the same may be amended from time to time (the “Act”), and have notice of any meeting of the Enrolled Membership as provided in Section 7 of this Article 2.

**Section 5. Rights of Participating Members.** Any Participating Member shall be entitled to hold office in this Society (as limited by thresholds set forth in Article 3, Section 2), and to other privileges as determined by the Board of Trustees. Rights of Participating Members do not include

rights of Enrolled Members unless the Participating Member is also an Enrolled Member. Participating Members shall thereby have no right to vote at membership meetings.

**Section 6. Meetings of the Enrolled Membership.** The Annual Meeting of the Enrolled Membership of this Society shall be held in April of each year, at a time and place to be determined by the Board of Trustees. Special meetings of the Enrolled Membership may be held at the call of the Board of Trustees, the President or by Enrolled Members holding not less than ten percent (10%) of the voting power. If authorized by the Board of Trustees in its sole discretion, members may participate at an annual, regular or special meeting of members by means of Internet, teleconference, or other electronic transmission technology in a manner that allows members the opportunity to (i) read or hear the proceedings substantially concurrently with the occurrence of the proceedings; (ii) vote on matters submitted to the members; (iii) pose questions; and (iv) make comments. All meetings of the membership shall be governed by the rules of order and procedure as may be adopted by the Board of Trustees from time to time, or if no such rules are adopted, by Robert's Rules of Order Newly Revised.

**Section 7. Notice and Record Date.** Notice of the annual and special meetings of the Enrolled Membership shall be given by the President, or, at the President's direction, by the Executive Director, at least ten (10) days and not more than sixty (60) days prior to the meeting and shall be delivered in person, by telephone, by mail or by electronic transmission to each Enrolled Voting Member. If amendments to the Articles of Incorporation or Bylaws will be considered, the notice shall include the proposed amendments which may be sent electronically. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the books of the Society. Notice may be given to any member by electronic transmission, provided that the member shall have consented to receive notice by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when sent to an electronic mail address at which the member has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the member has consented to receive notice, if transmitted by facsimile telecommunication. Waiver by an Enrolled Member in writing of a notice of a meeting of the Enrolled Membership shall be equivalent to the giving of such notice. Attendance by an enrolled member, without objection to the notice, at a meeting of the Enrolled Membership shall constitute a waiver of notice of the meeting. The record date for determining the Enrolled Members entitled to notice of or to vote at a meeting or for action by ballot shall be set by the Board of Trustees, provided that such record date is not more than seventy (70) days prior to the date of the meeting. If no such record date for notice is set by the Board, then the Enrolled 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 date on which the meeting is held, are entitled to notice of the meeting. If no such record date for voting is set by the Board, then the Enrolled Members on the day prior to the date of the meeting or distribution of ballots that are otherwise eligible to vote are entitled to vote at the meeting or by ballot.

**Section 8. Quorum and Voting.** A quorum of any meeting of the Enrolled Membership shall consist of forty members. Except as otherwise provided by law, the Society's Articles of Incorporation or elsewhere in these Bylaws, each Enrolled Member, aged 18 or more, shall be

entitled to one (1) vote, which may not be exercised cumulatively, on each matter submitted to a vote by the members. If a quorum is present, the concurring vote of a majority of the Enrolled Members constituting a quorum on a given matter shall be valid and binding upon the Society as the act of the Enrolled Membership, except as otherwise provided by law or by these Bylaws or by the Articles of Incorporation of the Society. Enrolled members may not vote by or grant a proxy.

**Section 9. Agenda.** The President shall prepare an agenda for each Annual Meeting of the Enrolled Membership, which shall include in the agenda any resolution proposed by the Board of Trustees, and any resolution submitted to the President in writing signed by any three members at least one (1) month prior to the meeting, provided that any such resolution amending the Articles of Incorporation or these Bylaws shall be submitted to the President at least two (2) months prior to the meeting.

**Section 10. Annual Report.** The annual report is a report of the Society to its members. It shall be provided no more than one hundred and eighty (180) days after the annual meeting of the membership, and may be provided electronically. The report should include financial and programmatic highlights of the year. The report shall be the responsibility of the Executive Director.

**Section 11. Membership Certificates.** Any Enrolled Member may upon application receive a certificate of membership in the form prescribed by the Board of Trustees. Cards certifying the payment of annual contributions by Participating Members may be issued as prescribed by the Board of Trustees.

**Section 12. Honorary Enrolled Members.** Any person admitted as an Honorary Enrolled Member by consent of the Board of Trustees, and by the approval of a two-thirds vote of the Enrolled Members present at any Enrolled Membership meeting of the Society as of April 12, 2014 will continue as an Honorary Enrolled Member, and shall have the rights of a Enrolled Member as described in Section 5 of this article. No additional Honorary Enrolled Members may be admitted after such date.

**Section 13. Action by Ballot.** Any action that may be taken at any annual, regular, or special meeting of Enrolled Members may be taken without a meeting if the Society delivers a ballot to every Enrolled Member. The Society may deliver ballots by electronic transmission to any Enrolled Member who has consented to the receipt of ballots by electronic transmission. A ballot shall: (i) be either in written form or in the form of an electronic transmission, (ii) set forth each proposed action, (iii) provide an opportunity to vote for or withhold a vote for each candidate for election as a Trustee or officer, and (iv) provide an opportunity to vote for or against each proposed action. Approval by ballot pursuant to this section shall be valid only if: (i) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting to authorize the action, and (ii) the number of affirmative votes equals or exceeds the number of affirmative votes for approval that would be required to approve the action at a meeting. All solicitations for votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirements, (ii) state the percentage of approvals necessary to approve each action, (iii) specify the time by which a ballot shall be received by Society in order to be counted. Ballots may not be revoked once delivered to the Society.

## **ARTICLE 3**

### **Trustees**

**Section 1. Powers.** The Board of Directors of this Society shall be called the Board of Trustees and individual directors called Trustees. Except as may be reserved to the Enrolled Members, the Board of Trustees shall have the full power to manage and control the Society's affairs, take any action in the name of the Society except as would be inconsistent with the Act, its Articles of Incorporation or these Bylaws, and to direct all of the Society's officers and agents in the performance of their duties.

**Section 2. Number and Qualifications.** The number of Trustees of the Society may be fixed by the Enrolled Members at any annual meeting of the Enrolled Membership and may be increased or decreased at any special meeting duly called and held for that purpose, provided that the number of Trustees shall be fixed at not less than three (3) but shall not exceed twenty-one (21). A Trustee need not be a resident of the State of Hawaii, but must be a Participating Member, an Enrolled Member or both. The majority of the Trustees shall at all times be required to be Enrolled Members of the Society. Trustees may serve up to three consecutive three year terms and thereafter may be reelected after being absent from the Board for a period of one (1) year.

**Section 3. Nominations.** The Board of Trustees shall appoint a Nominating Committee consisting of five (5) Enrolled Members of which two (2) members shall be Trustees, and three (3) members shall be Enrolled Members of the Society who are not Trustees. Enrolled Members may recommend to the Nominating Committee members to be nominated as candidates for Trustee. At least sixty (60) days prior to the Annual Meeting of Enrolled Members, the Nominating Committee will nominate candidates for election to the Board of Trustees. The nominations made by the Nominating Committee shall be filed with the Secretary and made available for review by the members at the principal office of the Society and posted on the Society's Internet website within ten (10) working days of receipt by the Secretary. Additional nominations to the Board of Trustees may be made by presenting written notice of such nominations, signed in each case by no fewer than twenty (20) Enrolled Members. Such notice must be received by the Secretary at the Society's principal business address at least thirty (30) days before date of the Annual Meeting of Enrolled Members. Candidates submitted by nomination by Enrolled Members shall be included with the candidates nominated by the Nominating Committee. Nominations from the floor at the Annual Meeting of Enrolled Members will not be permitted.

**Section 4. Staggered Terms.** The Nominating Committee shall propose the term of each Trusteeship position to be filled by election so as to best stagger the terms of the Trustees over three (3) years beginning with the initial election of Trustees with staggered terms at the Annual Enrolled Membership Meeting in 2009.

**Section 5. Election and Tenure.** Trustees shall be elected by a majority of Enrolled Members present at the Annual Enrolled Membership Meeting or any special meeting of the Enrolled Membership called for such purpose, and each Trustee shall hold office for the term for which the Trustee is elected and until a successor shall be elected and qualified or until the Trustee's earlier removal, resignation, death or incapacity.

**Section 6. Resignation/Removal.** Any Trustee may resign at any time by giving written notice of such resignation to the President or Secretary. Any Trustee may be removed from office at any time with or without cause by the affirmative vote of the majority of votes entitled to vote at any special meeting of the Enrolled Members called for such purpose. Any such vote to remove a Trustee may be held only at a meeting called for the purpose of removing the Trustee, and the meeting notice must state that the purpose or one of the purposes of the meeting is the removal of the Trustee. In the event of the resignation of a Trustee, or the removal of a Trustee by the Enrolled Members without the election of a replacement Trustee, the Board of Trustees may appoint a replacement Trustee to serve until the next Annual Meeting of the members.

**Section 7. Annual and Regular Meetings.** An annual meeting of the Board of Trustees shall be held without notice immediately after, and at the same place as, the annual meeting of Enrolled Members. At the annual meeting of the Board, the Board shall transact any general business which may be brought before the meeting and shall take such other corporate action as may be appropriate. The Board of Trustees may by resolution provide for the holding of regular meetings without notice other than such resolution; provided, however, that the resolution shall fix the date, time and place (which may be anywhere within the state of Hawai`i) for these regular meetings.

**Section 8. Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of the President or any three Trustees. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by them, provided that such place shall be in Honolulu, Hawaii.

**Section 9. Notice.** Notice of any special meeting of the Board of Trustees shall be given at least seven (7) days previously thereto to each Trustee. Such notice shall be delivered in person, by telephone, by mail or by electronic transmission to each Trustee. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Trustee at the Trustee's address as it appears on the records of Society. Notice may be given to any Trustee by electronic transmission, provided that the Trustee has consented to receive notice of Board meetings by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the Trustee has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the Trustee has consented to receive notice, if transmitted by facsimile telecommunication. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any regular or special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

**Section 10. Quorum.** At all meetings of the Board of Trustees no less than one-third of the Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by the Act, the Articles of Incorporation or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.

**Section 11. Meetings by Telephone/Video Conference.** Members of the Board of Trustees or any committee designated thereby may participate in any meeting of the Board or committee by

means of a conference telephone, video or similar communication equipment by means of which all persons participating in the meeting can simultaneously hear each other.

**Section 12. Action by Trustees without a Meeting.** Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Trustees or of a committee of the Board may be taken without a meeting if all of the Trustees or all of the members of the committee, as the case may be, sign a written consent, setting forth the action taken or to be taken, at any time before or after the intended effective date of the action. The consent shall be filed with the corporate records reflecting the action taken or included in the minutes of the meetings of the Board of Trustees or committee meetings, as the case may be, and shall have the same effect as a unanimous vote at a meeting.

**Section 13. Reimbursement and Compensation.** No Trustee may receive any compensation for services rendered to the Society but may, with approval of the Board of Trustees or Executive Committee, be reimbursed for actual out-of-pocket expenditures.

**Section 14. Minutes.** The minutes of the Board of Trustees shall include, among other things, the place and time of the meeting, the names of the presiding officer and persons attending, the full text of any resolution or motion made, the names of the mover and seconder, the vote thereon, appointments made, and any financial reports received.

## **ARTICLE 4 Officers and Agents**

**Section 1. Officers.** The officers of the Society shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article 4. The President, Vice President, Secretary, and Treasurer must be members of the Board of Trustees. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees.

**Section 2. Election and Term of Office.** The Board of Trustees shall hold a meeting immediately following the Annual Meeting of the Enrolled Membership to elect the officers of the Society. New offices may be created and filled at any meeting of the Board of Trustees. New officers shall serve for a term of one year until the officer's successor shall be elected or appointed.

**Section 3. Removal.** Officers shall be subject to removal at any time, with or without cause, by the Board of Trustees. The Board of Trustees may, in its discretion, elect acting or temporary officers, elect officers to fill vacancies occurring for any reason whatsoever, and limit or enlarge the duties and powers of any officer elected by it. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Society.

**Section 4. Vacancies.** In case any office of the Society becomes vacant by death, resignation, retirement, disqualification, removal, or any other cause, the Board of Trustees may elect an officer

to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Trustees after the Annual Meeting of Enrolled Members next succeeding and until the election and qualification of the officer's successor.

**Section 5. President.** The President shall preside at and call all meetings of the membership, of the Board of Trustees, and of the Executive Committee, if one is elected and the President serves on such committee. The President may attend any meeting of any committee.

**Section 6. Vice President.** The Vice President shall perform the duties of the President in the President's absence.

**Section 7. Secretary.** The Secretary shall provide notice of and keep the minutes of meetings and certify the resolutions of the Enrolled Membership, the Board of Trustees and of the Executive Committee, if one is elected. The Secretary shall be responsible for the care and safekeeping of all records of the Society, except as otherwise provided by these Bylaws or resolution of the Board of Trustees.

**Section 8. Treasurer.** The Treasurer shall take care that all monies of the Society are received, safely kept, accounted for and paid out only as authorized by the Board of Trustees. The Treasurer shall present an accounting of the financial transactions of the Society for the preceding fiscal year to each Annual Meeting of the Enrolled Membership, and shall submit such annual accounting as soon as possible after the close of each fiscal year to an auditor chosen by the Board of Trustees.

**Section 9. Compensation.** No elected officer may receive any compensation for services rendered to the Society, but may, with approval of the Board of Trustees or Executive Committee, be reimbursed actual out-of-pocket expenditures.

## **ARTICLE 5 Committees**

**Section 1. Board Committees.** The Board of Trustees, by resolution adopted by a majority of the Trustees then in office, may designate an Executive Committee and one or more other committees of the Board, each consisting of two (2) or more Trustees, to serve at the pleasure of the Board. Committees shall not have the authority to act on behalf of the Society, only to make recommendations to the Board of Trustees.

Such Board Committees shall have such functions and may exercise such power of the Board of Trustees as can be lawfully delegated, but only to the extent provided in the resolution or resolutions creating such committees. Each Board Committee, to the extent provided in the resolution and subject always to the control of the Board, shall have and exercise all the authority of the Board, except that no such committee shall have the authority to:

- a) authorize distributions;
- b) approve or recommend to members dissolution, merger, conversion, or the sale, pledge, or transfer of all or substantially all of the Society's assets;
- c) elect, appoint or remove Trustees or fill vacancies on the board or on any of its

committees;

- d) adopt, amend, or repeal the Articles of Incorporation or Bylaws of the Society; or
- e) amend, alter or repeal 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 (a) to (e) above shall prohibit any Board Committee, if properly authorized by the Board and not prohibited by the Bylaws, from engaging in any sale, lease, exchange, mortgage, pledge or distribution of assets of the Society in the normal course of the Society's business.

All Board and Committee meetings shall be governed by the rules of order and procedure as may be adopted by the Board of Trustees from time to time, or if no such rules are adopted, by Robert's Rules of Order Newly Revised.

**Section 2. Advisory Committees.** The Society may also have Advisory Committees which may include members that are not Trustees created as determined by the Board of Trustees from time to time. Trustee Advisory Committees shall not have the authority to act on behalf of the Society. An individual's membership on an Advisory Committee does not qualify him/her as an officer, director, trustee, or agent of the Society, but he/she shall keep confidential all non-public information gained by virtue of such position and act in the best interests of the Society.

**Section 3. Committee Functions and Removal.** The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. The Board of Trustees, by vote of the majority of the Trustees then in office, may remove any member of any committee, at any time, with or without cause or notice to the person being removed

**Section 4. Chairs.** The Board of Trustees shall appoint the chair of committees other than the Executive Committee or may authorize the President to appoint the chair of a particular committee. The President shall be the chair of the Executive Committee if elected to such committee.

**Section 5. Cemetery Committee.** There shall be a Cemetery Committee, which shall be responsible for the care and maintenance of the Mission Cemetery, as authorized by the Board of Trustees.

**Section 6. Executive Committee.** There shall be an Executive Committee and the Board may delegate certain of its powers to the Executive Committee. Except as otherwise provided by the Board, the quorum and minutes of the Executive Committee shall be governed by the Bylaws governing those of the Board.

**Section 7. Nominating Committee.** There shall be a Nominating Committee, which shall meet to fulfill their duties as described in Article 3, Section 3 of these Bylaws.

**Section 8. Other Committees.** The Board of Trustees may appoint standing or special committees. Appointment of chairs and members of standing committees, except the Executive and Cemetery committees, shall be for a term expiring at the next Annual Meeting of the membership. The members of the Executive, Cemetery and special committees shall serve at the pleasure of the Board of Trustees.

**Section 9. Functions.** In no event will any committee appointments extend beyond the next annual meeting. The functions of the committees shall be to advise the Board of Trustees, the officers and the Executive Director (as described in Article 6, Section 1). No committee shall have any power to expend the funds of the Society, or to make contracts on behalf of the Society, except as expressly authorized by the Board of Trustees by resolution entered in the Board's minutes.

**Section 10. Meetings.** Meetings of a committee may be held as the committee may fix from time to time by resolution. Special meetings of any committee may be called at any time by any Trustee who is a part of the committee or by any person entitled to call a special meeting of the full Board of Trustees. Except as otherwise provided in this section, the conduct of all meetings of any committee with respect to notice, waiver of notice, action without meetings, participation by telecommunications, and quorum and voting requirements, shall be governed by the sections in Article 3 of these Bylaws pertaining to meetings of the full Board of Trustees. Each committee shall keep 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.

## **ARTICLE 6 Executive Staff**

**Section 1. Executive Director.** The Executive Director shall be the senior paid staff member of the Society, an officer of the Society, and serve at the pleasure of the Board. The Executive Director shall, subject to the control of the Board of Trustees, exercise general management and control of the day-to-day affairs of the Society.

**Section 2. Society Relations Director.** The Society Relations Director shall be a paid staff member who reports to the Executive Director. The Society Relations Director position is intended to maintain the genealogies of enrolled members and positive public relations with enrolled members. Additional duties and details may be described in a job description.

## **ARTICLE 7 Miscellaneous**

**Section 1. Checks; Drafts; Evidences of Indebtedness; Contracts and Other Instruments.** From time to time, the Board of Trustees shall determine by resolution which officer or officers may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness or other contracts or instruments that are issued in the name of, payable to the Society or otherwise bind the Society, and only the officers so authorized shall sign or endorse those instruments. In the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the President or any Vice President and by the Treasurer or the Secretary. Unless authorized by the Board of Trustees, no officer, agent or employee of the Society shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**Section 2. Loans to Trustees and Officers Prohibited.** No loans shall be made by the Society to its Trustees or officers. To the extent provided by law, any Trustee or officer who assents to or participates in the making of such a loan shall be liable to the Society for the amount of the loan until it is repaid. For the purposes of this section, any Trustee who votes against the making of a loan shall be deemed not to have assented to or participated in the making of the loan.

## **Roster of Enrolled HMCS Members**

This is an active link to [www.missionhouses.org](http://www.missionhouses.org) where the Roster is found under HMCS using the tab Genealogy. The list is enrolled members of the Hawaiian Mission Children's Society as of February, 2015. Please email questions about errors or omissions to [info@missionhouses.org](mailto:info@missionhouses.org). To enroll a new member, forms are available on [missionhouses.org](http://missionhouses.org) website at HMCS/Genealogy.

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 Nan Guslander  
 Barbara Harger  
 Diana Damon & Charles Henderson  
 Ms. Karen Ho Hong  
 Beverly Hughes  
 Mr. and Mrs. J.A. Scott Hughes  
 Mrs. Edward M. Hughes  
 Dudley Hulbert and Sono Hirose Hulbert  
 Ms. Sherilyn R. Iona  
 Mr. and Mrs. Myron O. Isherwood Jr.  
 Kuaika Jendrusch  
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 Mr. and Mrs. John H. Judd  
 Mr. and Mrs. Julian H. Judd Jr.  
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 Mr. Earl Kawaa  
 Betty H. Kolb M.D.  
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 Mr. and Mrs. Peter C. Lewis  
 Mrs. Paul Loo  
 Mr. Kimo Lyman  
 Mr. and Mrs. Samuel A. B. Lyons  
 Mr. and Mrs. Samuel A. B. Lyons  
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 Mr. and Mrs. Roger P. MacArthur  
 Mr. and Mrs. Paul C. MacLaughlin  
 Mr. and Mrs. John and Stephanie Marrack  
 Dorothy Jean Martin  
 Mr. and Mrs. John B. McAllister  
 Mr. and Mrs. William J. McCord  
 Mrs. Martha D. McDaniel  
 Eva Lopp McFadyen  
 John McHugh and Janet Self  
 Ms. Isabel D. McKay  
 Mr. and Mrs. Michael E. McQuillen  
 Dr. James C. Mead  
 Mr. and Mrs. Henry E. Meyer  
 Alanson C. Miller and Bonnie Goodell  
 Wakefield Mist  
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 Mr. Ross Miyashiro  
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 Major Dale A. Smith  
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Holly C. L. Wilson  
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Mr. and Mrs. Paul L. Wysard  
Ms. Malia Preble Yang  
Mr. Peter T. Young  
Dr. and Mrs. Stanley H. Zisk  
Mrs. Noenoelani M.L. Lewis

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Lucy G. Alexander  
Mrs. Richard Arms  
Bethany Auriel-Hagan  
Margot Baldwin  
Evelyn Taylor Ballsun  
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Miss Carol A. Beadle  
Janna Bertholf  
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Mr. and Mrs. Francis A.I. Bowers III  
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Chris and Jackie Carswell  
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Capt. James L. Fleishell, Ret.  
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The Revs. Ralph and Maeva-Louise Bayfield  
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Chuck and Helene Lileikis  
Robert Liljestrand  
Mr. Keawe L. Liu

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 Mr. and Mrs. Thomas D. Mallory Jr.  
 Mrs. Sarah Marshall  
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 Revs. Kenneth W. and Marjorie Neal  
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 Miss Sarah Wilder  
 Dr. and Mrs. Robert Wilkinson  
 Mr. and Mrs. James Woodworth  
 Theodore P. Wright Jr.  
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 Ms. Mary Zwiep

### Bequest

Mrs. Hartley B. Barker

### Grants from Foundations and Trusts

To avoid potential confusion among members, we want you to know that for audit purposes, we count grants the year they are received, but for operating budget purposes, we record grants as they are spent. Thus a three year grant would be spread out over a three-year period in our operating budget.

| Foundation or Trust                | Amount    | Purpose                         |
|------------------------------------|-----------|---------------------------------|
| Atherton Family Foundation         | \$ 25,000 | Marketing and Membership Drive  |
| Fred Baldwin Memorial Foundation   | \$ 8,400  | Digitization of Maui materials  |
| Samuel W. Wilcox Trust             | \$ 5,000  | Digitization of Kauai Materials |
| George N. Wilcox Trust             | \$ 10,000 | Digitization of Kauai Materials |
| Cooke Foundation Ltd.              | \$ 14,000 | Theatrical productions          |
| George Mason Trust                 | \$ 7,500  | School program revision         |
| Kamehameha Schools                 | \$ 1,000  | School program revision         |
| Hawai'i Council for the Humanities | \$ 3,500  | Ke Ala O Ka Hua Mele symposiums |
| Jhamandas Watumull Fund            | \$ 1,000  | School program support          |

|  |            |  |
|--|------------|--|
| Hawai'i State Foundation on Culture & the Arts | \$ 13,365  | Program support: School and Historic House Tours |
| Gertrude M. Damon Trust                        | \$ 92,500  | 1821 House and Hale programming                  |
| Elsie H. Wilcox Foundation                     | \$ 3,000   | digitization of Kauai Materials                  |
| Mabel Wilcox Foundation                        | \$ 4,000   | IMLS match: Digitizing Missionary Letters        |
| Harold K.L. Castle Foundation                  | \$ 75,000  | 3-year Strategic Plan implementation             |
| IMLS Museums for America                       | \$ 76,000  | 3-year Digitization of letters and photos        |
|  | \$ 339,265 | Total  |

### **Corporate and Other Special Gifts**

Bank of Hawai'i  
Zadoc W. and Lawrence N. Brown Foundation  
Chubb and Son Inc.  
Fire Truck Hawai'i, LLC.  
Hawaii Conference Foundation  
Hardass Fitness LLC  
IBM Corporation, Matching Grants Program  
National Society of the Colonial Dames of America in the State of Hawai'i  
Office of Hawaiian Affairs  
Progressive Electric Company, Inc.  
The Queen's Health Systems  
Royal Contracting Co., Ltd.  
Ulana Me Ka Lokomaika'i Lauhala Hui  
Jhamandas Watumull Fund  
Waimakua / Mary Rice Estate