

CONSTITUTION AND BY-LAWS OF THE KOLOA COMMUNITY ASSOCIATION

ARTICLE I NAME AND PURPOSE

Section 1. Name. The name of the association shall be the Koloa Community Association, with headquarters and post office address at P.O. Box 1313 Koloa, County of Kauai, State of Hawaii, 96756, or as otherwise designated by the Board of Directors.

Section 2. Geographical Boundaries. The Koloa district shall be defined geographically as from the west bank of Huleia Stream to the east bank of Lawai Stream to the peak of Mt. Kahili, and shall include : Koloa, Lawai, and Omao.

Section 3. Purpose. The purposes of this association shall be :

- A. To provide the residents of Koloa with the medium whereby they will be inspired with a sense of American citizenship, civic consciousness and responsibility, leadership and sportsmanship;
- B. To promote, publicize and actively participate in the civic, educational and recreational activities of the community;
- C. To secure and distribute information relating to the general welfare of the community, and to aid in the enactment of just and beneficial laws;
- D. To promote the interest of its members in the welfare of our community;
- E. To encourage cordial and friendly relations between our membership and other organizations;
- F. To promote and assist in such activities to conform with the purposes set forth.

Section 4. Non-Profit Corporation. The Koloa Community Association is organized as a 501(c)(4) corporation under IRS regulations and is not organized for profit. It will not issue any stock, and no part of its assets, income or earnings shall be used for dividends or otherwise withdrawn or distributed to any of its members, except upon liquidation of its property in case of corporate dissolution.

Section 5. Dissolution. Corporate dissolution will require a two-thirds vote of the entire active membership in good standing at a special meeting called to authorize such dissolution. The call for such a meeting shall be made through written notice to each member at least ten (10) days prior to the meeting. Quorum for this dissolution shall be seventy-five (75) percent of the entire active membership in good standing.

ARTICLE II BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of fifteen (15) members, which shall consist of five (5) officers, the immediate past President and nine (9) Directors elected at large.

Section 2. Term of Office. The term of office for the nine directors elected at large shall for three years, staggered.

Section 3. Vacancy. Any vacancy on the Board of Directors shall be filled by appointment by the President with the approval by the Board of Directors at a duly called Board meeting. Such appointments shall serve until the next general election, at which time the Membership shall elect a Director to serve the remainder of the vacated term of office.

Section 4. Membership on Committees. Each director shall be a member of a standing committee, as appointed by the President of the Association.

Section 5. Duties. The government of this Association shall be vested in the Board of Directors who shall have control and management of the property, finances and activities of this Association.

Section 6. Power. For any subject brought before the Board of Directors with time as a deciding factor and which is of prime importance to the community, a special meeting of the Association may be called. In the event that a general membership meeting cannot be called, the decision of the Board of Directors shall be binding on the membership when time is of the essence.

Section 7. Board of Directors Meetings. The Board of Directors shall hold regular meetings, usually scheduled once a month. Additional special Board meetings shall be called by the President or by a majority of the entire Board. Scheduled or special Board meetings may be canceled, or rescheduled, as a result of a request made to the President, or the President's designated representative, by a majority of the entire Board. Such cancellation or rescheduling shall be documented and placed into the records of the Association.

The Board shall meet shortly before each General Membership meeting to set the agenda and prepare for the General Membership meeting.

All Board meetings shall be open to all members of the community.

Section 8. Quorum. Eight (8) members shall constitute a quorum at Board of Directors meetings.

Section 9. Removal From Office. Any Board member failing to attend three (3) consecutive meetings of the Board of Directors without tendering notice to the Secretary concerning the reason for the absences may be dropped from the membership of the Board of Directors by the affirmative vote of two-thirds of the members present at a regularly called Board of Directors meeting.

ARTICLE III ELECTIONS

Section 1. Election of Officers. Election of officers and directors shall be held at the first General Membership meeting of the new year.

Section 2. Appointment of Nominating Committee. The President shall appoint a nominating committee in October of the year preceding the first General Membership meeting of the new year.

Section 3. Selection of Nominees. The nominating committee shall select nominees who shall be members in good standing. A list of nominees shall be presented to the membership of this organization at the Annual General Membership meeting. Any member in good standing may make further nominations from the floor. All nominees shall be members in good standing.

Section 3. Acceptance of Nomination. All candidates must accept their nominations by the nominating committee or from the floor before their names may be submitted as candidates for election.

ARTICLE IV COMMITTEES

Section 1. Standing Committees.

- A. Membership. The Membership Committee shall be responsible for conducting membership drives, collection of dues, determining the eligibility of all persons requesting membership, and presenting reports to the Board. The Membership Committee shall hold at least one membership drive at the beginning of the year.
- B. Cultural/Community Events. This committee shall be responsible for keeping the membership informed of cultural and community events in the Koloa District. It shall also be responsible to assist in the maintaining of the cultural ideals of the Koloa District. The committee shall also represent the Association at community event meetings and functions.
- C. Land Use. This committee shall be responsible to keep the Board and the membership informed on the developments that occur within the Koloa District. This committee shall also be called upon to present public testimony at public hearings at the County or State level to present the views of the Association.

- D. Publicity. The committee shall be responsible for : 1) keeping the general public and the membership informed as to the aims and activities of the Association; 2) publicize community services done by the Association; 3) informing the members of meetings and all special activities.

Section 2. Other Committees. The Board of Directors shall approve other such committees deemed necessary and proper by the President to fulfill the objectives and purposes of the Association.

Section 3. Committee Appointments. The committee chairperson shall be appointed by the President, subject to the approval of the Board of Directors. The committee chairperson will appoint the members of the committee to be presented to the Board for approval upon selection. Each committee shall consist of a chairperson and at least two (2) other members, of which one must be a Director. All names are to be submitted to the Board for approval.

Section 4. Committee Reports. Written minutes may be kept for each committee meeting, and a copy may be placed on file with the Board of Directors. Also, committee reports shall be made verbally to the Board of Directors.

ARTICLE V MEMBERSHIP

Section 1. Eligibility for Membership. Any person eighteen (18) years of age or over, living or working in the Koloa District, County of Kauai, State of Hawaii, interested in the welfare of the community may become a member.

Section 2. Types of Membership.

- A. Regular Member. Any qualified person becomes a member upon payment of dues.
- B. Honorary Member. An honorary membership may be given to an individual or organization that has rendered valuable and/or distinguished service to the Association. Election to honorary membership shall be by unanimous vote of the members present at a regular meeting of the Association.

Section 3. Status of Membership.

- A. Active Membership. An active member bears a current membership card and participates in the activities of the Association.
- B. Inactive. Any resident not holding a current membership card is an inactive member of the Association. An inactive member cannot vote or hold office.

Section 4. Discipline of Members. Any member, for any act or conduct, which in the judgment of the Board of Directors is injurious to the best interests of the Association, upon a majority vote at any Board meeting, may either be suspended or expelled from the

Association. Before any action on the suspension or expulsion of any member, a notice containing a copy of the charges shall be served upon the member at his/her business or residence at least fifteen (15) days prior to the date of the Board of Directors meeting proposing to act upon such charges. The member shall be allowed to appear before the Board to defend him or her self against any such charges. The action of the Board of Directors shall be in writing and shall be filed with its records. Any member expelled may reapply for membership pursuant to the provisions of Section 2 above, provided twelve (12) months have passed since the date of expulsion.

Section 5. Right to Appeal. Any disciplinary action taken by the Board of Directors may be brought before the general membership by a petition signed by ten (10) or more members in good standing of the Association for a review of the action taken.

ARTICLE VI DUES

Section 1. Dues. The dues for each year shall be determined by the Board of Directors. In the event of any change or changes in such dues from the existing dues, such changes shall be approved by a majority vote of the members present at the meeting where action is to be taken on this matter.

Section 2. Payment of Dues – Delinquency. Any member whose dues are in arrears on April 15 shall be dropped from active membership and placed on inactive status. Any member who has been dropped from active membership because of nonpayment of dues shall not be reinstated until he/she has paid dues owed for the membership year in question.

Section 3. Cancellation. No cancellation or refund of dues shall be made.

Section 4. Special Cases. Section 2 above may be suspended for members who enter the armed services, or may for personal reasons be absent for an indefinite period.

Section 5. Membership Card. The Membership Committee shall issue membership cards to every person who meets the requirements for membership set in Article V, Sections 1, 2, and 3.

ARTICLE VII ASSOCIATION MEETINGS

Section 1. Meetings. The Association shall hold an annual meeting each January, with quarterly meetings to be held thereafter, preferably in the months of April, July, and October. The meeting shall be held at any convenient location in Koloa.

Section 2. Order of Business. Business shall be conducted according to “Robert’s Rules of Order”. The order shall be as follows : A) Call to Order; B) Approval of Minutes; C) Communications; D) Committee Reports; E) Old Business; F) New Business; G) Other Business; H) Announcements; I) Adjournment.

Section 3. Special Meetings. Special meetings of the Association may be called by the President, or at the written request of twenty-five (25) active members, upon twenty-one (21) calendar days notice to the membership.

Section 4. Quorum. A quorum shall consist of 25 paid members.

Section 5. Open Meetings. All meetings of the Association shall be open to the public. The privilege of the floor is open to members only except by permission of the meeting Chair. Only members in good standing may vote at Association meetings.

ARTICLE VIII TERMS OF OFFICE

Section 1. Term of Office. The elected officers shall serve for one year and shall be elected and assume office at the meeting following the election held.

Section 2. Officers. The Officers and their duties are as follows

A) President. The President shall :

- 1) direct and supervise the affairs of the Association;
- 2) make an annual report to the members;
- 3) be an ex-officio member of all committees;
- 4) appoint the chairperson for all committees;
- 5) assign a director to each committee.

B) Vice-President. The Vice-President shall :

- 1) assist the President in carrying out his or her duties;
- 2) in the absence of the President, discharge all duties appertaining to the office of the President.

C) Secretary. The Secretary shall :

- 1) have charge of the recording of all the activities and functions of the Association;
- 2) handle correspondence and secretarial duties of the Association;
- 3) give notice of all meetings of the members and Board when provided;
- 4) have other duties as such as may be determined by the Board of Directors.

Should the Secretary need additional aid, the Secretary may be aided by the Vice-President, or by an additional assistant whom he or she may designate with the President’s approval if conditions so demand.

D) Treasurer. The Treasurer shall :

- 1) have general supervision over all funds and collections of all accounts;
- 2) keep a full and accurate account of receipts and disbursements in books belonging to the Association;
- 3) perform other such duties as the Board of Directors may require.

E) Sergeant of Arms . The Sergeant of Arms shall :

- 1) maintain order at all meetings;
- 2) assist in the collection of fines and dues;
- 3) perform other such duties as the Board of Directors may require.

Section 3. Expenditures. All expenditures and obligations shall be made by or through the Treasurer, subject to budgetary limits and the approval of the Board of Directors. He or she is authorized to expend sums up to \$200 with the approval of the President for normal operating expenses or emergency situations. All checks shall be signed by the treasurer and co-signed by the President or Vice-President.

Section 4. Expenditures for Committees. Expenditures for committee work and projects shall be made at the recommendation of the committee to the Board of Directors.

Section 5. Vacancy of Position. Should a vacancy occur in the office of President, the Vice-President shall succeed to the office. All other vacancies shall be filled by appointment by the President with the approval of the Board of Directors at a duly called Board Meeting. Such appointees shall serve until the next general election, at which time the membership shall elect a Director to serve the remainder of the term of the vacated office.

Section 6. Projects. All projects proposed by the committees must have the approval of the Board of Directors before they may be brought up before the general membership for further action.

Section 7. Delegates. Delegations or committees shall be appointed by the Board of Directors subject to the approval of the membership to represent the Association at any convention, meeting, or assembly as may be necessary. Such delegations shall exercise only those powers specifically invested in them by the Board of Directors.

ARTICLE IX LIMITATIONS

Section 1. Solicitation. The Koloa Community Association shall not, as an Association, solicit funds on behalf of any other organization, nor shall it contribute financially to the fundraising campaign of any organization, without the approval of the Board of Directors.

Section 2. Endorsement. The Association shall at no time endorse or recommend any candidate for political office.

Section 3. Debts. No debt shall be incurred in excess of the funds in the treasury of the Association.

ARTICLE X
RULES OF ORDER

Section 1. Order. "Robert's Rules of Order" shall govern the proceedings of all meetings of the organization and its constituent parts.

ARTICLE XI
STANDARD OPERATING PROCEDURES

Section 1. Procedures. The Board may adopt certain operational procedures which shall set precedents for guidance in maintaining subsequent uniformity of action.

ARTICLE XII
AMENDMENTS

Section 1. Amending. These by-laws may be amended by a two-thirds vote of all members present at any general Association meeting. The announcement of the time and place of the meeting shall be made at the previous quarterly meeting and publicized in the news media. Such announcements shall state that consideration of adoption, amendment, or repeal of sections of the by-laws will be made at the succeeding general meeting.

CERTIFICATION

This is to certify that the foregoing is a true, correct, and complete copy of the Constitution and By-Laws of the Koloa Community Association and was duly adopted and/or amended by the membership of the Association on

4/29/2000
(Date)

By Donna Arnold
(Donna Arnold, Secretary)