

BY-LAWS OF  
KIHEI COMMUNITY ASSOCIATION

ARTICLE I

Name

This corporation shall be known as the KIHEI COMMUNITY ASSOCIATION.

ARTICLE II

Definitions

The terms used herein shall have the meanings given to them in Chapter 415B, Hawaii Revised Statutes, as amended (hereinafter called the "Act"), except as otherwise expressly provided herein. Unless clearly repugnant to the context, the following terms, whenever used herein, shall be given the following meanings:

- A. The term MEMBER means member of the Association.
- B. "Corporation" or "Association" means KIHEI COMMUNITY ASSOCIATION
- C. "BOARD" means the Board of Directors of the Association.
- D. KIHEI DISTRICT means that area extending along the south west coast of the Island of Maui extending from Maalaea Bay to and including Makena, and extending from the ocean inland to include those areas bounded by, or having their primary access onto, North Kihei Road, Piilani Highway or the proposed extensions thereof, on Makena Road.

ARTICLE III

Purpose

The purposes and objectives of the corporation shall be those stated in the Charter of Incorporation.

Article IV

Membership

1. Membership. Membership in the corporation shall be available to those persons who are interested in the purposes of the corporation as set forth in the Charter of Incorporation, and whose membership applications are approved by the Membership Committee, or by the Board of Directors in the event that a Membership Committee does not exist.
2. Class of Membership. The classes of membership in this corporation shall be as follows:
  - a. Individual Membership-Individual Membership shall be open to all persons or households.
  - b. Business Membership-Business Membership shall be open to any business operating in or having an office or place of business in the Kihei district, as herein defined.
  - c. Condominium Owners Association Membership - Condominium Owners Association Membership shall be open to any association of owners of a condominium project located in the Kihei district, as herein defined.
3. Application fees. Except as otherwise determined by the Board of Directors, no application fee shall be required for any application for membership.

The Board of Directors shall have the authority at any time to impose, and to increase or decrease the application fees as the Board deems appropriate. The application fee, where required, shall in all events be nonrefundable; provided, that if the Application is accepted, the entire amount of the application fee shall be credited towards the initial membership dues for the appropriate category of membership,

4. Annual dues. The annual membership dues shall be set as follows:

Individual Membership \$10.00 per family unit  
Business Membership \$50.00 per firm  
Condominium Owners  
Association Membership \$50.00 per association

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 corporation in care of the Treasurer. All membership dues not paid within sixty (60) days after the said due date shall be delinquent, and such nonpayment shall be grounds for termination of the membership pursuant to Section 5 of this Article III.

5. Termination of Membership
  - a. Grounds for Termination. The membership of any member may be terminated upon the occurrence of any of the following events:
    - 1) The resignation of the member.
    - 2) The failure of the member to pay annual dues prior to the due date set forth above or otherwise determined by the Board of Directors.
6. Transfer of Membership No member shall transfer for value membership or any right arising from it. All rights of membership shall cease on the member's death.

## ARTICLE V

### Meetings of the Membership

1. Regular Meetings. Regular membership meetings shall be held without other notice than by this By-Law, at the regular meeting place of the Association, or at such other place as the Board of Directors may designate, on the third Tuesday of January, March, May, July, September, and November. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the members without notice other than such resolution.
2. Special Meetings. 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. Notice of any special meeting of the membership shall be given at least ten (10) days prior thereto by written notice addressed to each member and deposited in the United States Mail with postage prepaid, or by notice delivered personally to the member. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice (by that member and any other person who claims membership status through the same membership) thereof unless such member shall attend such meeting solely for the purpose of objecting to the transaction of business thereat due to the meeting not have been properly called
4. Quorum. The presence of those persons representing ten percent (10%) or more of all members of the corporation shall constitute a quorum for the conduct of business at any meeting duly called, 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 Corporation. 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.
5. Voting.
  - a. Eligibility to Vote. Each Personal and Business member in good standing shall be entitled to cast 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.
6. Rules. All meetings of the membership shall be conducted in accordance with the most current edition of Robert's Rules of Order, except in such cases as are covered by the Charter of Incorporation, By-Laws and Special Rules adopted by the Association.

## ARTICLE VI

### Board of Directors

1. Powers. The affairs of the Corporation shall be managed and controlled by the Board of Directors. The Corporation shall have all powers necessary and proper to carry out its purposes. Subject to the limitations of the Charter of Incorporation, of the By-Laws and of the Laws of the State of Hawaii, all corporate 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
2. Organization, Election of Directors. The Board of Directors shall consist of such six (6) or more persons (to a maximum of twenty (20)), including the immediate past-president of the Association, as are elected to office by the members of the Corporation. Each director shall hold office until the next annual meeting of the Directors following his election or until his successors have been elected or appointed, whichever occurs later.

The Directors shall be elected "at large", from among the membership, but with the intent, where feasible that at least one shall be a resident of each of the following zones:

Zone 1 Maalaea

Zone 2: East end of Kealia Pond to Waipuilani Road

Zone 3: Waipuilani Road to the end of Kalama Park

Zone 4; Upper mauka area above Piilani Highway

Zone 5: End of Kalama Park (Auhana Road) to Wailea

Zone 6: Wailea

Zone 7: Makena

During the regular September membership meeting, the President shall appoint the Chairman of the Nominating Committee, and the Association shall elect four (4) members, which committee shall submit names of candidates for the Director positions by October 31, for election at the November meeting.

3. Regular Meetings. Regular monthly meetings of the Board of Directors be held at the call of the President or by one-third (1/3) of the members of the Board Directors. The person or persons authorized to call regular meetings of the Board of Directors may fix the place for holding such regular meeting, and shall fix the time of meeting. Notice of such meeting may be given in writing, orally, by personal contact, telephone.

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 by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

4. 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 meeting, and shall fix the time of such meeting.
5. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days prior thereto by written notice addressed to each of the Directors and deposited in

the United States Mail with postage prepaid, or by notice delivered personally to the Director 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 the purpose of objecting to the transaction of business thereat due to the meeting not having been properly called.

6. Quorum. A majority of the 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 Corporation. Except as otherwise provided by law or in the Charter of Incorporation, 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. Any vacancy that may occur in the Board of Directors shall be filled by election by a majority of the then remaining members of the Board at the next regular or special meeting of the Board.
8. Compensation. Directors shall not receive any compensation for their services as such, but by resolution of the Board may be reimbursed for expenses previously authorized by the Board and actually incurred in performing official functions of the Corporation.
9. Executive Committee. The Executive Committee shall consist of the President, Vice-President, immediate Past President, Treasurer, and Secretary of the Corporation. 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.
10. Other Committees. The Board of Directors may create by resolution such committees at it may from time to time deem necessary. Individuals may be named as committee members who are not members of the Board of Directors or of the Corporation.
11. Rules. All meetings of the Board of Directors shall be conducted in accordance with the most current edition of Robert's Rules of Order, except in such cases as are covered by the Charter of Incorporation, By- Laws and Special Rules adopted by the Association.
12. Policies and Procedures. Anything in this or the following Article to the contrary notwithstanding, the Board of Directors shall, at its first meeting of each year, establish policies and procedures related to:
  - issues to be addressed by the corporation
  - communications with the press, governmental officials and others
  - public positions of, or taken on behalf of, the corporation
  - other matters selected by the Board

so that the members an Board can be reasonably assured that actions taken on behalf of, or in the name of, or which could be reasonably perceived to be on behalf of, the corporation are reasonably consistent with and reflective of the views of the corporation's membership as interpreted by the Board of Directors, and all Officers and Directors shall endeavor to abide by said policies and procedures.

## ARTICLE VII

### Officers

1. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time appoint. A person need not be a Director to serve as an Officer.
2. Election, Qualification and Term of Office. The officers of the Corporation shall be elected by a majority of the total membership of the Board of Directors at the January meeting of the Board. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. Officers shall be members of the Corporation.
3. Removal, Resignation and Vacancies. Any officer or director may be removed, either with or without cause, by a two-thirds (2/3) majority of the total membership of the Board of Directors at any meeting thereof.

Any officer may resign at any time by giving written notice to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

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 due to death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed In Section 2 of this Article for regular appointments to such office at the next regular or special meeting of the Board of Directors after such vacancy arises.

4. Duties of Officers.
  - a. President. The President shall preside at all meetings of Association and of the Board of Directors. He shall be the chief executive officer of the Corporation, and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the Corporation. The President shall be an ex-official member of all committees, and shall have the general powers and management usually vested in the office of the chief executive officer of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.
  - b. Vice-President. In the absence or disability of the President, the First Vice-President shall assume all of the powers and duties of the President, and shall perform such other duties as from time to time may be prescribed by the Board of Directors or the President.
  - c. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office, or such other place as the Board of Directors may order, 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, the notice thereof given, the number of Directors present at the meeting, and the proceedings thereof, which minutes shall be open to the inspection of any member of the Board of Directors.

The Secretary shall attend to the correspondence on behalf of the Association and

shall keep a file thereof.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the By-Laws or by law to be given, and shall keep the seal of the corporation, if any, in safe custody, and shall have such other powers and perform such other duties as may prescribed by the Board of Directors or the By-Laws.

- d. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus

The Treasurer shall disburse such funds of the Corporation as may be ordered by the Board of Directors and shall render to the Board of Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or By-Laws.

The Treasurer shall file an annual report of the previous calendar year, as well as a proposed budget for the current year with the Board of Directors on or before the February Directors meeting of each year.

In the Absence of the President and the Vice-President, the Treasurer shall perform the duties of the President, and, when so acting, shall have the powers of, and be subject to all restrictions upon the officer for whom he is acting.

- e. Such additional officers as may be appointed by the Board of Directors, who shall have such powers and duties, not inconsistent with these By-Laws, as the Board of Directors may specify by resolution.
5. Bonds of Officers. The Board of Directors may require the Treasurer and/or any employee of the Corporation to be bonded in such amount as may be determined by the Board.
  6. Administrator. The Board of Directors may, from time to time, employ an Administrator for the corporation which person shall oversee the daily administration of the corporation and shall act as the coordinator of communications to and from the corporation, and perform such further duties as the Board may specify.

## ARTICLE VIII

### Indemnification

Every officer and member of the Board of Directors shall be indemnified by the Corporation against all reasonable costs, expenses and liabilities (including counsel fees) actually and necessarily incurred by or imposed upon him in connection with or resulting from any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which he may be involved as a party or otherwise by reason of his being or having been a Director or officer of the Corporation, whether or not he continues to be such Director or officer of the Corporation at the time of the incurring or imposition of such costs, expenses or liabilities, except in relation to matters as to which he shall be finally adjudged in such action, suit, proceeding, investigation or injury to be liable for willful misconduct, willful neglect or gross negligence in the performance of his duties as such Director or officer. As to whether or not a Director or officer was liable by reason of willful misconduct, willful neglect or gross negligence in the performance of his duties as such Director or officer, in the absence of such final adjudication of the existence of such liability, the Board of Directors and each Director and officer may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right to indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law, and shall inure to the benefit of the legal representatives of such person.

The corporation, its Board of Directors, Officers and any such independent management as it may retain, shall not be liable to any member for any statement, error or omission in any report sent out by the corporation or its agents, whether the same shall be due to the negligence of the corporation, its Board of Directors, Officers, independent management or otherwise; and each and every member or those that hereafter may become members shall be deemed to have expressly released the corporation, its Board or Directors, Officers, and independent management, from any and all liability for all such statements, errors and omissions, and further, from any and all liability by reason of any agreements, contracts, obligations, acts, steps, or plans entered into or undertaken by the corporation on behalf of its members.

## ARTICLE IX

### Contracts, 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.

No obligation undertaken by an 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. Check, 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 Corporation, shall be signed by such two (2) or more officers and/or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors proper. Disbursements and payments shall only be made by check, and then only if authorized by the Board of Directors either specifically or through the prior approval of a budget for the corporation.
3. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purposes of the Corporation, consistent always with those purposes and limitations set forth in the



Charter of Incorporation.

- 4. Investments. The Board of Directors, or any officer or agent so authorized by the Board of Directors, shall have the authority to invest or 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

Miscellaneous

- 1. Tax Year. The tax year of the Corporation shall end on the 31st day of December in each year.
- 2. Books and Records. The Corporation shall keep complete books and records of account and shall keep minutes of all proceedings of the Board of Directors and of all committee, which books may be inspected at any time by any Director. There shall also be an annual review (and audit if determined necessary by the Directors) of the financial records of the Corporation.
- 3. Principal Office. The principal office of the corporation shall be at

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Kihei, Maui, Hawaii 96753, or at such other place in the State of Hawaii as the Board of Directors shall from time to time determine.

- 4. Seal. The Corporation shall have a corporate seal in the following form

KIHEI COMMUNITY ASSOCIATION  
INCORPORATED October 19, 1960  
KIHEI, HAWAII 96753

Article IX

Amendments to By Laws

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted, by the affirmative vote of a majority of those members present at any meeting of the members duly called at which a quorum is present, provided that at least ten(10) days' written notice is mailed to all current members and directors of the intention to alter, amend or repeal and adopt new By-Laws at such meeting, which notice shall specify that portion of the By-Laws to be amended and the proposed amendment thereof.

Adopted January 19, 1988

CHARTER OF INCORPORATION KIHEI COMMUNITY ASSOCIATION

"THE OBJECTS AND PURPOSES OF THE CORPORATION SHALL BE TO ENCOURAGE, PROMOTE AND AID IN DEVELOPING, IMPROVING AND MAINTAINING THE AREA OF KIHEI, ISLAND AND COUNTY OF MAUI. AS A DESIRABLE RESIDENTIAL COMMUNITY; TO DEVELOP UNIFIED COMMUNITY SPIRIT; TO DO ANY AND ALL THINGS TO PROMOTE THE HEALTH, SAFETY, AND WELFARE OF RESIDENTS WITHIN THE KIHEI AREA; TO ENCOURAGE RECREATION AND SERVICE PROGRAMS, AND PROGRAMS TO ENHANCE SOCIAL LIFE AND COMMUNITY WELFARE WITHIN THE KIHEI AREA; TO PROMOTE BETTER UNDERSTANDING AND FELLOWSHIP AMONG ITS MEMBERS, THEIR FAMILIES

AND ALL RESIDENTS OF THE KIHEI AREA.