



# BYLAWS OF HIBIKI ASSOCIATION

*(A California Nonprofit Public Benefit Corporation)*

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## Article I — Name and Offices

The name of this corporation shall be **Hibiki Association**.

The principal office for the transaction of the activities and affairs of the corporation is located in San Diego, California.

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## Article II — Purposes

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The specific purpose of this corporation is to promote community enrichment through arts, culture, and service-oriented initiatives.

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## Article III — Nonprofit Status

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered.

The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

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## Article IV — Membership

This corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law.

All corporate powers shall be exercised by or under the authority of the Board of Directors.

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## Article V — Board of Directors

The activities and affairs of this corporation shall be conducted under the direction of the Board of Directors.

The authorized number of directors shall be three (3) unless changed by amendment to these Bylaws.

**The initial directors are:**

- **Mariko Parris**, President
- **Shoko Endo**, Secretary
- **Rob Hemby**, Treasurer

Each director shall hold office until a successor has been elected and qualified, unless earlier removed or resigned.

A majority of the directors shall constitute a quorum for the transaction of business.

Actions shall be decided by a majority vote of the directors present.

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## Article VI — Officers

### Section 1. Officers of the Corporation

The officers of this corporation shall be a President, a Secretary, and a Treasurer (also referred to as the Chief Financial Officer or CFO).

The corporation may also have such other officers as may be appointed by the Board of Directors in accordance with these Bylaws.

### Section 2. Qualifications and Election

All officers shall be chosen by and serve at the pleasure of the Board of Directors.

One person may hold more than one office, except that **no person serving as the Secretary, the Treasurer, or the Chief Financial Officer may serve concurrently as the President**, in accordance with California Corporations Code Section 5213(a).

### **Section 3. Duties of Officers**

**President:** The President shall be the general manager and chief executive officer of the corporation and shall, subject to the control of the Board, supervise and direct the affairs and activities of the corporation. The President shall preside at all meetings of the Board.

**Secretary:** The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board, and shall maintain the corporation's records and legal documents. The Secretary shall also ensure that notices of meetings are properly given.

**Treasurer (Chief Financial Officer):** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the corporation's properties and business transactions. The Treasurer shall render financial statements and reports as requested by the Board.

### **Section 4. Vacancies and Removal**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors.

Any officer may be removed, either with or without cause, by the Board of Directors.

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## **Article VII — Committees**

The Board of Directors may establish committees as necessary to carry out the purposes and activities of the corporation.

Each committee shall report its activities and recommendations to the Board.

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## **Article VIII — Records and Reports**

The corporation shall maintain accurate and complete books and records of account, minutes of meetings, and a record of each director's name and address.

Such records shall be available for inspection by any director at any reasonable time.

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## **Article IX — Fiscal Year**

The fiscal year of the corporation shall end on December 31 of each year.

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## **Article X — Dissolution**

Upon dissolution or winding up of the corporation, assets remaining after payment of all debts shall be distributed to one or more nonprofit organizations organized and operated exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code.

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## **Article XI — Amendments**

These Bylaws may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting.

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## **Article XII — Conflict of Interest Policy**

Each director, officer, or key employee shall disclose any potential conflict of interest involving the corporation.

No person shall vote on or participate in any decision in which they have a financial interest. The minutes of the meeting shall reflect such disclosures and abstentions.

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## **Article XIII — Execution of Instruments**

The Board of Directors may authorize any officer or agent of the corporation to enter into any contract or execute any instrument in the name of and on behalf of the corporation.

Unless so authorized, no officer or agent shall have such power or authority.

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## **Article XIV — Financial Controls**

All checks, drafts, or orders for the payment of money shall be signed by one authorized officer of the corporation, as designated by the Board of Directors.

The Treasurer shall maintain accurate financial records and present financial reports to the Board at least annually.

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## **Article XV — Non-Discrimination Policy**

The corporation shall not discriminate on the basis of race, color, religion, gender, age, national origin, disability, sexual orientation, or any other status protected by law in any of its policies, programs, or activities.

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## **Article XVI — Projects and Programs**

The corporation may establish and operate projects or programs that further its charitable and educational purposes.

Each project shall operate under the authority of the Board of Directors and within the policies and mission of the corporation.

The Board may approve the creation, modification, or discontinuation of any project by resolution.

All funds raised or received for specific projects shall be used exclusively for the designated purposes of those projects and shall remain under the fiscal and legal control of the corporation.

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## **Article XVII — Electronic Meetings**

Meetings of the Board of Directors may be held by teleconference or other electronic means, and such participation shall constitute presence in person at the meeting.

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## **Article XVIII — Whistleblower Policy**

The corporation shall not retaliate against any director, officer, employee, or volunteer who in good faith reports suspected misconduct or violation of law.

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## **Article XIX — Document Retention Policy**

The corporation shall retain financial, legal, and organizational records for at least seven (7) years, or longer as required by law.

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## **Article XX — Youth and Volunteer Policy**

Youth participants and volunteers shall act under adult supervision and in a safe, inclusive, and respectful environment.

The corporation shall ensure that all volunteer activities support its mission and comply with applicable laws and child protection standards.

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## **Article XXI — Committees**

### **Section 1. Committees of the Board**

The Board may, by resolution adopted by a majority of directors, create one or more committees composed of directors.

No committee shall have authority to fill Board vacancies, amend bylaws, or fix compensation.

### **Section 2. Advisory and Working Committees (Including Youth Committee)**

The Board may establish advisory or working committees, including but not limited to a Youth Committee, Volunteer Committee, or Program Committee.

These committees advise and assist the Board but have no authority to act on behalf of the corporation.

### **Section 3. Appointment and Supervision**

Committee members are appointed by the Board and operate under the supervision of a designated director or officer.

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## **Adoption and Signatures**

Adopted by the Board of Directors on **Sunday, September 27, 2025**

**Mariko Parris**, President

**Shoko Endo**, Secretary

**Rob Hemby**, Treasurer