

By-Laws of

KA`A`AWA COMMUNITY ASSOCIATION

Article I: Name, Purpose and Seal

1.10 Name

The name of the corporation is *Ka`a`awa Community Association*.

1.20 Purpose

The purpose of the corporation is (a) to promote the general welfare of the Ka`a`awa area as defined below and provided for in section 501(c)3 of the Internal Revenue Code, as amended and (b) transacting any or all lawful activities permitted nonprofit corporations pursuant to Hawaii Revised Statutes Chapter 415B.

1.30 Non-profit

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code.

1.40 Corporate Seal

The Corporation shall have no seal.

Article II: Board of Directors

2.10 Board of Directors

The property and affairs of the corporation shall be managed by a Board of Directors consisting of seven members including the officers of the association. The Board of Directors shall exercise all lawful authority for that purpose. Members of the Board of Directors shall be members in good and regular standing in the association.

2.20 Meetings

The Board of Directors shall have an annual meeting in the City and County of Honolulu, Hawaii, on the second Tuesday of December of each year (or at a place and on

a date proximate thereto, as selected by the prior agreement of all directors), and may have additional meetings at such other times and places as appropriate. If necessary, any meeting of the Board of Directors may be held by a telephone conference.

2.30 Quorum

Four members of the Board of Directors shall constitute a quorum. In all matters, the members of the Board of Directors shall strive to obtain a unanimous consensus, but, lacking a consensus, a majority of the directors present at any meeting where there is a quorum shall rule.

2.40 Election

New members of the Board of Directors and officers will be elected by members in good and regular standing of the Association at an annual meeting, to serve until their successors are elected. Directors and officers may succeed themselves in office.

2.50 Term

Each Director and Officer shall be elected for a term of one year.

2.60 Vacancies

The remaining member or members of the Board of Directors and Officers, even if less than a quorum, shall designate new directors to serve the rest of the unexpired terms of any vacancies arising on the Board of Directors between elections held at annual meetings.

2.70 Notice

Notice of any meetings of the Board of Directors shall be given by written notice mailed or emailed by any director at least ten days before each such meeting or posted in a conspicuous location in the community such as the post office or community bulletin board or by an information banner, except that the directors may waive such notice and act at any meeting or otherwise as permitted by the laws governing nonprofit corporations in the State of Hawaii.

Article III: Officers

3.10 Election

At the annual meeting, when there may be vacancies in corporate offices, the first order of business shall be to elect the new members of the board of directors and officers of the corporation. The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer. Officers shall serve at the direction of the Board of Directors and may be removed at any time with or without cause. An officer may resign by giving notice to the Board.

3.20 President

The President of the corporation will preside at meetings of the Board of Directors and shall have the power to sign contracts, notes, minutes of meetings, and all other instruments approved by the Board of Directors. The President may appoint for a specified term any qualified person to any standing or special committee provided by these By-Laws or established by any resolution of the Board of Directors.

3.30 Vice-President

The Vice-President shall assist all officers, as necessary, to assure the fulfillment of the purposes of the corporation. In case of the absence of the President from any meeting of the Board of Directors, the Vice-President will preside.

3.40 Secretary

The Secretary of the corporation will keep minutes of all meetings of the Board of Directors and shall maintain the general records of the corporation and undertake such acts as may be necessary to keep the corporation in good and regular standing in the State of Hawaii and in any jurisdiction approved by the Board of Directors for the conduct of corporate activities.

3.50 **Treasurer**

The Treasurer will keep the financial books and records of the corporation, and report upon same to the Board of Directors at least annually. The signature of either the President, Vice President or Treasurer shall be allowed to sign checks not exceeding \$200.00 All checks in excess of \$200.00 must be signed by two authorized signers. Any payment or allocation of corporate funds or resources must be approved by the Board of Directors either specifically or as an item of an authorized budget or a purpose established by a resolution of the Board of Directors and designated for expenditures.

Article IV: Members, Dues, Meetings and Committees

4.10 Members.

Section 1. Membership in the association shall be open to all persons who wish to be members and who:

- (a) Reside in Makaua, Ka`a`awa and Kualoa, Koolau Loa district, of Oahu (hereinafter referred to as “the Ka`a`awa area).
- (b) Are 18 or more years of age;
- (c) Have paid all membership dues (as defined by these By-Laws);
- (d) Have submitted an application form (as defined by these By-Laws) to the Membership Committee who will review applications for completeness and verify payment of dues. Once this is complete, the applicant will become a member of the Ka`a`awa Community Association; and

Section 2.

Admission to Membership: Persons desiring to become members of the association shall apply in writing on a form made available at any meeting of the members or from the association’s Secretary and forwarded to the Membership Committee. The form shall request the following information: name, street address,

mailing address, phone number and email address, if any. The application form shall also contain an attestation, as follows: "I have received and/or reviewed a current copy of the By-Laws of the association. I hereby agree to abide by all conditions and parts of the By-Laws of the association and declare that I am in agreement with the purposes, rules and conditions of the association and wish to be a member of the association." All parts of the application form must be correctly filled out and the attestation signed and dated.

Section 3. Membership Dues: Dues shall be \$12 per member per calendar year, payable on or before the first working day of January. Dues amounts are paid directly to the association.

Section 4. Good and Regular Standing: After admission to membership in the association, a member shall be deemed to be in good and regular standing so long as he/she pays all dues when they become due and payable; resides in the Ka`a`awa area; and is in compliance with the By-Laws.

Section 5. Voting Rights of Members.

Only members in good and regular standing shall be qualified to vote at association meetings. Persons who are not members in good and regular standing may attend meetings, but may not participate at such meetings unless granted permission to do so by the Presiding Officer.

Section 6. Assignment and Termination of Membership.

Membership in the association shall not be assignable.

If any member of the association shall fail to pay membership dues when due and payable for a period of thirty days, the members may terminate his or her membership.

Any member of the association may voluntarily terminate membership at any

times. If any member voluntarily terminates, there will be no pro-rata refund of any of the annual dues.

Section 7. Rights: Upon termination of membership or dissolution of the association, all rights of a member in the association shall cease on the termination of his or her membership.

Section 8. Powers: Any powers not specifically granted to the Directors and Officers by these By-Laws are reserved for the members in good and regular standing, as a whole.

Section 9. Removal of Members: Any member may be removed from the association by the affirmative vote of two-thirds of the members in good and regular standing of the association present at any monthly meeting or special meeting called for that purpose, for conduct detrimental to the interests of the association, for lack of sympathy with the objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any member proposed to be removed shall be entitled to at least five days notice in writing by certified mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before, and be heard, at such meeting.

4.20 Meetings

Section 1. Business Meetings. Association meetings for the transaction of business shall be held, without other notice than by these By-Laws, during March, June, September and December, at 7:00 p.m. on the second Tuesday of those months, at the Ka`a`awa Elementary School, or such place designated by the President.

Section 2. Notice of Special Association Meetings:

Section 2. Notice of Special Meetings of the Board of Directors: Except as herein otherwise provided, twenty-four hours notice of all special Board of Director's meetings

shall be given personally by mail, phone or email to each member of the Board of Directors at his usual place of business or residence. Said notice shall specify the time, place and purpose(s) of such meeting. Any special meeting is valid, wherever and whenever held, if written consent of a quorum of the Board of Directors is given either before or after the meeting and filed with the Secretary.

Section 3. Waiver of Notice: The transactions at any meeting of the Board of Directors, however called and noticed at wherever held, shall be as valid as though a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the members of the Board of Directors not present signs or send by mail, email, a written waiver of notice or consent to hold such meeting, or an approval of the minutes thereof. All such waivers, consents or approval shall be made part of the minutes of the meeting.

Section 4. Action Without Meeting: Any action, required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect of a unanimous vote of the Board of Directors.

Section 5. Removal of Members of the Board of Directors: Any member of the Board of Directors may be removed from office by the affirmative vote of two-thirds of the members in good and regular standing of the association present at any monthly meeting or special meeting called for that purpose, for conduct detrimental to the interests of the association, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any member of the Board of Directors proposed to be removed shall be entitled to at least five days notice in writing by certified mail of the meeting at which such removal is to be voted upon and shall be entitled to

appear before and be heard before such meeting.

Notwithstanding the above, should any member of the Board of Directors be absent for more than two months, or absent from more than two consecutive meetings of the Board of Directors, without a legitimate excuse, a special election may be held at the next monthly association meeting to elect a replacement to serve out the remainder of their term.

Section 6. Adjournment: A quorum of the members of the Board of Directors may adjourn any Board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Board of Directors present at any Board of Directors meeting, either annual or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

4.30 Committees

The Board of Directors may establish by resolution any standing or special committees that may be deemed necessary in the exercise of their discretion.

4.40 Governance

The governance of, qualification for and terms of membership, duties and direction of all corporate committees shall be established by such guidelines as may from time to time be set forth in resolutions of the Board of Directors.

Article V: Indemnification

5.10 Generally

The corporation may indemnify the members of the Board of Directors, all corporate committees, and corporate agents and employees to the full extent allowed by laws governing nonprofit corporations in the State of Hawaii.

5.20 Bonds and Insurance

The Board of Directors may obtain such bonds and insurance as may be deemed appropriate in its discretion to accomplish indemnification and related purposes.

Article VI: Miscellaneous Matters

6.10 Fiscal Year

The fiscal year of the corporation shall be the calendar year. The Board of Directors are empowered to determine an alternative fiscal year by resolution.

6.20 Amendment of Articles of Incorporation

The Articles of Incorporation may be amended according to such procedures as are provided by the laws governing nonprofit corporations in the State of Hawaii.

6.30 Amendment of By-Laws

The By-Laws may be amended by a resolution receiving the affirmative vote of not less than two-thirds of the directors following written notice of not less than ten days setting forth the proposed amendment.

6.40 Dissolution

Dissolution of the corporation may be accomplished as provided by the laws governing nonprofit corporations in the State of Hawaii, as limited by the Articles of Incorporation.

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Certification

I hereby certify that the foregoing By-Laws of The Ka`a`awa Community Association were adopted by the initial directors at their organizational meeting held on the ____ day of _____, _____, and were ratified by the Board of Directors at their meeting held on the ____ day of _____, _____.

DATED: Ka`a`awa, City & County of Honolulu, State of Hawaii, _____.

Secretary