v2 · 29 October 2026 · for Michael Hege's review, then counsel (Andy Lautenbach). Not legal advice. Bracketed items are blanks.

BYLAWS

BVROC MARKETING GROUP, INC.

A Hawaii nonprofit corporation · first Bylaws adopted by its incorporator · sole member: Beach Villas Rental Owners Corporation

These Bylaws govern the Board of Directors, officers and internal procedures of BVROC Marketing Group, Inc. (the "Company"). They are adopted as the Company's first Bylaws by its incorporator, Michael Hege, by written consent of October 29, 2026, and acknowledged by Beach Villas Rental Owners Corporation ("BVROC"), the Company's sole member, which approves the Company's Declaration and Sole Member Agreement. The Company operates under BVROC's Bylaws as well as these Bylaws; where they conflict, BVROC's Bylaws control.

Article 1 — Board of Directors

1.1 Number; appointment. The Board of Directors has seven (7) directors, appointed by BVROC's Board. The initial directors, named by the incorporator, are Anna Marie Ameen, Douglas Rascher and Michael Hege, who serve until BVROC's Board appoints the seven directors. **1.2 Term.** A director serves until a successor is appointed. **1.3 Removal; vacancies.** A director may be removed by BVROC's Board, as the person that appointed the director (HRS §414D-138(h)), or by the vote of a majority of the other directors then in office. A vacancy is filled by BVROC's Board. **1.4 No pay.** Directors serve without pay and may be reimbursed for approved out-of-pocket costs.

Article 2 — Meetings

2.1 First meeting. The Board holds its first meeting within [fourteen (14)] days after the Company is formed, called by BVROC's Secretary, to adopt a first budget for BVROC's Board's approval and set its meeting schedule. **2.2 Regular and special meetings.** The Board meets at least quarterly; the President or any two directors may call a special meeting on 48 hours' notice. Meetings are held in person or by Zoom video conference, never by email. **2.3 Quorum; voting.** While the Board has three (3) directors, all three are a quorum; once seven (7) directors are seated, four (4) directors are a quorum; the act of a majority present at a meeting with a quorum is the act of the Board, except where these Bylaws or BVROC's Bylaws require more. **2.4 Action only at meetings.** The Board acts only at meetings. Action by written consent or by email is not permitted, except the Organizational Written Consent adopted at formation, the Marketing Group incorporator's consent and the Marketing Group initial directors' organizational consent. **2.5 Minutes.** The Secretary keeps minutes, open to BVROC's directors.

Article 3 — Officers

3.1 Officers. The officers are a President and a Secretary-Treasurer, and any others the Board chooses, elected by the Board each year; the first officers were elected by the initial directors' organizational written consent. **3.2 Duties.** The President presides and signs contracts the Board (and, where required, BVROC's Board) approves; the Secretary-Treasurer keeps the minutes, books and records and the Company's accounts. **3.3 Removal.** The Board may remove an officer at any time.

Article 4 — Spending, contracts and pricing

4.1 Marketing up to $750. The Board decides marketing expenses of $750 or less within the Company's approved budget. **4.2 Over $750; funding.** Each marketing expense greater than $750, and each request for BVROC's funding or a loan, goes to BVROC's Board in writing under BVROC's Bylaws Sections 7.10 and 7.11. **4.3 Contracts.** Any contract over $[2,500] or longer than one year needs BVROC's Board's approval. **4.4 Pricing tables.** All advertising and vendor-mention pricing tables are set by vote of the Board (from $19 per month on a twelve-month contract); no advertising is sold for property-management or real estate services. **4.5 Budget.** The Board adopts a budget each year for BVROC's Board's approval and spends only what is approved and transferred to it.

Article 5 — Books, bank, conflicts

5.1 Books and bank. The Company keeps its own books and, with its own employer identification number, its own bank account, with two signers for any payment over $[2,500]. **5.2 Conflicts.** A director or officer with a personal interest in a matter discloses it and does not vote on it. **5.3 Records.** The Company's records are open to BVROC's directors.

Article 5A — Sole Member

5A.1 Annual action. BVROC, as sole member, takes the annual action of the Company's member — including any election or appointment the Member makes and any approval these Bylaws, the Declaration or the Sole Member Agreement reserve to it — at an annual meeting of the member or by written consent under HRS §414D-104, acting through a resolution of BVROC's Board. **5A.2 Signature.** BVROC's President signs for the Member; the Secretary-Treasurer files the consent with the Company's minutes.

Article 6 — Amendment

6.1 Declarant Period. Until BVROC's membership reaches fifty (50) member villas, these Bylaws may be amended by the Declarants (Anna Marie Ameen, Douglas Rascher and Michael Hege) under the Declarants' Agreement. **6.2 Afterwards.** These Bylaws may be amended by a majority of the directors in office with the approval of BVROC's Board. **6.3 Signing.** Documents under these Bylaws may be signed in counterparts and by DocuSign or another electronic signature service.

ACKNOWLEDGED BY THE SOLE MEMBER:

BEACH VILLAS RENTAL OWNERS CORPORATION

_____ Date: _____

By: Anna Marie Ameen, President

_____ Date: _____

By: Douglas Rascher, Secretary and Treasurer

DECLARANTS (acknowledged):

_____ Date: _____

Anna Marie Ameen, Declarant

_____ Date: _____

Douglas Rascher, Declarant

_____ Date: _____

Michael Hege, Declarant