



WAIKAPŪ COMMUNITY ASSOCIATION BY-LAWS

ARTICLE I

Name Of Association

The name of the association shall be the WAIKAPŪ COMMUNITY ASSOCIATION (WCA). The mailing address shall be P. O. Box 3046, Wailuku, Hawaii 96793.

ARTICLE II

Definitions

- A. "MEMBER" means: member of the Association.
- B. "CORPORATION" or "ASSOCIATION" means: WAIKAPŪ COMMUNITY ASSOCIATION.
- C. "BOARD" means: the Board of Directors of the Association.
- D. "WAIKAPŪ COMMUNITY DISTRICT" means: the historically recognized area constituting the Waikapū Ahapua`a, as traditionally described using geographical landmarks, but limited to the south and east by the present alignment of Kuhelani Highway as it connects landmarks Pu`uhele and Kama`oma`o. Please see Figure 1, below, showing the Waikapū Community District boundary in a dotted line. The dotted line deviates from the traditional north boundary of the Ahapua`a, and follows the west and south boundaries of the present Wailuku Heights residential area, thereby excluding that area from the Waikapū Community District.



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Waikapū Community Association Boundary (2010)

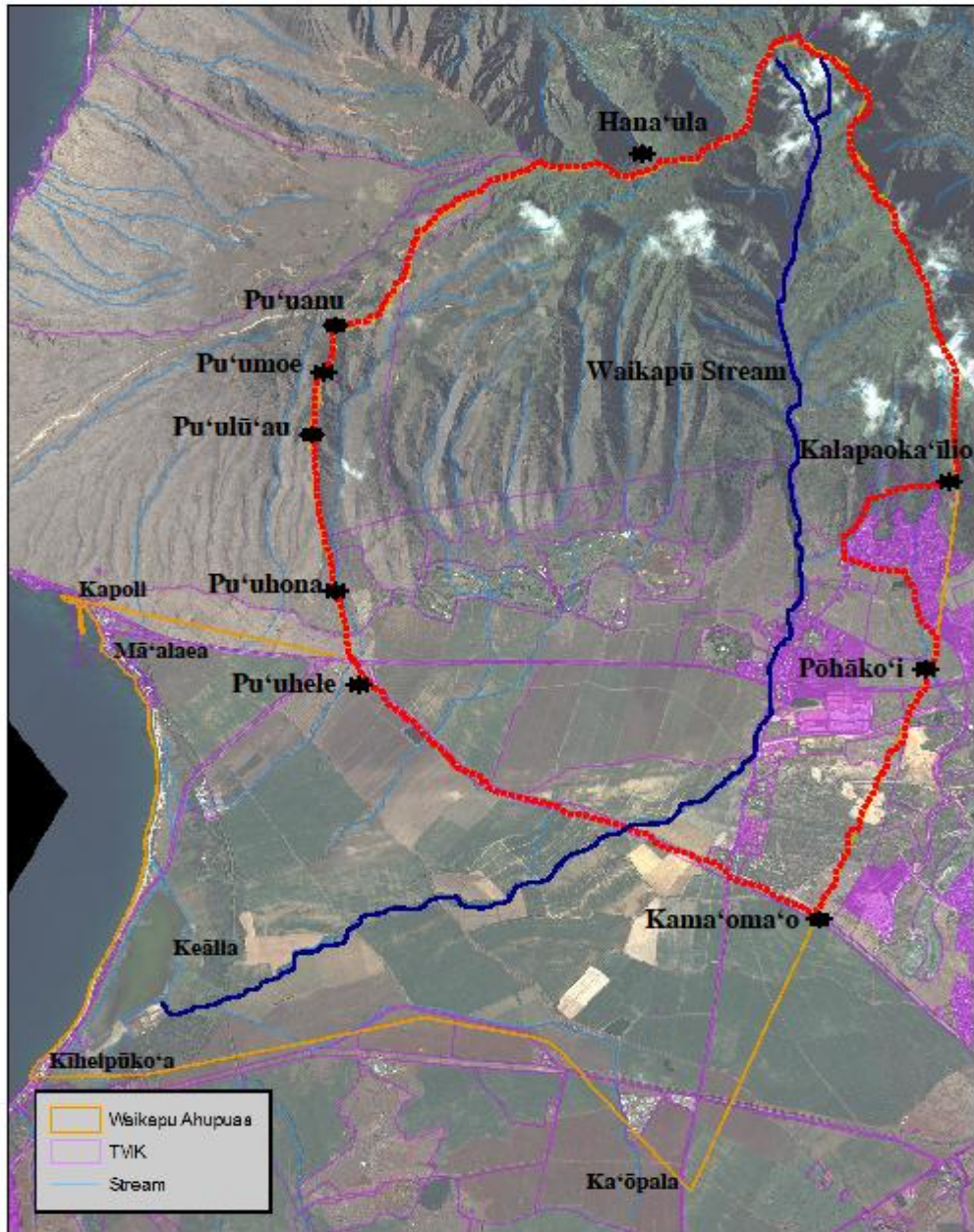


Figure 1

12/13/88, 02/13/90, 12/13/2010



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ARTICLE III

Mission

The WCA shall work together as a community to enhance the quality of life for the residents of Waikapū through the preservation and appreciation of its history, natural environment, and values of its rural tradition. The WCA shall foster the civil, social, commercial and economic welfare of the Waikapū Community.

ARTICLE IV

Membership

1. Membership. Membership in the association shall be available to any person residing in, owning property in, or operating a business in the Waikapū Community District, or to an authorized representative of an eligible person. Members shall be 18 years of age or older. Each member shall have one vote, regardless of the number of categories of eligibility.
2. Classes of membership. The classes of membership in the association shall be as follows:
 - a. Individual Membership – individual membership shall be open to all persons, households and property owners of the Waikapū Community District.
 - b. Senior Membership – senior membership shall be open to all persons, households and property owners of the Waikapū Community District, who have attained the age of 65 years on January 1 of the membership year.
 - c. Business Membership – Business membership shall be open to any business operating in or having an office or place of business or owning property in the Waikapū Community District. A business may authorize only one person for membership representing that business.
 - d. Associate Membership – Individuals, households, and businesses not residents, property owners, or operating a business in the Waikapū Community District, but who are interested in the mission of the association may become associate members. Associate members shall not have the right to vote.



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3. Application. An applicant must fill out and sign a written application, pay the prescribed dues and have the application accepted by the WCA Board of Directors. Should an application be contested, the majority vote of the general membership shall determine acceptance.
4. Members in Good Standing. Members in good standing are those individuals and representatives of businesses who have formally paid their dues and former members who, while delinquent, pay their dues at a general membership meeting before the membership termination date.
5. Termination of Membership. The membership of any member may be terminated upon the occurrence of any of the following events:
 - a. The resignation of the member
 - b. The failure of the member to pay annual dues prior to the membership termination date of April 1 of each or such date as otherwise determined by the Board.

A terminated membership can be restored to membership in good standing after paying dues and after attending a subsequent general meeting.
6. Transfer of Membership. No member may transfer for value a membership or any right arising from it.

ARTICLE V

Fiscal Years/Dues

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

Annual dues shall be used to cover the operating expenses of the association.

The annual dues for membership shall be:

- a. Individual or Associate membership: \$10.00 per member.
- b. Senior membership: \$ 5.00 per member.
- c. Business membership: \$25.00 per firm.

Adjustments of dues may be made without amendment to these By-Laws by a majority vote of the General Membership upon recommendation of the Board of Directors.

The annual membership dues for each category of membership shall be paid on or before January 31 of each year (the “due date”) and shall be paid to the association in care of the Treasurer. All membership dues not paid after the said due date shall be delinquent, and



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such nonpayment shall be grounds for termination of the membership pursuant to Section 5 of Article IV.

ARTICLE VI

Meetings

1. General membership meetings shall be held quarterly, in March, June, September and December, at such time and place as the Board of Directors may designate. The Board of Directors may provide the time and place for the holding of additional regular meetings of the members without notice other than normally given for general membership meetings.
2. Special meetings of the membership may be called by or at the request of the President, or by majority of the Board of Directors. The person or persons authorized to call special meetings of the membership may fix the place for holding such special meeting, and shall fix the time of such meeting.
3. Notice of any general or special meeting of the membership shall be by newspaper, flyer, banner, or by mail including electronic mail.
4. Quorum. The members of the association in good standing in attendance, shall constitute a quorum for the conduct of business at any membership meeting duly called. Except as otherwise provided by these By-Laws, any decision of a majority of such quorum present at the meeting shall be valid and binding upon the Association.
5. Business Authorized. Except as otherwise provided by law or in the Charter of Incorporation, any business transacted at any meeting of the membership shall have been set forth in the call or notice of the meeting.
6. Voting.
 - a. Eligibility to Vote. Members in good standing, as specified in Article IV, Section 4, shall be entitled to one vote on all matters submitted to a vote of the members.
 - b. Manner of Casting Votes. Voting may be by voice or ballot, providing that any election of members of the Board of Directors must be by ballot if demanded by any member before the voting begins. Only members who are in good standing and are present at the meeting when the vote is taken may vote.
7. Robert's Rules of Order, Newly Revised, shall govern the parliamentary procedures of the Association, when not in conflict with these By-Laws. The order of business may be amended or suspended at any meeting by a majority vote of the active members present.



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ARTICLE VII

Board Of Directors

1. The Association shall be governed by the Board of Directors. The Association shall have all powers necessary and proper to carry out its purposes. Subject to the limitations of the By-Laws and of the laws of the State of Hawaii, all association powers shall be exercised by or under authority of the Board of Directors. The Board of Directors may delegate any of its powers to an Executive Committee or to such other committee or officer(s) as it shall deem appropriate. The Board of Directors shall be authorized and empowered to employ such agents and staff as it may deem necessary. All Directors shall be members of the Association in good standing.
2. Make-up of the Board of Directors. The Board of Directors shall consist of such seven (7) or more persons [to a maximum of fifteen (15), including the immediate past-president of the Association and the presidents of such home-owners associations as are wholly or partially within the Waikapū Community District], as are elected to office by the members of the Association. Each elected director shall hold office for two (2) years, until the end of the second fiscal year following the director's election or until successors have been elected or appointed, whichever occurs later. The terms of elected directors shall be staggered so as to require election of no more than half plus one elected directorship to be filled at any membership meeting designated to be the annual meeting for election of new directors.
3. Election of Directors
 - a. In September of each year, the President shall appoint the Chairman and up to four members to a Nominating Committee, which committee shall submit names of candidates for the positions of Directors for election at the December general membership meeting. The Nominating Committee shall strive to achieve an equitable representation on the slate of nominees for the various neighborhoods and subdivisions within the Waikapū Community District. The immediate past-president and the home-owner association presidents are ex officio members of the Board of Directors with all rights of elected directors, except the right to become an officer of the Board of Directors.
 - b. Only at the first general membership meeting designated to be the annual meeting for election of new directors following the adoption of this amendment of the Association By-Laws, shall directors be elected for a one (1) year term, in order to cause the terms of elected directors to be staggered as described above. This shall be accomplished by limiting those directors who received fewer votes than the majority of the newly elected directors, to a single one (1) year term. Subsequent annual elections will be for regular two (2) year terms for directors whose term



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will expire at the end of that fiscal year.

- c. Members of the association will lose eligibility for election to the Board of Directors if holding or filing for election to any political office.

4. Board Meetings. There will be a monthly meeting of the Board of Directors, to be held on the second Monday of the month. A meeting may be rescheduled upon request to the President with the approval of a majority of the Board members. Notice of such meeting may be given in writing, orally, by personal contact, by telephone or by electronic mail (e-mail).

If a majority of the Directors are present at any meeting, the meeting shall be valid notwithstanding any irregularity in giving notice of such meeting to an absent Director, provided diligent and reasonable efforts to contact and give personal notice to any absent Director have been made prior to the meeting. The Board of Directors may provide the time and place for the holding of additional regular meetings of the Board without notice other than the same as provided for regular board meetings.

5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or one-third (1/3) or more of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding such special meetings, and shall fix the time of such meeting. Notice of any special meeting of the Board of Directors shall be given at least five days prior thereto in writing, orally, by personal contact, by telephone or by electronic mail (e-mail). Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice thereof unless such Director shall attend such meeting solely for purpose of objecting to the transaction of business thereat due to the meeting not having been properly called.
6. Quorum. Fifty (50%) of the elected members of the Board of Directors shall constitute a quorum for the conduct of business at any meeting, and, except as otherwise provided by these By-Laws, any decision of a majority of such quorum present at the meeting shall be valid and binding upon the Association. Except as otherwise provided by law, any business transacted at any meeting of the Board of Directors shall have been set forth in the call or notice of the meeting.
7. Vacancies. A vacancy in the Board of Directors may be filled by election by the majority of the remaining Board to complete the remainder of the term. In the event of a tie, the majority vote of the members present at the next general membership meeting shall determine the replacement.



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8. Executive Committee. The Executive Committee shall consist of the President, Vice-President, immediate Past-President, Treasurer and Secretary of the Association. Between the meetings of the Board of Directors the Executive Committee shall have and exercise the power and authority of the board of Directors in the management of the Association, but at all times and in all respects the Committee shall be subject to the authority and direction of the Board of Directors.
9. Other Committees. The Board may create such committees as it may deem necessary from time to time. Individuals may be named as committee members who are not members of the Board or of the Association.
10. Robert's Rules of Order, Newly Revised, shall govern the parliamentary procedures of the Association, when not in conflict with these By-Laws. The order of business may be amended or suspended at any meeting by a majority vote of the Directors present.

ARTICLE VIII

Officers

- 1 Election of Officers. Immediately following the general membership meeting designated to be the annual meeting for election of new directors, the newly elected and carry-over directors shall hold an organizational meeting to elect the President, Vice-President, Secretary, Treasurer, and such other officers as the Board may require from time to time, from among the elected directors. The term for officers shall be one (1) year.
- 2 Term limits for officers. No director shall hold the same office for more than two (2) consecutive full terms. It is permitted for a director to be elected to a different office immediately subsequent to completing two (2) consecutive full terms in the same office.
- 3 Resignation, Removal, and Vacancies. Any Officer may resign at any time by submitting a written letter of resignation to the President or Secretary of the Board of Directors. Any such resignation shall take effect at the date and time of the receipt of such letter, or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Any officer or director may be removed, either with or without cause, by a three-quarters ($\frac{3}{4}$) majority of the total membership of the Board at any meeting thereof. The challenged Officer shall have the right to appeal and to bring witnesses before a meeting of the Board. However, the decision of the Board shall be final.



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Any officer or director who fails to attend three (3) consecutive meetings of the membership or Board of Directors without being excused may, at the election of the Board, be presumed to have resigned.

A vacancy in any office shall be filled by election by a majority of the Board of Directors at the next regular meeting or special meeting of the Board. This action shall be confirmed by the general membership at the next regular or special membership meeting.

A vacancy in the Board of Directors may be filled by an appointee of the majority of the Board to complete the remainder of the term. In the event of a tie, the majority vote of the members present at the next general meeting shall determine the replacement.

4 Duties of Officers.

- a. The President shall be the Chief Officer of the Association and the Chairperson of the Board of Directors. The President shall have the responsibility for the conduct of the business of the Association, subject to the control of the Board of Directors. The President shall:
 - i. preside over all meetings of the Association and of the Board,
 - ii. have the authority to appoint committees,
 - iii. have the authority to countersign all drafts, checks, notes, orders or other undertakings for the payment of money on behalf of the Association,
 - iv. at the expiration of the term of office, transfer all documents to the incoming President.
- b. The Vice-President shall be responsible for the conduct of the business of the Association in the absence of the President. The Vice-President shall:
 - i. have the authority to countersign all drafts, checks, notes, orders or other undertakings for the payment of money on behalf of the Association in the absence of the President,
 - ii. at the expiration of the term of office, transfer all documents to the incoming Vice-President.
- c. The Secretary shall:
 - i. be the custodian of all records and documents of the Association,
 - ii. keep, or cause to be kept, a book of minutes of all meetings of the Association and of the Board of Directors with the time and place of holding, whether annual, regular or special, and if special, how authorized,



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- the notice thereof given, the number of members and Directors present at the meeting, and the proceedings thereof, which minutes shall be open to the inspection of any member of the association,
- iii. keep, or cause to be kept, a register showing the members, the directors, and their addresses,
 - iv. attend to the correspondence on behalf of the association and shall keep file thereof,
 - v. give, or cause to be given, notice of all meetings of the association or the Board required by the By-Laws or law to be given
 - vi. at the expiration of the term of office, transfer all documents to the incoming Secretary.
- d. The Treasurer shall:
- i. collect all funds, keep, or cause to be kept, financial records and prepare an annual report on or before the February Board meeting of each year,
 - ii. assist the Board in the preparation of an annual budget, for approval by the Board at its November meeting.
 - iii. deposit all monies and countersign any and all drafts, checks, notes and orders, or other undertakings for the payment of money on behalf of the WCA (all drafts and checks must be signed by the Treasurer and either the President or Vice-President),
 - iv. render a quarterly statement of accounts to the Board of Directors, or as requested,
 - v. at the expiration of the term of office, transfer all documents to the incoming Treasurer.

ARTICLE IX

Contract, Checks, Deposits and Funds

1. Contracts. The Board of Directors may authorize any two or more officers of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation which authority may be general or may be restricted to any specific instance.



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No obligation undertaken by any officer, employee or committee of the corporation, not in conformance herewith, shall be binding upon the corporation unless subsequently ratified by the Board of Directors.

2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such two or more officers and/or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors either specifically or through the prior approval of a budget for the association.
3. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Association, consistent always with those purposes and limitations set forth in these By-Laws.
4. Investments. The Board of Directors, or any officer or agent so authorized by the Board of Directors, shall have authority to invest and reinvest any funds of the Corporation in such manner and in such real or personal property or securities *as* may be approved by such officer or agent, and to change investments thereof from time to time as may be deemed expedient.

ARTICLE X

Amendments

Amendments to these By-Laws require a two-thirds (2/3) affirmative vote of the members present at a regular meeting or at a special meeting called for that purpose. The proposed amendment shall have been previously submitted to the Board of Directors and approved by a majority vote of the Board members in attendance. The general membership shall be notified of the proposed amendment no less than two weeks prior to the next scheduled or specially called meeting of the general membership.

Amendments to the By-Laws will take effect upon their approval in conformance with these By-Laws by the members of the Association.