

KIPAHULU COMMUNITY ASSOCIATION, Inc.

BYLAWS

ARTICLE I: NAME, PURPOSE AND SEAL

1.01. NAME

The name of the Corporation is the KIPAHULU COMMUNITY ASSOCIATION.

1.02. PURPOSE.

The purpose of the Corporation is to help meet the needs and promote the affairs of Kipahulu, a diverse, heterogeneous community in the Hana District of Maui, Hawaii (119); to provide educational activities and a forum for the exchange of ideas and information (123); to promote self-sufficiency and conservation in the community (230); to work for the preservation of the natural beauty and rural agricultural values of Kipahulu for present and future generations (350); to function as a liaison with Maui County government and other agencies (404); to promote community harmony through mediation, Ho'oponopono, as this concept is called in Hawaiian. (*)

1.03. NON-PROFIT.

The Corporation is organized exclusively for Association affairs and expression of these purposes under Section 501(c) 3 of the Internal Revenue Code.

1.04. NON-DISCRIMINATION.

There shall be no discrimination on the basis of race, color, sex, religion, national origin, age or handicap with regard to hiring, assignment, promotion or other condition of staff employment, use of volunteers or services.

1.05 CORPORATE SEAL.

The Corporation shall have a seal.

ARTICLE II: ASSOCIATION.

2.01. MEMBERSHIP.

The membership of the Association shall be made up of residents and/or landowners in Kipahulu, Maui, Hawaii.

2.01. MEETINGS.

Meetings shall be at least quarterly or more often as needed at a time and place designated by notice of the Association.

2.03 QUORUM.

Quorum shall be seven (7) or more adult members—18 years or older.

2.04 VOTING BODY.

Each member 18 years or older shall be a voting member of the Association. The Association shall constitute the sole voting body of the Kipahulu Community Association, Inc.

ARTICLE III: OFFICERS.

3.01. ELECTIONS.

The Association shall have an annual meeting in the Kipahulu area on the first Saturday of the second quarter of each year or at a time and place proximate hereto, as selected by the prior agreement of the Association, for the purpose of the election of officers. The officers of the Association shall consist of a President, Vice-president, Recording Secretary, Corresponding Secretary, Treasurer, Liaison Officer(s) and At Large Officer(s). These officers of the Association shall constitute its Board of Directors.

3.02 TERM OF OFFICE

The officers shall serve a term of one (1) year.

3.03. DUTIES OF OFFICERS (shall be expanded to include duties described for these, as follows.)

The duties of the officers shall be defined as follows. The Association may change these defined duties of officers by vote or consensus.

3.04. PRESIDENT

The President shall preside at all meetings of the Association and shall have the power to co-sign contracts, notes, minutes of meetings and all other instruments approved by the Association. The President may appoint for a specified term any qualified persons(s) to any standing or special committee approved by the Bylaws or established by the Association.

3.06(a). RECORDING SECRETARY.

The Recording Secretary shall keep minutes of all Association and all committee meetings and shall maintain the files of the minutes. The Secretary shall have the power to co-sign minutes and all other instruments approved by the Association.

3.06(b) CORRESPONDING SECRETARY.

The Corresponding Secretary shall prepare letters on the Associations' behalf and maintain a file of all correspondence.

3.07 TREASURER.

The Treasurer shall keep the financial books and records of the Association and shall make all books and records available to any member of the Association upon request. The Treasurer shall have the power to co-sign contracts, notes and any other instruments approved by the Association.

3.08 LIAISON OFFICER (S).

The Liaison Officer(s) shall maintain communication between the Association and governmental agencies and shall report to the Association upon all relevant matters.

3.08 AT LARGE OFFICER (S).

The At Large Officer(s) shall maintain communication between the Association and the community and its members and report to the Association upon all relevant matters.

3.09 CONFLICT OF INTEREST/NEPOTISM

No officer of the Association shall undertake any official action directly affecting a business or other undertaking in which she or he has any financial interest nor in a private undertaking which she or he is engaged as legal counsel, advisor or consultant, representative or in any other capacity related to the business and affairs of the Association. Furthermore, no person shall be employed as staff of the organization who is a family member of a member of the Association's Board of Directors unless specifically permitted in writing by the Board of Directors with consent of the community as approved by vote at a community meeting called by the Board of Directors.

ARTICLE IV. COMMITTEES.

4.01. ESTABLISHMENT.

The Association may establish by resolution any standing or special Committee(s) that may be deemed necessary. The Association shall define the purpose and responsibilities of any and all Committee(s) and the term of duration of any and all Committee(s).

ARTICLE V. GOVERNANCE AND AMENDMENTS.

5.01. GOVERNANCE OF THE CORPORATION.

The governance of the Corporation, qualifications for membership, duties and directions of all Officers and Committees and any special business of the Corporation shall be established by such guidelines, resolutions and Bylaws passed by simple majority vote of the attending members of the Association.

5.02. AMENDMENTS.

The Articles of Incorporation and these Bylaws may be amended according to such procedures as are provided by the law governing non-profit corporations in the State of Hawai'i.

ARTICLE VI. INDEMNIFICATION AND INSURANCE.

6.01. INDEMNIFICATION.

The Corporation shall indemnify all members, officers, agents, committees and all employees of the Association to the full extent allowed by laws governing non-profit corporation in the State of Hawai'i.

6.02. BONDS AND INSURANCE.

The Corporation may obtain such bonds and insurance(s) as may be necessary and deemed appropriate in its discretion to accomplish indemnification and related matters.

ARTICLE VII. MISCELLANEOUS MATTERS.

7.01. FISCAL YEAR.

The fiscal year of the Association shall run concurrently with the calendar year beginning January 1, 1995.

7.02. DISSOLUTION.

Dissolution of the Association may be accomplished as provided by the laws governing non-profit corporations in the State of Hawai'i and as limited by the Articles of Incorporation.

7.03. VIOLENCE AND DRUG ABUSE.

The Association is established as a violence and drug abuse free organization. All meetings, programs and events of the Association shall be violence and drug free.

CERTIFICATION.

We hereby certify that the forgoing BYLAWS of the KIPAHULU COMMUNITY ASSOCIATION, Inc., as amended, were duly adopted by the Association at their meeting held in Kipahulu on this 12th day of February 2000.

Lisa Hamilton
Lisa HAMILTON, President

Tweetie Lind
Tweetie LIND, 1st Vice-president

(*)The numbers in parentheses at "PURPOSES" refer to IRS codes as follows: 119 = "cultural and historic activities"; 123 = "discussion group"; 230 = "farming"; 350 = "conservation of natural resources"; 404 = "community promotion".