

Amended June 30, 2009

AMENDED AND RESTATED
BYLAWS OF
GOOD BEGINNINGS ALLIANCE

ARTICLE I
ACTIVITIES

The activities of the Good Beginnings Alliance (the “Corporation”) shall be those necessary and appropriate to accomplish the purposes of the Corporation as stated in the Articles of Incorporation of the Corporation.

ARTICLE II
OFFICES

Section 2.1 Principal Office. The location of the Corporation shall be in Honolulu, Hawaii, and the street and mailing address of its principal and registered office shall be: 33 South King Street, Suite 200, Honolulu, Hawaii 96813, subject to change from time to time by the Board of Directors.

Section 2.2 Other Offices. The Corporation may have such other offices within the State of Hawaii as the Board of Directors may designate.

ARTICLE III
MEMBERS

The Corporation shall have no members. The Board of Directors shall have the sole voting rights in the Corporation.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 Number and Qualification of Directors. The number of directors of the Corporation shall not be less than the number set forth in the Articles of Incorporation. The number of directors may be increased or decreased from time to time by amendment to these Bylaws, but shall in no case be more than twenty (20).

The directors shall be elected by a majority vote of the directors then in office. The Board of Directors shall elect individuals to serve as directors who, in the sole judgment and discretion of the Board, are supportive of the Corporation’s mission, growth, and sustainability and committed to the welfare of Hawaii’s young children and their families. In addition, to the extent possible, the Board shall consist of one director from each County including Maui, Honolulu, Kauai, and Hawaii representing early childhood education and care community with additional directors representing the early childhood education and care, early intervention, medicine and educator community; consumers of early education and care services; as well as directors representing the general community with expertise in areas such as finance, law, public relations, business, and

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The immediate Past President of the Board of Directors shall serve as ex-officio member of the Board of Directors for one year following the term as President.

Section 4.2 Election. Except for the initial directors, one-third of the directors shall be elected at each annual meeting of the board of directors, to serve staggered three (3) year terms. In the event the size of the Board of Directors is reduced or increased, then, in such event, the number of Directors to be elected shall be reduced or increased accordingly, even if such election results in greater or fewer than one-third (1/3) of the Board of Directors being elected in a given year.

Section 4.3 Term of Office. Except for the initial directors, all directors shall hold office for a term of three (3) years or until their respective successors are elected. No director shall be eligible to serve for more than six (6) years consecutively. Terms shall commence July 1st.

Section 4.4 Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of any increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Vacated positions shall be filled so as to ensure the Board of Directors meets the criteria described in Section 4.1 above.

Section 4.5 Resignation. A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to the President or Secretary. A resignation is effective when the notice is effective, unless the notice specifies a later effective date. If a resignation is made effective upon a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 4.6 Removal. Any director elected by the directors may be removed from office without cause by the affirmative vote of two-thirds (2/3) of the directors in office at any meeting called for such purpose upon at least seven (7) days written notice of the purpose of such meeting, whenever, in the Board's judgment, the best interest of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.7 Reduction. No reduction of the number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Regular Meetings. There shall be at least four (4) meetings of the Board of Directors per year, one of which shall be an annual meeting, to be held at such times

and places as the Board of Directors may provide by resolution. No notice other than such resolution need be given.

Section 5.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Vice-President, or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them. Notice of each special meeting shall be given in accordance with Section 5.3 of these Bylaws.

Section 5.3 Notice. The Secretary shall give notice of each meeting of the Board of Directors (for which notice is required): (i) in writing by mailing the same not less than three (3) days before the meeting; (ii) by giving notice personally, by telephone or by telecopy not less than twenty-four (24) hours before the meeting; or (iii) or as otherwise prescribed by the Board of Directors. The failure by the Secretary to give such notice or by any director to receive such notice shall not invalidate the proceedings of any meeting at which a quorum of the directors is present. Notwithstanding the foregoing, any action of the Board of Directors that would require approval of the members if the Corporation had members, shall not be valid unless each director is given at least seven (7) days written notice that the matter will be voted upon at the meeting unless notice is waived. Notice need not be given to any director who shall, either before or after the meeting, submit a written and signed waiver of notice, which is filed with minutes of the meeting or the corporate records; or attends or participates in the meeting, unless such director protests, at the beginning of the of the meeting or prior to the vote on a matter not noticed as required by these Bylaws, the lack of notice to him or her and such director does not thereafter vote for or assent to the objected action. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, a notice or waiver of notice need not state the purposes of such meeting.

Section 5.4 Quorum and Adjournment. A majority of the number of directors fixed pursuant to Section 4.1 of these Bylaws shall constitute a quorum. No action taken, other than the appointment of directors to fill vacancies, shall bind the Corporation unless it shall receive the concurring vote of a majority of the directors present at a meeting at which a quorum is present. In the absence of a quorum, the presiding officer or a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 5.5 Telephone Meetings. Subject to the notice requirements in Section 5.3 hereof, members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at a meeting.

Section 5.6 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee designated thereby may be taken if all the directors 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 such action. Such consent shall be filed with the minutes of the Board of Directors or committee, as the case may be, and shall have the same effect as a unanimous vote.

Section 5.7 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent or refusal to vote is entered in the minutes of the meeting or unless the director either files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.8 Voting as Member or Shareholder. The vote of the Corporation as a member or shareholder of another Corporation shall be determined by the vote of a majority of the directors of the Corporation present at a meeting at which a quorum is present; provided, however, that if the vote is to amend or approve the amendment of the Charter of Incorporation or Articles of Incorporation of the other corporation, then the vote of two-thirds (2/3) of the directors so present at such a meeting shall be required to amend or approve the amendments of said Charter or Articles.

ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 6.1 Powers. The corporate powers of this Corporation shall be vested in the Board of Directors to the fullest extent permitted by the laws of the State of Hawaii. The Board of Directors shall have general charge of the affairs, funds and property of the Corporation, and shall have full power, and it shall be their duty, to enforce the Bylaws.

Section 6.2 Duties. It shall be the duty of the Board of Directors to conduct, manage and control the affairs and business of the Corporation and to promulgate and enforce rules and regulations therefore not inconsistent with law, the Articles of Incorporation or the Bylaws of the Corporation.

Section 6.3 Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, shall create and elect the members of the Executive Committee and such other committees as it shall deem necessary. Such committees, to the extent provided in such resolution, shall have and exercise all the authority of the Board of Directors, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws. The Executive Committee shall have the power, when the Board is not in session, to transact business for the Board of Directors. All actions of the Executive Committee shall be reported to the Board of Directors in writing at its next meeting.

ARTICLE VII OFFICERS

Section 7.1 Number. The officers of the Corporation shall be the President, one or more Vice-Presidents, the Secretary, the Treasurer and such other officers as the Board of

Directors shall from time to time elect with such duties as from time to time may be prescribed by the Board of Directors or the Bylaws.

Section 7.2 Election and Term of Office. All officers shall be elected annually by the Board of Directors at their annual meeting to serve a term from July 1 through June 30. The officers shall serve for no more than three years until their respective successors are elected. Any two or more offices may be held by the same person, provided that the Corporation shall have not fewer than two persons as officers. All officers shall be subject to removal at any time, with or without cause, by the Board of Directors whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby. The Board of Directors 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 the Board of Directors. Officers need not be directors of the Corporation.

Section 7.3 President. The President shall preside at all meetings of the Board of Directors. Unless otherwise determined by the Board of Directors, the President shall have general charge and supervision of the Corporation. The President shall perform such other duties as are incident to the office or are required by the Board of Directors.

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

Section 7.5 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and exercise general supervision over the receipt, custody and disbursements corporate funds. The Treasurer shall keep the books of the Corporation and direct all fiscal activities of the Corporation. The Treasurer shall perform all other duties assigned by the Board of Directors.

Section 7.6 Secretary. The Secretary shall prepare and keep the minutes of all meetings of the Board of Directors and authenticate the records of the Corporation. The Secretary shall keep or cause to be kept a register showing the names of the directors and officers with their addresses. The Secretary shall give notice in conformity with the Bylaws of all meetings of the Board of Directors. The Secretary shall also perform all other duties assigned by the Board of Directors.

Section 7.7 Resignation. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

ARTICLE VIII

AUDITOR

An auditor may be elected by the Board of Directors at its annual meeting to serve until a successor is elected. No director or officer of the Corporation shall be eligible to serve as auditor.

ARTICLE IX DISBURSEMENTS AND CONTRIBUTIONS

Section 9.1 Disbursements. Disbursements of the funds of the Corporation for the purposes for which it is organized shall be made by the Board of Directors in its discretion.

Section 9.2 Limitations on Disbursements. The Board of Directors shall not make any disbursements or contributions of the funds or assets of the Corporation to or for the benefit, directly or indirectly, of any director or officer of the Corporation, except for reasonable payments for services actually rendered to the Corporation by such director or officer as an employee of the Corporation.

ARTICLE X MISCELLANEOUS

Section 10.1 Inspection of Corporate Records. The books of account and minutes of proceedings of the Board of Directors shall be open to inspection upon the written demand of any director, at any reasonable time, and for a purpose reasonably related to such director's interests as a director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection may be made in writing upon the President, the Secretary or any Assistant Secretary of the Corporation at least five (5) days before the date on which the director wishes to inspect and/or copy the document.

Section 10.2 Execution of Instruments

(1) All checks and other orders for the payment of money, drafts, notes, bonds, acceptances, contracts, and all other instruments, except as otherwise provided in these Bylaws, shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors, and in the absence of any provision in these Bylaws or any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the President or Vice-President, and by the Treasurer or the Secretary. Unless authorized by the Board of Directors, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

(2) The Board of Directors may provide for the execution of checks by the printed, lithographed or engraved facsimile signature or signatures of the person or persons authorized to sign checks.

Section 10.3 Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of the Bylaws as amended, certified by the Secretary, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 10.4 Fiscal Year. The fiscal year for the Corporation shall be from July 1 to June 30 of the subsequent calendar year.

ARTICLE XI SEAL

The Corporation may have a seal of such form as the Board of Directors may from time to time determine.

ARTICLE XII AMENDMENTS

The Bylaws may be amended or repealed in accordance with the provisions of the Articles of Incorporation.