Keʻena Kuleana Hoʻokipa O Hawaiʻi
1801 Kalākaua Avenue
Honolulu, HI 96815
kelepona tel (808) 973-2255
kelepaʻi fax (808) 973-2253
hawaiitourismauthority.org

ADMINISTRATIVE STANDING COMMITTEE MEETING OF THE HAWAIʻI TOURISM AUTHORITY

VIRTUAL MEETING

Monday, October 20, 2025 at 10:00 a.m.

Meeting will be live streaming via Zoom.

https://us06web.zoom.us/j/87805949759

You may be asked to enter your name or email. The Board requests that you enter your full name, but you may use a pseudonym or other identifier if you wish to remain anonymous.

Call In: +1 669 444 9171
Webinar ID: 878 0594 9759

Members of the public may provide written or oral testimony on agenda items. Oral testimony (in-person or via Zoom) will be limited to five minutes for each testifier per agenda item. Signup for oral testimony via Zoom will be accepted through the Q&A feature on Zoom.

Written testimony received ahead of the preparation of the committee packet will be included in the packet. Email written testimony to Carole Hagihara-Loo at Carole.m.hagihara@hawaii.gov or hand-deliver or send via postal mail to the Hawaiʻi Tourism Authority office, 1801 Kalākaua Avenue, 1st Floor, Honolulu, HI 96815. Written testimony received after the issuance of the committee packet (three business days before the meeting) will be distributed to the committee and available for public inspection at the meeting.

AGENDA

1. **Call to Order**

2. **Roll Call to Announce Name of Participating Board Members and to Identify Who Else is Present with Board Member if Location is Nonpublic**

3. **Approval of Minutes of the April 21, 2025, Administrative & Audit Standing Committee**

4. **Discussion and Action Regarding the Charter of the Administrative Standing Committee**

5. **Discussion and Action Regarding the Draft Bylaws of the Hawaiʻi Tourism Authority**

6. **Discussion and Action on the CEO Search**

7. **Adjournment**

*** **Executive Session:** The Board may conduct an executive session closed to the public pursuant to Hawaiʻi Revised Statutes (HRS) § 92-4. The executive session will be conducted pursuant to HRS § 92-5 (a) (2), § 92-5 (a)(4), § 92-5 (a)(8) and §201B-4(a)(2) for the purpose of consulting with the board's attorney on questions and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities; to consider hiring and evaluation of officers or employees, where consideration of matters affecting privacy will be involved; and to discuss information that must be kept confidential to protect Hawaiʻi's competitive advantage as a visitor destination.

If you need an auxiliary aid/service or other accommodation due to a disability, contact Carole Hagihara-Loo at (808) 973-2289 or Carole.m.hagihara@hawaii.gov as soon as possible, preferably no later than 3 days prior to the meeting. **Requests made as early as possible have a greater likelihood of being fulfilled.** Upon request, this notice is available in alternative**/accessible** formats.

In accordance with HRS section 92-3.7, the Hawaiʻi Tourism Authority will establish a remote viewing area for members of the public and board members to view and participate in meetings held using interactive conference technology (ICT). The ICT audiovisual connection will be located on the 1st Floor in the Lobby area fronting the Hawaiʻi Tourism Authority at the Hawaiʻi Convention Center at 1801 Kalākaua Avenue, Honolulu, Hawaiʻi, 96815.

3

Approval of the Minutes of the April 7, 2025, Administrative & Audit Standing Committee Meeting

Keʻena Kuleana Hoʻopipa O Hawaiʻi
1801 Kalākaua Avenue
Honolulu, Hawaiʻi 96815
kelepona tel 808 973 2255
kelepaʻi fax 808 973 2253
hawaiitourismauthority.org

ADMINISTRATIVE & AUDIT STANDING COMMITTEE MEETING
HAWAIʻI TOURISM AUTHORITY
Monday, April 7, 2025, at 10:00 a.m.

Virtual Meeting

MINUTES OF THE ADMINISTRATIVE & AUDIT STANDING COMMITTEE MEETING

MEMBERS PRESENT:	James McCully (Chair), David Arakawa (Vice Chair), Todd Apo, Mahina Paishon, James Tokioka (Ex Officio, DBEDT Director), Mike White
NON-VOTING MEMBERS PRESENT:	Stephanie Iona, Roy Pfund
HTA STAFF PRESENT:	Caroline Anderson, Kalani Kaʻanāʻanā, Isaac Choy, Talon Kishi
GUEST:	Teri Orton
LEGAL COUNSEL:	John Cole

1. **Call to Order**

Chair McCully called the meeting to order at 10:01 a.m.

2. **Roll Call to Announce Name of Participating Board Members and to Identify Who Else is Present with Board Member if Location is Nonpublic**

Mr. Kishi conducted the roll call, and members were confirmed in attendance by themselves.

3. **Approval of Minutes of the February 14, 2025, Administrative & Audit Standing Committee Meeting**

Vice Chair Arakawa proposed a motion to approve the minutes and Dir. Tokioka seconded it. The motion passed unanimously.

4. Discussion and/or Action on HTA's FY2024 HTA Independent Financial Audit Report Presented at the March 27, 2025 Regular Board Meeting

a. Presentation by Mr. Leslie Kondo, Hawaii State Auditor (Subject to Availability)

Chair McCully introduced Agenda Item #4, Discussion on Issues Raised by the FY2024 HTA Independent Financial Audit Report, as presented at the March 27 Regular Board meeting. He noted that item 4(a) was to be a presentation by Mr. Leslie Kondo, the Hawaiʻi State Auditor, but he was not available.

b. Discussion on Issues Raised by the FY2024 HTA Independent Financial Audit Report

Chair Apo asked if it would be permissible for him to share what he had gathered since the Board meeting about these issues, and Chair McCully responded that this would be a good way to begin the discussion.

Chair Apo stated that since the previous two Board meetings, he had spent some time obtaining documents and speaking to staff at the HTA and the HCC to get a good picture of what had happened.

The discussion was based on the comment in the financial audit about two events held at the HCC, one the Hawaiʻi Lodging and Tourism Association (HLTA) conference and the other the Pacific Century Fellows (PCF) breakfast. After studying the available documents, Chair Apo had drawn the following conclusions:

Both events were contracted using the HTA Space Request Form (SRF), which was transmitted from HTA staff to HCC staff. Neither the HLTA nor PCF had contracted for the space. Chair Apo had seen documents stating that the HTA CEO had the authority and discretion to hold HTA events at the HCC through the use of the HTA SRF. Chair Apo noted that on the form's second page, functions were listed, ranging from HTA Board and Committee meetings to HTA program meetings and HTA events for the industry and public. There was a check box for meetings initiated by external contractors. Based on this information, Chair Apo believed these were HTA events for the industry and the public. The HCC had serviced the events on the basis that they had been requested using the HTA SRF, and the normal practice with events that were ordered through in this way was to make no charge for space use while charges for food and beverage were passed from the HCC to the HTA by a year-end reconciliation. Chair Apo mentioned this because it explained why no invoices had been sent to either of the two organizations. The HCC had serviced the events and charged the HTA for food and beverages in accordance with normal practice.

Chair Apo noted that the financial audit referred to "discounted or complimentary services to the two organizations." He believed this was not an accurate description, given that the HTA SRF had been used to request the events under the authority of the CEO. He considered that it would have been different if either entity had contacted the HCC to contract for services before being given a discount. Chair Apo considered that the situation would have corresponded more closely with the audit language. He understood the outcomes were similar, but the language would have been different.

Chair Apo concluded by stating that he believed the CEO had the authority and the discretion to identify the events as HTA events and to use the HTA SRF, which was what had happened here.

He understood that the status of these two events as HTA events was debatable, but he did not perceive an abuse of discretion in the decision to use the HTA SRFs. This explained why the two organizations were not charged, but after the Special Board meeting on March 25, 2025, both HLTA and PCF requested invoices for the food and beverages for the two events. HCC had supplied the invoices, and they were in the process of being paid. Chair Apo concluded that if the entities had been supposed to pay, payment was being taken care of.

Chair Apo's final observation was a reminder that if Board members or HTA staff members were connected with events being held at the HCC, they needed to be careful to observe the correct procedure. He believed that these reminders would still be discussed again because all Board members understood the importance of reviewing what had happened, identifying potential gaps in the process or the policy, and repairing these gaps.

The HTA staff had reported to the Board that some policy changes had already been made. Board members should study these changes and discuss with staff whether additional policy changes are needed to deal with events or requests in the future.

Chair Apo stated that, in his opinion, this should close the discussion about the two events that had been the subject of the special board meeting and part of the regular board meeting, with the hope that going forward, there would be corrections, and everyone could learn from what had happened and move on.

Chair McCully thanked Chair Apo and gave the floor to Vice Chair Arakawa.

Vice Chair Arakawa thanked both Chair McCully and Chair Apo. He believed they should be aware that Chair Apo believed there was no issue. However, Vice Chair Arakawa believed that the audit spoke for itself, and if the Board believed that there had been no abuse of discretion, the audit should be challenged. He did not believe the audit should be challenged; instead, the Board should learn from it and move on.

Vice Chair Arakawa stated that he would strongly object to a proclamation that there had been no abuse of discretion based on a private review by one person. Vice Chair Arakawa had not been asked for any contribution despite being the most familiar with the audit process, and he was concerned that the issue had been glossed over. In the first paragraph of the audit report, when the State Auditor spoke, he referred to

> "individuals affiliated with the authority or organizations with which the individuals affiliated with the authority were associated."

Vice Chair Arakawa believed that the most troubling issue, as was mentioned in the report's first paragraph, was a superior asking a subordinate to use a facility. He accepted that the issue had been addressed and thought that policies and procedures had now been put in place, but he felt that the public and the Board should not gloss over this situation. Vice Chair Arakawa believed it was not correct to proclaim that there had been no abuse of discretion. Future policies and procedures should be designed to address this concern. Otherwise, Vice Chair Arakawa agreed with all of Chair Apo's comments and thanked him.

Dir. Tokioka agreed with Chair Apo's assessment of this situation. Dir. Tokioka had been one of the most vocal people in the previous two meetings, but he now believed that the best thing to be done was to move forward. As Chair Apo had said, the HTA needed to learn from what happened and change or review the processes so that it could never happen again. Dir. Tokioka believed that everyone agreed that the situation should not have arisen and that better safeguards should have been in place. HTA should take the blame; the Board fixed it and will now move forward. However, Dir. Tokioka believed that the auditor would hear Chair Apo's comments and respond to them as was his prerogative. At this point, Dir. Tokioka believed that enough had been said for the Board to know what to do next, and it was incumbent on it to move forward. As Chair Apo had advised, Board members should be very cautious, and staff members should bring any situation that appears not to be correct to the attention of the Board Chair and the CEO. Otherwise, Dir. Tokioka was ready to move on, just as Chair Apo had said.

Chair McCully thanked Dir. Tokioka and called on Ms. Paishon.

Ms. Paishon thanked Chair Apo and Vice Chair Arakawa for their comments. She agreed with everyone's comments and encouraged Board members to move on while tightening up policies and procedures and strengthening the gaps. Additionally, Ms. Paishon remained concerned about how this would unfold regarding public perception of the HTA's communications. She believed there could be concerns about possible defamation or targeting of certain individuals, whether at staff or Board level. She advised committee members to be careful about their communications and messaging and to be wary of various perspectives. Ms. Paishon expressed the hope that Board members could avoid positions where they might face accusations of defamation or similar issues.

Chair Apo stated that he forgot to update us on the requests from Board members for documents or information relating to this discussion. Chair Apo had asked the HTA staff to simply compile the list of requested documents and information rather than struggling to assemble the documents quickly. He undertook to work with staff to collate the list of requests and assemble the documents most efficiently for submission to this committee and ultimately to the full Board if necessary. Chair Apo wanted to remind Board members that their requests had not been forgotten.

Chair McCully thanked Chair Apo for this contribution. Chair McCully stated that what he understood from Chair Apo's comments was the final recommendation from the auditor not only that management should review the propriety of year-end client-proposed financial reporting entries but also that these entries should actually reflect the balances. Chair McCully inferred from this the importance of a strong CAO and a strong CEO, because this issue concerned management practices. He noted that the HTA Board was not a management Board (and, at this point, might not even be a governing Board), so it was important that the administrative staff be effective. Chair McCully added that the previous CEO had occupied two responsibilities, CEO and CAO, simultaneously, and, without criticism, this was a difficult task.

Chair McCully commented that if there were no further discussions from members, he would close this matter until the State Auditor was able to attend a meeting and provide his advice.

Chair McCully reminded members that Agenda Item 5 was "Presentation, Discussion, and Action on HTA Personnel and Leadership," with the first item being "Discussion, Evaluation, and Action Relating to the Resignation of Interim President & CEO Daniel Nāhoʻopiʻi and the Proposed Interim President & CEO, Chief Administrative Officer, Caroline Anderson. As a result, Other Personnel Discussion and Action May be Required, per Bylaws Article VI, Sec 3 and 201B-2, (7)(f)."

Chair Apo requested that the committee enter an executive session because the agenda item was likely to entail discussing personnel and legal issues that might affect the HTA. He noted that he had attended the staff meeting on Thursday and had also met the HTA leadership individuals separately to attempt to understand the various perspectives raised by this agenda item, including the resignation of the previous CEO. He requested that this discussion take place in an executive session and asked AG Cole to review the legal justification.

AG Cole responded that the committee was to enter executive session under HRS§92-5(a)(2), which permitted an executive session to consider the hire or evaluation of an officer where matters affecting privacy would be involved, and also under HRS§92-5(a)(4), to consult with the Board's attorneys on questions and issues pertaining to the Board's powers, duties, privileges, and liabilities.

Chair McCully thanked AG Cole and called for a second for Chair Apo's motion. Vice Chair Arakawa seconded the motion, and the motion was carried unanimously.

Chair Apo requested that only the Board members and AG Cole should attend the Executive Session, without the presence of the HTA staff.

Chair McCully thanked Chair Apo for this contribution and asked whether any staff members would be required to maintain the Zoom conversation.

Mr. Kishi stated that he would help with the Zoom but would leave the room with everything set up.

Mr. Choy asked Chair McCully to text him at the end of the executive session.

Chair McCully asked for any discussion, and hearing none, he called for the vote.

Mr. Kishi conducted the roll-call vote, and the motion was carried unanimously.

The public session paused to enter the executive session at 10:26 a.m.

5. Presentation, Discussion, and Action on HTA Personnel and Leadership***

a. Discussion, Evaluation, and Action Relating to the Resignation of Interim President & CEO Daniel Nāho'opi'i and the Proposed Interim President & CEO, Chief Administrative Officer, Caroline Anderson. As a Result, Other Personnel Discussion and Action May be Required, per Bylaws Article VI, Sec 3 and 201B-2, (7)(f)***

The regular meeting resumed at 11:55 a.m.

AG Cole reported that the committee members had entered executive session for Agenda Item 5(a). Extensive discussion had taken place concerning the issue of the interim President/CEO. A motion of recommendation for the interim President/CEO had been proposed and seconded but had not passed. Hence, no actions had been taken.

Chair McCully thanked the committee members for their robust discussion.

Chair Apo continued his efforts to reach various people to provide recommendations for the next Board meeting.

6. Adjournment

The meeting adjourned at 11:57 a.m.

Respectfully submitted,

Sheillane Reyes

____

Sheillane Reyes
Recorder

5

Discussion and Action Regarding the Draft Bylaws of the Hawai‘i Tourism Authority

BYLAWS
OF THE
HAWAIʻI TOURISM AUTHORITY

[Historical Note: The Bylaws were adopted on November 4, 1998, and amended on November 28, 2001, February 10, 2005, January 27, 2011, June 30, 2011, August 22, 2012, August 8, 2014, July 9, 2015, February 28, 2019, and November 18, 2021.]

ARTICLE I – DEFINITIONS

Section 1. As used in these Bylaws:

"Authority" means the Hawaiʻi Tourism Authority established by chapter 201B, Hawaii Revised Statutes.

"Board" means the advisory Board of Directors authorized to be the governing body or the head of the Authority under chapter 201B, Hawaiʻi Revised Statutes.

"Temporary Absence" means a leave of absence of 180 days or less.

ARTICLE II – NAME

Section 1. Name. The official name of the Authority shall be "Hawaiʻi Tourism Authority".

Section 2. Office and Place of Meeting. The office of the Authority shall be at 1801 Kalākaua Avenue, Honolulu, Hawaiʻi, but the Authority may hold its meetings at such places as may be designated by the Chairperson or President & CEO. This may include holding meetings virtually through the use of technology.

ARTICLE III – OFFICERS

Section 1. Election and Term of Officers. The officers shall be the Chairperson and one or more Vice-Chairperson(s). The officers shall be elected by the Board of Directors from among its members and shall serve \until their successors are duly elected. Officers may be elected by a majority of the Board at any regular or special meeting. All officers shall be subject to removal at any time without cause by the Board of Directors. The Board of Directors may, at its discretion, elect acting or temporary officers and may elect officers to fill vacancies occurring for any reason whatsoever, and may limit or enlarge the duties and powers of any officer elected by it. If at any time the office of Chairperson becomes vacant for any reason and the Board is unable to elect a Chairperson by majority vote of the Board for more than 30 days, the President and CEO shall appoint a Board Member to that office until the Board elects a replacement. During such vacancy, any Vice Chairperson may assume the powers and duties of the Chairperson for the purposes of scheduling and running any regular or special meeting.

Section 2. Chairperson. The Chairperson shall preside over all meetings of the Board of Directors. The Chairperson shall have general charge and supervision of the Board of Directors and shall perform such duties as are incidental to the office or are required or delegated by the Board of Directors.

Section 3. Vice-Chairperson. In the absence of the Chairperson, a Vice-Chairperson shall perform the Chairperson's duties. A Vice-Chairperson shall also perform all other duties assigned by the Chairperson or by the Board of Directors.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting. An annual meeting may be held each year at such time and place as the Board of Directors determines for the purposes of electing officers and transacting such other business as may come before the meeting. The Board of Directors may dispense with the annual meeting by unanimous consent.

Section 2. Regular and Special Meetings. Regular Meetings for any purpose may be held once a month. Special Meetings may be held at any time upon the call of the Chairperson or upon the call of any two Directors.

Section 3. Parliamentary Procedure. Except as otherwise provided by statute or these Bylaws, the most recent edition of Robert's Rules of Order shall govern procedural questions that may arise at a meeting.

Section 4. Action of the Board. Any action of the Board shall require the affirmative vote of seven Board Members (and not of Board Members present at any meeting). Roll call votes are optional, unless requested by any two Directors, the Chairperson, or any Board Member running such meeting. The minutes shall reflect any abstention and negative vote by any Board Member for any voting matter regardless of whether a roll call vote is taken.

ARTICLE V – COMMITTEES

Section 1. Establishment. The Board, with the approval of the President and CEO, may establish any committee to assist the Board of Directors on any matter related to its powers, duties, and responsibilities. A committee may be established and be terminated at the discretion of the Board, with the approval of the President and CEO. The Board shall appoint a committee chairperson and at least one vice-chairperson to head any committee and appoint any voting members to the committee. All Board members are members of all committees, but only those members appointed as voting members of a committee may vote at committee meetings. Board members who are not appointed as voting members of a committee may attend committee meetings as ex-officio non-voting committee members. All committees may convene, as necessary, to receive information, updates and recommendations from the Authority's staff and others. The Board shall not delegate authority to any Committee that may bind or otherwise obligate the Authority. Any actions taken by a Committee shall be considered recommendations to the Board.

Section 2. Branding Standing Committee. There is established a Branding Standing Committee that shall be responsible for the strategic review, evaluation, and recommendations on the Authority's branding and marketing initiatives, programs, and/or activities that support the Authority's vision, mission, and strategic objectives, with a particular focus on destination branding, meetings, conventions, and incentive (MCI) business.

Section 3. Administrative Standing Committee. There is established an Administrative Standing Committee for the recruitment, hiring, and contract terms of the President & Chief Executive Officer and is also responsible for making recommendations related to the evaluation of the President & Chief Executive Officer..

Section 4. Hoʻokahua Hawaiʻi Standing Committee. There is established a Hoʻokahua Hawaiʻi Standing Committee to provide strategic guidance on destination stewardship, the perpetuation of Hawaiian culture, the development and enhancement of visitor experiences, workforce development, and the creation and implementation of the HTA Strategic Plan, Destination Management Action Plans (DMAPs), and the state Tourism Functional Plan.The committee will consider community priorities and visitor industry needs and assess the social and economic impacts of tourism

Section 5. Sports Tourism Committee. There is established a Sports Tourism Standing Committee for the purpose of advancing Hawaiʻi's position as a premier destination for sports-related travel and events. The committee provides strategic guidance on initiatives that leverage sports tourism to drive economic impact, enhance the destination's brand, support local, national and international partnerships, and foster community benefits.

Section 6. Film Production Tourism Committee. There is established a Film and Marketing Standing Committee that shall be responsible for guiding initiatives that promote Hawaiʻi through film and television and integrated marketing to drive economic development and foster a positive, authentic representation of the state.

Section 7. Quorum; Voting. A majority of the voting members appointed to a committee shall constitute a quorum to conduct a meeting. An affirmative vote of a majority of the voting members appointed to the committee shall be necessary to adopt any action of the committee.

ARTICLE VI - PRESIDENT & CHIEF EXECUTIVE OFFICER AND STAFF

Section 1. President & Chief Executive Officer. The Board of Directors shall submit the name of a nominee to the Governor to serve as the President & Chief Executive Officer, who shall be appointed with the advice and consent of the Senate for a term set by the Board pursuant to written contract. The President & Chief Executive Officer shall serve as the chief executive officer of the Authority and shall be directly responsible for the day-to-day operations of the Authority, including control of and responsibility for the execution of the Board's policies, the administration of the Authority's affairs, and the supervision of its staff. At each meeting of the Board, the President & Chief Executive Officer shall furnish the Board with such information as shall be necessary to effect the purpose of the Board and for the proper administration of its affairs.

Section 2. Authority; Staff. The President & Chief Executive Officer may appoint, in accordance with applicable personnel laws, subordinate staff members to assist in the administration of the Authority's affairs.

Section 3. Vacancy in Office. A temporary absence of the President & Chief Executive Officer shall be filled in the following manner:

(1). The Chief Administrative Officer shall serve as the President & Chief Executive Officer until her or his return. In the event the Chief Administrative Officer is unable to serve, the Chief Brand Officer shall serve as the Acting President & Chief Executive Officer until the return of either the Chief Administrative Officer or the President & Chief Executive Officer. In the event the Chief Brand Officer is unable to serve, the Vice President of Finance shall serve as Acting President & Chief Executive Officer.

ARTICLE VII – MISCELLANEOUS

Section 1. Expiration of Board Member's Term. Unless otherwise provided by law, the term of a Board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive Regular Meetings duly noticed to all members of the Board and where the Board failed to constitute quorum necessary to transact business. The Chair or Vice Chair of the Board shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence.

Section 2. Inspection of Bylaws. The Authority shall keep in its principal office the original or a copy of the Bylaws and its amendments, certified by the chairperson, which shall be open to inspection by the members and by the general public at all reasonable times during office hours.

Section 3. Amendments. The Bylaws may be amended or repealed by a vote of a quorum of members of the Board of Directors.

Section 4. Deposits, Checks, and Investment of Fiscal Accounts. (a) Unless otherwise provided by law or by a specific provision of these Bylaws, the duly appointed Chief Executive Officer, Chief Administrative Officer, Chief Brand Officer, Chief Stewardship Officer, Vice President of Finance, and the Fiscal/Budget Officer of the Authority, cumulatively designated and referred to herein as “fiscal accounts officers” shall have the charge and custody of and be responsible for the management of all the fiscal accounts opened or maintained on behalf of the Authority, as a public entity of the State of Hawaiʻi, including the following specifically delegated authority:

(1) Receive and give receipts for moneys appropriated or due and payable to the Authority from any source whatsoever, and deposit all such moneys in the name of the Authority in such banks, trust companies, depositories, or financial institutions as may be selected by the Authority;
(2) Execute and issue all checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority;
(3) Promptly deposit all funds of the Authority not otherwise employed or expended by the Authority to the credit of the Authority in such banks, trust companies, depositories, or financial institutions as may be selected by the Authority;
(4) Enter into any contract or execute any instrument on behalf of the Authority to manage and to provide for the safe and secure investment of deposited funds of the Authority through the purchase of investments and the sale or redemption of invested funds, including the execution of any instrument related to any investment sweep service provided by a financial institution; and,
(5) Any authority specifically delegated by the Board or authorized by law.

(6) Any depository or investment agreement or instrument, and any check, draft, instrument, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the Authority shall be executed by any two of the fiscal accounts officers.

The undersigned do hereby certify that these Bylaws, as amended, of the Hawaiʻi Tourism Authority were duly approved and adopted by the Board of Directors on _____________.

Hawaiʻi Tourism Authority
State of Hawaiʻi

____
_______, Chairperson Board of Directors
Hawaiʻi Tourism Authority

APPROVED AS TO FORM:

President & Chief Executive Officer
Hawai‘i Tourism Authority

Deputy Attorney General