



Articles of Incorporation & Bylaws

Hawaii T.I.D.E.S.

Training Institute for Driver Education and Safety

(A Hawaii Domestic Nonprofit Corporation)

ARTICLES OF INCORPORATION

ARTICLE I – Name

The name of the corporation is Hawaii Training Institute for Driver Education and Safety.

ARTICLE II – Duration

The corporation shall have perpetual existence unless dissolved in accordance with the laws of the State of Hawaii.

ARTICLE III – Nonprofit Nature & Tax-Exempt Status

1. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
2. No part of the net earnings shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.
3. No substantial part of the activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV – Purpose

The corporation is formed to:

1. Provide Commercial Learners Permit (**CLP**) **preparation classes** to individuals seeking careers in commercial transportation.



2. Offer **job placement** assistance for recent CDL graduates entering the trucking and transportation industries.
3. Develop and operate a **transportation safety and training facility center** for the benefit of Hawaii residents, including a future CDL examination site in collaboration with state authorities.
4. Promote **transportation safety education**, workforce readiness programs, and career pathways for underrepresented or economically disadvantaged individuals.
5. **Provide Driver Improvement Program (DIP) and/or venue** – or safety refresher training, often required after accidents or violations.
6. **Provide Smith System® Driver Safety Training and/or venue** – A private program many fleets use annually to reinforce defensive driving skills.
7. Apply for and **manage grants, donations, and sponsorships** to support these programs.
8. Engage in any lawful activities consistent with its nonprofit and tax-exempt purposes.

ARTICLE V – Registered Agent & Office

The name and address of the corporation’s initial registered agent in the State of Hawaii are:

Name: **Misti Marie Madden**
Address: P.O. Box 1922, Keaau, HI 96749

ARTICLE VI – Incorporator

The name and address of the incorporator are:

Name: **Misti Marie Madden**
Address: P.O. Box 1922, Keaau, HI 96749

ARTICLE VII – Directors

The number of directors constituting the initial Board of Directors shall be no fewer than three (3). The names and addresses of the persons who are to serve as the initial directors are:



- | | |
|-----------------------------------|--------------------------------|
| 1. Misti Marie Madden | P.O. Box 1922, Keaau, HI 96749 |
| 2. Celeste Naumu | P.O. Box 1922, Keaau, HI 96749 |
| 3. Kaimi Jai Kinimaka King | P.O. Box 1735, Keaau, HI 96749 |

ARTICLE VIII – Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes.

ARTICLE IX – Limitation of Liability

To the fullest extent permitted by the Hawaii Nonprofit Corporations Act, no director or officer shall be personally liable to the corporation for monetary damages for breach of fiduciary duty, except for acts or omissions that involve intentional misconduct, knowing violation of law, or any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on this _____ day of _____, 2025.

Signature of Incorporator: _____

Printed Name: _____

BYLAWS



ARTICLE I – Name & Purpose

The name of this corporation is Hawaii Training Institute for Driver Education and Safety. The corporation is organized for charitable and educational purposes, including but not limited to CDL permit preparation classes, job placement assistance, transportation safety education, and development of a CDL examination site.

ARTICLE II – Offices

The principal office of the corporation shall be located in the State of Hawaii. The corporation may have such other offices as the Board of Directors may determine.

ARTICLE III – Members

The corporation shall have no voting members. All powers are vested in the Board of Directors.

ARTICLE IV – Board of Directors

Section 1. **Powers:** The affairs of the corporation shall be managed by its Board of Directors.

Section 2. **Number:** The Board shall consist of no fewer than three (3) directors.

Section 3. **Term:** Directors shall serve for terms of three (3) years and may be re-elected.

Section 4. **Meetings:** The Board shall meet at least quarterly.

Section 5. **Quorum:** A majority of the directors shall constitute a quorum.

ARTICLE V – Officers

Section 1. **Officers:** The officers shall be a President, Vice President, Secretary, and Treasurer.

Section 2. **Duties:** Officers shall perform duties as assigned by the Board and as customary to their office.

Section 3. **Election:** Officers are elected annually by the Board.

ARTICLE VI – Committees

The Board may establish committees as necessary to carry out the work of the corporation.



ARTICLE VII – Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31.

ARTICLE VIII – Amendments

These bylaws may be amended by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting, provided that at least ten (10) days' notice of the proposed amendment has been given.