

## **Waimahaihai District Neighborhood Association Bylaws**

### ARTICLE I.

#### SECTION 1. Identity.

The Waimahaihai District Neighborhood, a Hawaii not-for-profit social welfare organization, operating under the laws of the State of Hawaii, hereinafter referred to as "Neighborhood Association" does hereby adopt the following as its Bylaws:

### ARTICLE II.

#### SECTION 1. Purpose and Definitions.

The Neighborhood Association has been organized for the purpose of promoting the health, safety, and welfare of the owners and residents of certain lots as defined by Article IV, Section 6 of this document, located within Kihei, a community in Maui County, Hawaii.

The terms and provisions of these Bylaws are expressly subject to any Articles of Incorporation of the Neighborhood Association and to the terms, provisions, conditions and authorizations contained therein.

"Common Areas" shall mean all real property owned by the Neighborhood Association for the common use and enjoyment of the Owners.

"Lot" shall mean and refer to any plot of land identified as a Lot on the State of Hawaii Department of Taxation Property Technical Office's Tax Map. Specifically Division 2, Zone 3, Section 9, Plat numbers 27, 32, 33 and 40. Lots that qualify to be included in the Neighborhood Association are identified in Section 6, of these Bylaws.

"Member" shall mean and refer to those persons entitled to membership as provided in the Bylaws in Article IV Section 5 below.

"Neighborhood Association" and "WDNA" shall mean and refer to the Waimahaihai District Neighborhood Association, its successors and assigns.

"Owner" shall mean and refer to the record title holder, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

"Property" shall mean and refer to that certain real property within the Geographical Boundaries as set forth in Article IV, Section 6 of this document,

and such amendments and additions thereto as may hereafter be brought with the jurisdiction of the Neighborhood Association.

### ARTICLE III. Location

The principal address of the Waimahaihai District Neighborhood Association shall be located in the County of Maui, in the State of Hawaii. While there may be no physical office for the Neighborhood Association, the meetings, unless otherwise provided for in this document, shall take place in the County of Maui.

### ARTICLE IV. Members

#### SECTION 1. Annual Meeting.

The annual meeting of the Neighborhood Association shall be held on the third fiscal quarter of each year, unless otherwise determined by the Board, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Hawaii, such meeting shall be held on the same day and time one week later, or with two weeks advance notice, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be practicable.

#### SECTION 2. Special Meetings.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by stature, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than twenty-five percent (25%) of all Voting Members of the Neighborhood Association.

#### SECTION 3. Place of Meeting.

The Board of Directors may designate any place in the County of Maui as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. The designated place shall be clearly identified on the Neighborhood Association's official website in accordance with the requirements of Notice of Meeting of Section 4 of this Article IV.

#### SECTION 4. Notice of Meeting.

Written notice stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall

be delivered by mail, personal delivery, facsimile, or electronic transmission not less than:

two (2) weeks before each Annual Meeting,  
three (3) days before any Special Meetings,

The date of the meeting, either personally or by email, by or at the direction of the President, or the Secretary, of the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the books of the Neighborhood Association, with the postage thereon paid. If emailed, it shall be deemed to be delivered when time stamped by the electronic server sending the message.

#### SECTION 5. Eligibility.

A "Voting Member" shall be defined as any member whose Lot appears on the State of Hawaii Department of Taxation Property Technical Office's Tax Map as defined in Article IV, Section 6 below and whose name appears on the deed corresponding to that qualifying T-M-K [tax map key] lot. If their name does not appear on the country record, they can show proof of ownership via deed, private agreement or other document as deemed acceptable by the Board. Membership is not mandatory. Only one individual per T-M-K lot may vote on WDNA business matters. If a property is owned jointly, only one member will be considered a Voting member, the other an Associate member. If there is a dispute regarding which person can be a Voting Member between two (or more) parties for the same Lot, the sole responsibility to end any such dispute lies between with those parties. The first party who applies for and is granted Voting Member status shall be considered the Voting Member until such time as the Neighborhood Association receives written notice from an appropriate authority resolving such a dispute.

An "Associate Member" shall be defined as any individual who has personal or financial interest in the District, whose principal residence may or may not lie within the geographical boundaries as defined in Article IV, Section 6. Associate Members have full ability to participate in meetings, volunteer on committees and vote on matters within that committee including disbursing funds already allocated by the Board, and to make motions at the meeting level and second them. Associate Members may not vote. Additionally, an Associate Member's attendance does not count toward a quorum.

A "Sponsor Member" is any business or entity who pledges financial support for the WDNA. Sponsor Members may not vote, or participate in meetings or on committees. A Sponsor Membership includes one (1) annual member fee which may be used to pay annual dues for a Voting Member or an Associate Member, and may be assigned by the Sponsor Member at the time they register.

For the purpose of determining members entitled to establish a quorum or to vote at any meeting of members, the Voting Members in good standing of record on the date that notice must be given, shall constitute those eligible to vote at such meetings.

**SECTION 6. Geographical Boundaries.**

The Waimahaihai District for purposes of the WDNA, shall include those particular lots which contain a single-family dwelling in the Community of Kihei, County of Maui, Hawaii depicted on the State of Hawaii Department of Taxation Property Technical Office's Tax Map in the following table:

Division	Zone	Section	Plat	Lot
2	3	9	27	2
2	3	9	27	3
2	3	9	27	4
2	3	9	27	5
2	3	9	27	8
2	3	9	27	9
2	3	9	27	10
2	3	9	27	11
2	3	9	27	12
2	3	9	27	13
2	3	9	27	14
2	3	9	27	15
2	3	9	27	16
2	3	9	27	17
2	3	9	27	18
2	3	9	27	19
2	3	9	27	20
2	3	9	27	21
2	3	9	27	22
2	3	9	27	23
2	3	9	27	25
2	3	9	27	29
2	3	9	27	30
2	3	9	27	31
2	3	9	27	32
2	3	9	27	33
2	3	9	27	34
2	3	9	27	35
2	3	9	27	36
2	3	9	27	37
2	3	9	27	38
2	3	9	32	2

Division	Zone	Section	Plat	Lot
2	3	9	32	3
2	3	9	32	4
2	3	9	32	5
2	3	9	32	6
2	3	9	32	7
2	3	9	32	8
2	3	9	32	9
2	3	9	32	10
2	3	9	32	11
2	3	9	32	12
2	3	9	32	13
2	3	9	32	14
2	3	9	32	15
2	3	9	32	16
2	3	9	32	17
2	3	9	32	18
2	3	9	32	19
2	3	9	32	20
2	3	9	32	21
2	3	9	32	22
2	3	9	32	23
2	3	9	32	24
2	3	9	32	25
2	3	9	32	26
2	3	9	32	27
2	3	9	32	28
2	3	9	32	29
2	3	9	32	30
2	3	9	32	31
2	3	9	32	32
2	3	9	32	33
2	3	9	32	34

Division	Zone	Section	Plat	Lot
2	3	9	32	35
2	3	9	32	36
2	3	9	32	37
2	3	9	32	38
2	3	9	32	39
2	3	9	32	40
2	3	9	32	41
2	3	9	32	42
2	3	9	32	43
2	3	9	32	44
2	3	9	32	45
2	3	9	32	46
2	3	9	32	47
2	3	9	32	48
2	3	9	32	49
2	3	9	32	50
2	3	9	32	51
2	3	9	32	52
2	3	9	32	53
2	3	9	32	54
2	3	9	32	55
2	3	9	32	56
2	3	9	32	57
2	3	9	32	58
2	3	9	32	59
2	3	9	32	60
2	3	9	32	61
2	3	9	32	62
2	3	9	32	63
2	3	9	32	64
2	3	9	32	65
2	3	9	32	66
2	3	9	33	1
2	3	9	33	2
2	3	9	33	3
2	3	9	33	4
2	3	9	33	5
2	3	9	33	6
2	3	9	33	7
2	3	9	33	8
2	3	9	33	9
2	3	9	33	10
2	3	9	33	11
2	3	9	33	12
2	3	9	33	13
2	3	9	33	14

Division	Zone	Section	Plat	Lot
2	3	9	33	15
2	3	9	33	16
2	3	9	33	17
2	3	9	33	18
2	3	9	33	19
2	3	9	33	20
2	3	9	33	21
2	3	9	33	22
2	3	9	33	23
2	3	9	33	24
2	3	9	33	25
2	3	9	33	26
2	3	9	33	27
2	3	9	33	28
2	3	9	33	29
2	3	9	33	30
2	3	9	33	31
2	3	9	33	32
2	3	9	33	33
2	3	9	33	34
2	3	9	33	35
2	3	9	33	36
2	3	9	33	37
2	3	9	33	38
2	3	9	33	39
2	3	9	33	40
2	3	9	33	41
2	3	9	33	42
2	3	9	33	43
2	3	9	33	44
2	3	9	33	45
2	3	9	33	46
2	3	9	33	47
2	3	9	33	48
2	3	9	33	49
2	3	9	33	50
2	3	9	33	51
2	3	9	33	52
2	3	9	33	53
2	3	9	33	54
2	3	9	33	55
2	3	9	33	56
2	3	9	33	57
2	3	9	33	58
2	3	9	33	59
2	3	9	33	60

Division	Zone	Section	Plat	Lot
2	3	9	33	61
2	3	9	33	62
2	3	9	33	63
2	3	9	33	64
2	3	9	33	65
2	3	9	33	66
2	3	9	33	68
2	3	9	33	69
2	3	9	33	70
2	3	9	33	71
2	3	9	33	72
2	3	9	33	73
2	3	9	33	74
2	3	9	33	75
2	3	9	33	76
2	3	9	33	77
2	3	9	33	78
2	3	9	33	79
2	3	9	33	80
2	3	9	33	81
2	3	9	33	82
2	3	9	40	1
2	3	9	40	2
2	3	9	40	3
2	3	9	40	4
2	3	9	40	5
2	3	9	40	6
2	3	9	40	7
2	3	9	40	8
2	3	9	40	9
2	3	9	40	10
2	3	9	40	11
2	3	9	40	12
2	3	9	40	13
2	3	9	40	14
2	3	9	40	15
2	3	9	40	16
2	3	9	40	17
2	3	9	40	18
2	3	9	40	19
2	3	9	40	20
2	3	9	40	21
2	3	9	40	22
2	3	9	40	23
2	3	9	40	24
2	3	9	40	25

Division	Zone	Section	Plat	Lot
2	3	9	40	26
2	3	9	40	27
2	3	9	40	28
2	3	9	40	29
2	3	9	40	30
2	3	9	40	31
2	3	9	40	32
2	3	9	40	33
2	3	9	40	34
2	3	9	40	35
2	3	9	40	36
2	3	9	40	37
2	3	9	40	38
2	3	9	40	39
2	3	9	40	40
2	3	9	40	41
2	3	9	40	42
2	3	9	40	43
2	3	9	40	44
2	3	9	40	45
2	3	9	40	46
2	3	9	40	47
2	3	9	40	48
2	3	9	40	49
2	3	9	40	50
2	3	9	40	51
2	3	9	40	52
2	3	9	40	53
2	3	9	40	54
2	3	9	40	55
2	3	9	40	56
2	3	9	40	57
2	3	9	40	58
2	3	9	40	59
2	3	9	40	60
2	3	9	40	61
2	3	9	40	62
2	3	9	40	63
2	3	9	40	64
2	3	9	40	65
2	3	9	40	66
2	3	9	40	67
2	3	9	40	68
2	3	9	40	69
2	3	9	40	70
2	3	9	40	71

Division	Zone	Section	Plat	Lot
2	3	9	40	72
2	3	9	40	73
2	3	9	40	74
2	3	9	40	75
2	3	9	40	76
2	3	9	40	77
2	3	9	40	78
2	3	9	40	79
2	3	9	40	81
2	3	9	40	82
2	3	9	40	84
2	3	9	40	85
2	3	9	40	87
2	3	9	40	88
2	3	9	40	91
2	3	9	40	92
2	3	9	40	93
2	3	9	40	94
2	3	9	40	95
2	3	9	40	96
2	3	9	40	97

Division	Zone	Section	Plat	Lot
2	3	9	40	98
2	3	9	40	99
2	3	9	40	100
2	3	9	40	101
2	3	9	40	102
2	3	9	40	105
2	3	9	40	106
2	3	9	40	107
2	3	9	40	108
2	3	9	40	109
2	3	9	40	110
2	3	9	40	111
2	3	9	40	112
2	3	9	40	113
2	3	9	40	114
2	3	9	40	115
2	3	9	40	116
2	3	9	40	117
2	3	9	40	118
2	3	9	40	119

The TMK lots in the above table describe the area that includes the mauka side of South Kihei Road between Kupuna Street and Welakahao Road, as well as the Makena side of Welakahao Road between the Kihei Baptist Church and the Jehova’s Witness Kingdom Hall. It includes those lots which contain single family dwellings on the following streets:

- |                    |                    |
|--------------------|--------------------|
| 1. Akai Street     | 12. Mahina Street  |
| 2. Akina Street    | 13. Malama Street  |
| 3. Alena Place     | 14. Mehani Circle  |
| 4. Elima Place     | 15. Mehani Place   |
| 5. Hoano Place     | 16. Miha Place     |
| 6. Hoonanea Street | 17. Mokehana Place |
| 7. Kahakai Street  | 18. Uilani Street  |
| 8. Kahele Street   | 19. Waipahe Place  |
| 9. Kahele Place    | 20. Waipahe Street |
| 10. Kai Maka Place | 21. Welakahao Road |
| 11. Kupuna Street  |                    |

The nominal description of the above roads is not all inclusive. The listing of the actual T-M-K lot by number is the final authority for qualification as a Voting Member of the WDNA.

## SECTION 7. Voting Lists.

The officer or agent having charge of the books of the Neighborhood Association shall make a complete list of members entitled to vote at each meeting of members, arranged in alphabetical order, with the address of and the number of lots held by each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof.

## SECTION 8. Quorum.

At least thirty twenty-five percent (25%) of the Lot owners of the Neighborhood Association entitled to vote, represented either in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is not present or represented, the meeting may be adjourned from time to time with notice of a second meeting pursuant to these Bylaws. If a quorum is not present or represented at such a second meeting, any business as originally noticed may be transacted by those members present or represented at such a second meeting.

## SECTION 9. Proxies.

At all meetings of members, a Regular member or Voting Member may vote in person or by proxy executed in writing by a member or his or her duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Neighborhood Association before or at the time of the meeting. No proxy shall be filed after four months from the date of its execution, unless provided in the proxy. A Voting Member may give his proxy to any individual, however, Voting Members who qualify as such may not hold Office on the Board of Directors. They may however be appointed to the Board as Committee Chairpersons. If an individual's proxy is withdrawn during the term of office, the individual who designated them as their assign may assume the office. However, the Board of Directors reserves the right to immediately reappoint a new member to that position by a two-thirds vote of the Board.

## SECTION 10. Voting of Homeowner Members.

Subject to the provisions of Section 13 of this Article IV, each member entitled to vote shall be entitled to one vote per lot upon each matter submitted to a vote at a meeting of members. If a member owns more than one lot, then said member shall be entitled to one vote for each lot the member owns.

## SECTION 11. Voting of Lots by Certain Holders.

Lots held by an administrator, executor, guardian or conservator (hereinafter "Representative") may be voted by such Representative, either in person or by proxy, without a transfer of such lot into the Representative's name. Lots standing in the name



of a trustee may be voted by such trustee, either in person or by proxy, but no trustee shall be entitled to vote lots held without a transfer of such lots into his or her name.

#### SECTION 12. Informal Action by Members.

Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by two-thirds of the members entitled to vote with respect to the subject matter thereof.

#### SECTION 13. Cumulative Voting not Allowed.

Unless otherwise provided by law, at each election for Board of Directors' Officers, every member entitled to vote at such election shall have the right to vote the number of lots owned by him or her for as many persons as there are directors to be elected and for whose election he or she has the right to vote. However he or she may not cumulate his or her votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his or her lots shall equal, or by distributing such votes on the same principal among any number of candidates. Cumulative voting for Board of Directors Officers not allowed.

### ARTICLE V. Board of Directors

#### SECTION 1. General Powers.

The business and affairs of the Neighborhood Association shall be managed by its Board of Directors.

#### SECTION 2. Number, Tenure and Election Procedure.

The number of directors of the Neighborhood Association shall be not less than three, but which number shall be set at the first Annual Meeting. The term of office shall be set for two years alternately.

Nominations may be sent to the Neighborhood Association via electronic mail to: [nominations@waimahaihai.org](mailto:nominations@waimahaihai.org), on or before the third Thursday of June, or may be delivered in writing to the Board Meeting immediately prior to the General Election meeting.

Paper ballots will be available to members of the Neighborhood Association at the meeting. Ballots will be counted at the June meeting. Installation of officers will be conducted at the annual meeting of the Neighborhood Association on the third Thursday in July.

All meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

### SECTION 3. Regular Meetings.

A regular meeting of the board of Directors shall be held with at least 3 days prior notice which may be provided by mail, posting in the neighborhood, via email and/or on WDNA's official website, waimahaihai.org. The Board of Directors may provide, by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

### SECTION 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

### SECTION 5. Quorum.

A majority of the number of directors fixed by Section 2 of Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### SECTION 6. Manner of Acting.

The act of the majority of the directors present at a meeting which a quorum is present shall be the act of the Board of Directors.

### SECTION 7. Action Without a Meeting.

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if the consent in writing, setting forth the action to be taken, shall be signed before such action by all the Directors.

### SECTION 8. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship is to be filled by election by the Board of Directors for a term of office continuing until the next election of Directors by the members.

## SECTION 9. Compensation.

Directors shall not be entitled to compensation for their service to the Neighborhood Association in that capacity. However, the Board may vote to employ special workers to conduct its business. WDNA Members, including members of the Board of Directors are not prohibited from being employed or remunerated under contract by the WDNA.

## SECTION 10. Presumption of Assent.

A director of the Neighborhood Association who is present at a meeting of the Board of Directors at which action on any association matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail, or electronic mail, to the Secretary of the Neighborhood Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such actions.

## SECTION 12. Indemnification and Insurance.

The Neighborhood Association shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, officer or employee of the Neighborhood Association, or is or was serving at the request of the Neighborhood Association as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees and any expenses of establishing a right to indemnification hereunder), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Neighborhood Association and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Neighborhood Association, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

The Neighborhood Association shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Neighborhood Association to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer or employee of the Neighborhood Association, or is or was serving at the request of the Neighborhood Association as a director, officer or employee of another corporation, partnership, joint

venture, trust or other enterprise, against expenses (including attorneys' fees and any expenses of establishing a right to indemnification hereunder) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Neighborhood Association; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his or her duty to the Neighborhood Association unless and only to the extent that the court in which such action or suit was brought or any other court having jurisdiction in the premises shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

The Neighborhood Association shall have the power to purchase and maintain insurance (in such amount as shall be determined by the Board) on behalf of any person who is or was a director, officer or employee of the Neighborhood Association, or is or was serving at the request of the Neighborhood Association as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Neighborhood Association would have the power or be required to indemnify him or her against such liability. Premiums for such insurance shall be an expense of the Neighborhood Association.

## ARTICLE VI. Officers

### SECTION 1. Number.

The officers of the Neighborhood Association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Any officer must be a Voting Member as defined in Article IV, Section 5 above. They may serve no more than three consecutive terms in their particular title. They may continuously serve as an officer, provided they change their capacity to a different title after three terms.

### SECTION 2. Election and Term of Office.

The initial officers of the Neighborhood Association shall be appointed by the Board of Directors until his or her successor has been duly elected the following year, until death, resignation, or removal as hereinafter provided. No officer shall serve more than three consecutive one-year terms.

### SECTION 3. Removal.

Any Director may be removed by a three quarters (75%) vote of the Board of Directors, or by a 51% majority vote of all Voting Members, whenever in their judgment, the best interest of the Neighborhood Association will be served thereby, but such a removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not by itself create contract rights.

#### SECTION 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Nominations can be made by any member in good standing, and any nominee will be appointed by a majority vote of the Board.

#### SECTION 5. President.

The president shall be the principal executive officer of the Neighborhood Association, and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Neighborhood Association. He or she shall, when present, preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Neighborhood Association thereunto authorized by the Board of Directors, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Neighborhood Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

#### SECTION 6. Vice President.

The Vice President shall serve as the chief operating officer when the President is unable to serve and shall have all the powers and duties of the President.

#### SECTION 7. Secretary.

The Secretary shall: (a) keep the minutes of the proceedings of the members of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Neighborhood Association's records; (d) keep a register of the post office address and email address (if available) of each member; (e) have general charge of the books of the Neighborhood Association, and (f) in general perform all duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

#### SECTION 8. Treasurer.

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Neighborhood Association; (b) receive and give receipts for moneys due and payable to the Neighborhood Association from any source whatsoever, and deposit all such moneys in the name of the Neighborhood Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for faithful discharge of his or her duties in such sum and with surety or sureties as the Board of Directors shall determine.

## SECTION 9. Salaries.

No officer shall receive any salary or compensation for his or her services in the capacity of their duty in office.

## ARTICLE VII. Committees

Section 1. The Board may create or dissolve any and all committees, as it deems desirable.

Section 2. The Standing Committees of the Neighborhood Association may include but are not limited to the following:

### Community & Public Relations Committee

The Community & Public Relations Committee shall promote the interest of the WDNA to other organizations such as the Kihei Community Association, Maui County Council, the public at large, generate press releases to the media, generate and provide content to the WDNA social media website(s), and be a point of contact for any press inquiries, and arranging interviews with the appropriate Member.

### District Beautification Committee

The District Beautification Committee [hereinafter DBC] shall promote interest and pride in the appearance of each residence business, road, easement, and roadway within the District. This committee shall conduct and promote any "Best of" contests to include acquisition and distribution of any prizes. As well, the DBC Chair coordinates with appropriate Certified Arborists, landscaping companies, painting, roofing, architectural professionals to conduct neighborhood walk campaigns. The DBC Chair would coordinate with the PR Committee to promote "Best of" contests and the resultant winners.

### E Komo Mai Committee

The "E Komo Mai" Committee is responsible for welcoming new owners and residents to the Waimahaihai District. They would contact listing realtors to make them aware that the WDNA exists and send information to the realtor. Upon notification of a sale, the

Chair would pay a personal visit to new individuals' residences, gather information, and convey it to the Secretary and Membership Committee.

#### Fundraising Committee

The Fundraising Committee is responsible for generating revenue for the WDNA either from within the District, or from external sources. The committee would create and carry out campaigns as approved by the Board and may receive initial funding for its efforts in order to attain fundraising goals.

#### History and Sense of Place Committee

The History and Sense of Place [hereinafter HSP] Committee is responsible for compiling, writing, and maintaining a written history of the area defined in Article IV, Section 6 of these Bylaws. The history may include written allegories, photographs, videos, newspaper articles, relative to the District. Additionally, this committee provides education and programs within the WDNA itself to include presentations at meetings to give focus on items that make the Waimahaihai District unique.

#### Mele Waimahaihai Committee

The Mele Waimahaihai Committee coordinates the decoration and execution of any annual Christmas lighting ceremony within the District. They encourage and assist residents to install and de-install lights and decorations consistent with the Committee's vision for the District. They also conduct and promote an annual "Best of" contest to include acquisition and distribution of any prizes. They also work with the Secretary to generate Holiday e-greetings to WDNA members, and the Special Events committee on any Christmas-specific event, including any themed celebration at the December meeting.

#### Membership Committee

The Membership Committee shall be responsible for the acquisition of new members who are current residents of the District. The Chairperson of this committee will act as liaison during the meeting to make certain that any new attendee at a given meeting feels welcome. Additionally, the Chair will follow up after the meeting with that member to ascertain their opinion of the events that took place at the meeting, query their interest in joining an appropriate committee, and promote their joining the WDNA. This Committee maintains the Member Directory online and coordinates any information changes with the Secretary for our records.

#### Special Events Committee

Conducts the business of block parties and unique events not covered under another standing committee.

#### Web Presence Committee

Maintain the WDNA domain name, do web updates, host the online Member Directory, coordinate with HSP Chair for photo, & history uploads. Pay for, and manage accounts and passwords at such sites as Facebook, twitter, Pinterest. Manage and subscribe to

contact management programs and other programs as necessary to assist related Chairs in coordinating communication via the internet.

## ARTICLE VIII. Contracts, Loans, Financial Instruments & Deposits

### SECTION 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Neighborhood Association. Such authority may be general or confined to specific instances.

### SECTION 2. Loans.

No loans shall be contracted on behalf of the Neighborhood Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### SECTION 3. Financial Instruments.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness in the name of the Neighborhood Association, shall be signed by such officers, agent or agents, of the Neighborhood Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

### SECTION 4. Deposits.

All funds of the Neighborhood Association not otherwise employed shall be promptly deposited to the credit of the Neighborhood Association in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE IX. Fiscal Year

The fiscal year of the Neighborhood Association shall begin on the 1st day of July and end on the 30th day of June of each year.

## ARTICLE X. Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Neighborhood Association under the provisions of the Articles of Incorporation or under the provisions of the Business Association Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether



before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XI. Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a fifty-one percent (51%) vote of a quorum present or represented at any meeting held to vote on such business.

In the case of any conflict between the Article of Incorporation and these Bylaws, the Bylaws shall control, and in the case of any conflict between the Declaration of Covenants, Condition and Restrictions and these Bylaws, the Bylaws shall control.