

BY-LAWS OF THE HAWAIIAN ACRES COMMUNITY ASSOCIATION

(Updated as of July 2007)

ARTICLE I

SECTION 1. Name. (Amended 4/13/97) The name of this organization shall be "THE HAWAIIAN ACRES COMMUNITY ASSOCIATION" herein and after referred to as "the Association".

SECTION 2. Purpose. (Amended 4/13/97) The objects and purposes of this Corporation shall be set forth in its Charter of Incorporation.

SECTION 3. Principle Office. (Amended 4/13/97) The principle office of the Corporation shall be maintained at 8 and C Roads, Hawaiian Acres or at such other place in the State of Hawaii as the Council from time to time shall determine.

SECTION 4. Place of Meetings. All meetings of the Members and of the Council shall be held at the principal office of the Corporation unless some place is stated in the call. Meetings shall be held only in the State of Hawaii.

SECTION 5. Seal. The seal of the Corporation shall be circular in form and shall bear the name of the corporation and such other words, devices and inscriptions as the Council from time to time shall prescribe.

ARTICLE II MEMBERSHIP AND DUES

SECTION 1. Qualifications. (Amended 7/12/86, 7/14/91, 4/13/97, 7/11/04) A Hawaiian Acres lot owner is entitled to one membership for each of his/her lots for which dues have been paid. The lot owner may, but is not required to, assign his/her one membership per lot to a non-owner resident of that lot. A maximum of one membership per lot is allowed, irrespective of the number of legal or equitable owners or residents of that lot, except that honorary memberships may be granted to more than one owner or resident per lot. All members must be 18 years of age or older. Membership rights and privileges as indicated, shall be granted based on the following:

SECTION 1.1 Resident Lot Owner. (Amended 4/13/97): A person, corporation or party that is a resident of Hawaiian Acres and owns at least one lot in Hawaiian Acres.

Privileges and Rights. To hold any Council office or position; to be on Association committees; to chair Association committees; to vote on issues presented to the Membership, for Council Members; Charter and Bylaws Amendments; to collect and vote proxies for other Members; to use the community center for \$5.00 and a \$25.00 cleaning deposit; to receive all Association newsletters; and protection under the Corporation.

SECTION 1.2 Lot Owner (Non-resident). (Amended 4/13/97, 7/15/07) A person, corporation or party that owns at least one lot in Hawaiian Acres but is not a resident of Hawaiian Acres.

Privileges and Rights. To hold any council office or position if a resident of the state of Hawaii; to be on Association committees; to chair Association committees; to vote on issues presented to the Membership; to vote for Council Members, Charter and Bylaws Amendments; to collect and vote proxies for other Members; to use the community center for \$5.00 and a \$25.00 cleaning deposit; to receive all Association newsletters; and protection under the Corporation.

SECTION 1.3 Resident. (Amended 4/13/97, 7/11/04, 7/15/07) A person, corporation or party that resides in Hawaiian Acres but does not own property in Hawaiian Acres, but has been assigned a membership by the owner of the lot. A letter from the owner designating a non-owner resident his/her membership must be kept on file in the HACA office and updated each year with membership renewal.

Privileges and Rights. To hold any Council office or position; to be on Association committees; to

chair Association committees; to vote on issues presented to the Membership, for Council Members, Charter and Bylaws Amendments; to collect and vote proxies for other Members; to use the community center for \$5.00 and a \$25.00 cleaning deposit; to receive all Association newsletters; and protection under the Corporation.

SECTION 1.4 Honorary. (Amended 7/20/97) A Membership of recognition for outstanding community service and contributions to be voted on at the Annual Meeting by the General Membership to individuals who are residents or lot owners in Hawaiian Acres.

Privileges and Rights. To hold any council office or position; to be on Association committees; to chair Association committees; to vote on issues presented to the Membership, for Council Members, Charter and Bylaws Amendments; to collect and vote proxies of other Members; to use the community center for \$5.00 and a \$25.00 cleaning deposit; to receive all Association newsletters; and protection under the Corporation.

SECTION 2. Membership Card. (Amended 7/12/86, 7/14/91) Dues paying Members may receive upon request a Membership card entitling the named bearer to such rights and privileges as may from time to time be granted.

SECTION 3. Dues. (Amended 7/12/86, 7/14/91, 7/21/96, 7/19/98, 7/11/04) The rights and privileges of renewing members shall not be terminated for non-payment of dues until January 30 of the following year in which dues are received, at which time membership shall terminate if the dues are not paid.

SECTION 4. Deleted 7/11/04 as inconsistent with the Charter. Associate Membership. (Amended 7/12/86, 7/14/91, 4/13/97)

ARTICLE III MEETINGS, ANNUAL AND SPECIAL

SECTION 1. Annual Meetings of the Members. (Amended 7/12/86, 7/11/04) The Annual Meeting of the Members of the Corporation shall be held on such day in July of each year as the Council shall designate, or, if the Council shall not have designated such day by the end of the month of May preceding, then the date of meeting shall be set by the President. At the Annual Meeting, the President, Treasurer, and Standing Committee Chairpersons shall make their Annual Reports to the Members. All new Council Members shall be sworn in. The Members may transact any general business which may be brought before the meeting and may take any Corporate action. Minutes from each annual meeting shall be approved by the Council at the following Regular (Council) meeting.

SECTION 2. Special Meetings of the Members. (Amended 7/11/04) Special Meetings of the Members of the Corporation may be held at any time upon the call of the President, or upon the call of a majority of the Council, or upon the written request of any twenty Members of the Corporation, for the transaction of such business as may have been specified in the notice of the meeting. Minutes from each special membership meeting shall be approved by the Council at the following Regular (Council) meeting or membership meeting, whichever comes first.

SECTION 2.1 General Meetings of the Members. (Added 7/21/96, Amended 7/11/04). There will be a General Meeting of the Membership every three months (quarterly) to be run by the Association Council. Minutes from each General Membership Meeting shall be approved by the Council at the following Regular (Council) meeting.

SECTION 3. Notice of Special, Annual and General Meetings of the Members. (Amended 7/15/75, 7/11/04) A written or printed notice of every meeting of the Members, stating whether it is an Annual, Special, or General membership meeting; the authority for the call of the meeting, the place, day, hour thereof and the purpose therefore shall be mailed by the Secretary at least 15 days before the day set for such meeting. If notice is given pursuant to the provisions of this section, the failure of any member to receive actual notice of the meeting shall in no way invalidate the meeting or any proceedings thereat (See Article XVIII, Section 1).

SECTION 3.1 Agenda for Annual, Special, and General Meetings of the Members and Regular

(Council) Meetings. (Amended 7/21/96, 4/13/97, 7/11/04) Agendas for Annual, Special, and General Meetings of the Members and Regular (Council) Meetings shall be posted at the HACA building outside one week prior to meeting.

SECTION 4. Notice unnecessary. (Amended 2/14/65) Note: This section is invalid as being contrary to general rules governing notice of meetings to Members and was eliminated as being inconsistent with the ARTICLE III, SECTION 3 of these Bylaws.

SECTION 5. Quorum. (Amended 2/14/65, 7/12/86, 7/25/99, 7/11/04) At any Meeting of the Members of which proper notice has been given, thirty Members or ten percent of the Membership (which ever is less) present in person or by proxy shall constitute a quorum, and the concurring vote of a majority of the Members constituting a quorum shall be valid and binding upon the Corporation, except as otherwise provided by the law or by these Bylaws or by the Charter of the Corporation. At any meeting of which proper notice has not been given, then the presence of all Members, in person or by proxy shall be required to constitute a quorum.

SECTION 6. Voting. (Amended 2/14/65) At every meeting of the Members of the Corporation, each member shall be entitled to vote in person or by proxy (appointed by instrument in writing, and executed by such member or his authorized attorney, and filed with the Association's Secretary). A proxy or written authorization shall be valid for one meeting only.

SECTION 7. Adjournment. (Amended 4/13/97, 7/11/04) Any meeting of the Members of the Corporation (whether Annual, Special, or General) may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting.

ARTICLE IV COUNCIL

SECTION 1. Number. (Amended 7/15/75, 7/12/86, 7/14/91) There shall be a Council of the Corporation consisting of ten or more Members of the Corporation, including the following: a) Four Officers of the Corporation b) Eight Councilors elected from the Membership of the Corporation. All Members of the Council shall be Members of the Corporation.

SECTION 2. Election. (Amended 7/15/75, 7/12/86, 7/14/91, 4/13/97, 7/11/04)

(a) A standing Election Committee shall be appointed by the Council to count and tally the election ballots as follows:

- (1) The Directors or assignee shall hire a mailbox service to accept ballots on the first day of the month in which the balloted Newsletter will be sent to Members.
- (2) The Ballots shall be accepted at the designated address for the period from the mailing of the balloted Newsletter through the day immediately preceding the date of the Annual Meeting. The Members shall have until noon on the day immediately preceding the date of the Annual Meeting in which to cast their ballots at the designated address. However, Ballots not in the Ballot Box at the time the same is delivered to the vote counting location on the date immediately preceding the date of the Annual Membership Meeting or if the same be a holiday, on the last business day excluding weekends and state holidays immediately preceding, shall not be counted.
- (3) The Directors or assignee shall instruct the mailbox service to release only one mailbox key to the election Committee Chairperson. The Directors or assignee shall further instruct the mailbox service to release the ballots into a locking ballot box presented by the Election Committee Members (at least two). The locked ballot box shall then be delivered to the vote counting location. Only Election Committee Members shall be present in the counting area, with the exception of the Treasurer who shall be present when the ballot box is opened and votes counted to receive any moneys that might be enclosed in any envelopes with the ballots and/or proxies.

(4) Ballots, proxies and tallied results shall be stored at the Community Center office in the locked ballot box. The ballot box key shall remain in the custody of the Election Committee Chairperson until the election results are read at the Annual Meeting.

(b) (Amended 7/15/07) At each Annual Meeting, election results shall be announced by the Election Committee Chairperson, and the new Council members shall be sworn in by any member present at the meeting who is not on the new Council. In the event both seats in any district cannot be filled, an At-Large Representative who resides or owns property in the district with a vacancy can be elected to fill the seat. If both At-Large candidates live or own property in the same district with a vacancy, the At-Large candidate with the highest number of votes shall be the primary representative to fill vacancies, and the remaining At-Large representative may be elected to fill a seat in the district in which she/he resides or owns property should any vacancies arise prior to the next election. In the case of a tie vote between two At-Large candidates, the members present at the Annual Meeting shall vote by secret ballot to determine which candidate shall take the vacancy. If there is no At-Large candidate, any member who meets ownership or residency requirement may volunteer to fill a vacancy upon approval by the members. Write-in candidates may be voted in to fill any Council office or position. However, they must be a member during the time of the election to be eligible. An interested party who was a write-in candidate and not a member during the time of the election may volunteer to fill a vacancy after becoming a member and upon approval of the Council during Regular (Council) meetings or approval of the members during General Meetings of the Members. A vacancy in any office (Vice-President, Secretary, Treasurer), except that of President, shall be filled by appointment by the President with the approval of the Council until a special election by the Membership can be held to replace the officer until the end of the current term (See Article V, Section 1; and Article XI, Section 2.)

(c) (Amended 7/11/04, 7/15/07) For council representation purposes, Hawaiian Acres is divided into four areas, with D ½ Road and 6 Road as the dividing lines. Two Council members (Area Representatives) shall be elected from each district. Representatives must reside or own property in the district they intend to serve. At-Large Council members must reside in the state of Hawaii.

SECTION 3. Regular Meeting. (Amended 7/20/97) A meeting of the Council shall be held at the place of each Annual Meeting of the Members and immediately following such meeting. At such Annual Meeting, the Council shall determine the day and place at which its Regular Meetings are to be held during the ensuing year.

SECTION 4. Special Council Meetings. (Added 7/20/97) Special Meetings may be called by a minimum of two Council Members in writing to all other Council Members and sent out at least one week prior to the meeting stating date, time, place and purpose of the special meeting. Posted notice will also be given at least one week prior to any special meeting.

SECTION 4.1 Agendas. (Added 7/20/97) The Agendas for all Council Meetings are to be posted one week prior to the meeting at the HACA building outside.

SECTION 5. Attendance Requirements for Council Members. (Added 7/20/97) Council Members shall not miss more than five Regular Council Meetings in a year or three in a row including proxies. The only exceptions to this rule are personal and family tragedies.

SECTION 6. Quorum for Regular (Council) Meeting. (Added 7/11/04) A simple majority of the Council present in person shall constitute a quorum.

ARTICLE V OFFICERS

SECTION 1. Appointment and Term. (Amended 2/14/75, 7/8/79, 7/12/86) The Officers of the Corporation shall be a President, a Vice-President, a Treasurer, and a Secretary. Each of the Officers shall be duly elected by ballot and sworn in at the Annual Meeting and serve until a successor shall be elected and qualified. Two Offices may not be held by the same person. Moreover, the Offices shall not be held by persons of the same

household at the same time. A vacancy in any office, except that of President, shall be filled by appointment by the President with the approval of the Council until a special election by the Membership can be held to replace the officer until the end of the current term. A vacancy in the Office of President shall be filled by appointment of the Council. An officer appointed to fill a vacancy shall serve for the unexpired term of his predecessor.

SECTION 2. Subordinate Officers and Agents. (Amended 7/12/86) The Council may appoint or employ such subordinate officers, including Assistant Treasurers and Assistant Secretaries, agents and employees as may be deemed proper, who shall hold their positions at the pleasure of the Council and who shall have such powers and duties as may be assigned to them by the Council.

SECTION 3. Compensation. (Amended 7/20/97) To the extent permitted by the law, the Charter, and the Bylaws, the compensation, if any, to be paid to any officer, subordinate officer, agent or employees shall be determined by the Council. The authority to fix the compensation of agents and employees may be delegated.

SECTION 4. Bonds. Any officer may be required by the Council to give a surety bond for the faithful discharge of his duties in such sum as the Council may require and such bond shall be deposited as said Council may direct.

ARTICLE VI COMMITTEES

SECTION 1. Standing and Special Committees. There shall be such standing committees as may be determined by the Council and such Special Committees as may be created by the President of the Council.

ARTICLE VII PRESIDENT

SECTION 1. Powers and Duties. (Amended 7/12/86) The President when present shall preside at all meetings of the Members of the Corporation, and of the Council. Subject to the control of the Council, he or she shall be the chief executive officer of the Corporation, shall exercise general supervision and direction over the management and conduct of the Corporation, have the right to inspect at all times any and all of the records, accounts, and property of the Corporation. The President shall be an ex-officio member, with power to vote, of all committees of the Corporation. She/he shall also have such other powers and duties as are given to him elsewhere by law or in these Bylaws and as may be assigned to her/him from time to time by the Council. She/he shall report upon the affairs and activities of the Corporation annually at the Annual Meeting of the Members of the Corporation.

ARTICLE VIII VICE-PRESIDENT

SECTION 1. Powers and Duties. (Amended 7/12/86) The Vice-President shall assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. The Vice-President shall have such other powers and duties as may be given to him by law or in these Bylaws and as may be assigned to her or him from time to time by the Council.

ARTICLE IX TREASURER

SECTION 1. Powers and Duties. (Amended 7/12/86, 7/20/97) The Treasurer, except as the Council

may otherwise order and direct from time to time and subject to its control at all times:

- (a) Shall have charge of the financial affairs of the Corporation and have the care and custody of its seal, moneys, funds, valuable papers, documents, and safety deposit box;
- (b) Shall keep full and accurate books of account of the Corporation's transactions and business, which books shall be and remain the property of the Corporation;
- (c) Shall deposit to the credit of the Corporation all moneys and funds of the Corporation in such bank or banks or other depositories as the Council shall designate;
- (d) Shall pay out and disburse funds so deposited in the general course of business and under the authority of the Council after the disbursements have been approved by the President and responsible committee chairperson;
- (e) Shall receive all moneys and funds and sign all receipts and vouchers and endorse for collection or deposit all notes, checks, drafts and similar commercial instruments payable to the Corporation or its order received for payments made to the Corporation, and in the absence of specific instructions from the Council may delegate this authority to any agent or employee of the Corporation;
- (f) Shall make and render to the proper municipal, territorial, state, federal and other government officials all exhibits, returns and reports required by law;
- (g) Shall make and render to the Council such reports and financial statements as it may request;
- (h) Shall, upon request, present and exhibit to the Members of the Corporation and to the Council all the books, accounts, records and evidence therefore kept by her or him;
- (i) Shall have such other powers and duties as may be incidental to the office of Treasurer elsewhere given to her/him by law or in these Bylaws and as may be assigned to her/him from time to time by the Council. The Treasurer shall also serve as an ex-officio member, with power to vote, of any finance committee. The Treasurer shall make financial reports at all Regular and Annual Meetings of the Members of the Corporation.

ARTICLE X SECRETARY

SECTION 1. Powers and Duties. (Amended 2/14/65, 7/12/86, 7/20/97) The Secretary:

- (a) Shall attend and keep the minutes of all meetings of the Members of the Corporation and Council.
- (b) Shall have charge and custody of the Membership roll and other documents and papers of the Corporation;
- (c) Shall give all notices of meetings required by these Bylaws;
- (d) Shall maintain and keep a file of all correspondence of the Corporation, President and Council;
- (e) Shall have such other powers and duties as may be incidental to the Office of the Secretary or elsewhere given to her or him by law or in these Bylaws and as may be assigned to her or him from time to time by the Council.

ARTICLE XI COUNCILORS OF THE CORPORATION AREA REPRESENTATIVES AND AT LARGE REPRESENTATIVES (Amended 7/20/97)

SECTION 1. Powers and Duties: Area Representative. (Amended 7/25/99, 7/11/04, 7/15/07)

- (a) Are expected to attend all Meetings of the Corporation and the Council;
- (b) Shall serve on other standing and special committees as needed;
- (c) Shall have such powers and duties given to him or her by law or in these Bylaws as may be assigned to him or her from time to time by the Council.

SECTION 2. Powers and Duties: At-Large Representative. (Amended 7/15/07)

- (a) Are expected to attend all Meetings of the Corporation and the Council;
- (b) Shall serve in the capacity to fill a vacant seat in the district in which he/she resides in the event that both seats cannot be filled;
- (c) Shall have such powers and duties given to her or him by law or in these Bylaws and as may be assigned to her or him from time to time by the Council.

ARTICLE XII
AUDITOR

SECTION 1. Election. The Members may at any Annual Meeting or at any Special Meeting called for that purpose, appoint some person, firm or corporation, engaged in the business of auditing to act as the Auditor of the Corporation.

SECTION 2. Disqualification. No Councilor or Officer shall be eligible to serve as Auditor of the Corporation.

SECTION 3. Duties. (Amended 7/22/01) The Auditor shall examine the books and papers of the Corporation and compare the statements of the Treasurer with the books and vouchers of the Corporation, and otherwise make a complete audit of the books of the Corporation each even-numbered year, and thereafter make appropriate reports to the Members and Council.

SECTION 4. Audit. (Added 7/20/97, 7/17/05) The completed audit must be submitted and approved by a licensed CPA each even-numbered year or as requested by the Council.

ARTICLE XIII
REMOVALS AND ABSENCES

SECTION 1. Removals. (Amended 2/14/65, 7/12/86, 7/11/04) The Members of the Corporation may at any meeting of the members depose or remove from office, for cause and such cause to be stated, any Councilor, Officer or Subordinate Officer, except so far as any time discharge from employment or position of any agent or employee would be contrary to the law.

SECTION 2. Absence of Treasurer or Secretary. (Amended 1/11/98) In the absence of the Treasurer or in her or his inability to act, the duties thereof shall be performed by such Assistant Treasurer as may have been designated by the Council. In the absence of the Secretary or in his inability to act, or if that office is vacant, the duties thereof shall be performed by such Assistant Secretary as may have been designated by the Council. If the office of Treasurer or Secretary is vacant, Council may appoint an Assistant Treasurer or Assistant Secretary until a special election by the general membership can be held where a new Treasurer or Secretary is elected to complete the current term.

ARTICLE XIV
EXECUTION OF INSTRUMENTS

SECTION 1. Authorized Signatures. (Amended 2/14/65) All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts and all other instruments shall be signed by two persons, the President and the Treasurer, or in the absence and inability to act of the President or the Treasurer, then the President or Treasurer and any other officer or assistant or councilor shall be authorized to do so, and in the absence or disability of both then any other two officers and/or councilors shall be authorized to do so.

ARTICLE XV
RECORDS

SECTION 1. Keeping of records. (Amended 7/20/97) Each Officer and Councilor shall keep accurate records of her or his work and turn them over to his successor within thirty days of vacating office. The written reports of all Officers shall be filed with the Secretary and shall become permanent records of the Corporation.

SECTION 2. Treasurer's Records. (Amended 7/15/75, 7/20/97, 7/11/04) The Treasurer's books shall be audited each even-numbered year (See Article XII, Section 3). The Treasurer shall turn over all funds, securities and records to the new Treasurer at the Annual Meeting or upon removal.

SECTION 3. Secretary's Records. (Amended 2/14/65, 7/11/04) The records of the Secretary shall be open at all times to reasonable inspection by any member of the Corporation. He or she shall preserve in permanent files all records of value to the Corporation and shall transfer a detailed receipt therefore.

ARTICLE XVI
FISCAL YEAR

SECTION 1. Determination. (Amended 7/15/75, 7/17/05) The Fiscal Year of the Corporation shall be from January 1st to December 31st to correspond to the filing requirements of the Corporation Non-Profit Exhibit with the State of Hawaii.

ARTICLE XVII
AMENDMENTS TO BYLAWS

SECTION 1. Procedure. (Amended 7/11/04) These Bylaws may be altered, amended, added to or repealed by an affirmative vote of not less than two-thirds of all the Members present in person or by proxy at any Meeting of the Members of the Corporation if notice of the proposed amendments shall have been given in the call for such meeting.

ARTICLE XVIII
NEWSLETTERS TO MEMBERS

SECTION 1. Editing. (Added 2/14/65, 7/11/04) There shall be at least one newsletter published during the year, provided always, that a newsletter shall be published and mailed to the Members within a reasonable period prior to the Annual Election to effectuate the purpose of Article IV, Section 2 (a) of these Bylaws. Each newsletter will contain a notice of the dates of all Meetings of the Members and Regular (Council) meetings for the following year (See Article III, Section 3). All newsletters that are published and mailed to the Members of the Association shall be edited and approved by the Council.

ARTICLE XIX
PARLIAMENTARY AUTHORITY

SECTION 1. Parliamentary Authority. (Amended 7/5/75, 7/12/86, 7/14/91, 1/11/98) Meetings of the Corporation and the Council shall be conducted by the rules of parliamentary procedure and Robert's Rules of Order, Newly Revised, where they do not conflict with these Bylaws, the Charter of Incorporation, local law, state law or federal law.