# BYLAWS OF THE
# WAIALUA COMMUNITY ASSOCIATION

## ARTICLE I - NAME

The name of this Association shall be the WAIALUA COMMUNITY ASSOCIATION

## ARTICLE II - PURPOSE

The Association is organized for benevolent, charitable, educational and scientific purposes as stated in the charter, and not for financial gain or profit. Ail receipts of the corporation shall be used exclusively for carrying out the objects of the corporation. No stock shall be issued by the corporation, nor shall any part of its assets, income, or earnings be used for dividends, or otherwise withdrawn or distributed to any of its members, except upon liquidation of its property' in case of corporate dissolution.

## ARTICLE III - OBJECT

The object of this Association shall be to develop a unified community spirit, to study the needs of the community, and to support such programs as will further its interests culturally, morally, and physically; and as intended in the original Charter, to work in all suitable ways to improve the quality' of life of residents in the Waialua district and neighboring communities.

## ARTICLE IV - LOCATION

The principal office of the Association shall be at 66-434 Kamehameha Highway, Haleiwa, Hawaii 96712.

## ARTICLE V - MEMBERSHIP

1. Membership shall consist of the following:
   a. Community membership shall consist of any individual person or family residing in the District of Waialua and neighboring communities, provided that the individual shall be of legal age (currently 18 years or older).
   b. Nonprofit organizations members shall consist of clubs, societies, churches, schools and other organized not-for-profit corporations or associations.

## ARTICLE V - MEMBERSHIP (continued)

c. Business members shall consist of businesses or other for-profit organizations.

2. All members shall affirm in writing their support of the Waialua Community Association, its bylaws, mission and purpose as set forth in its charter, and to abide by all rules and policies at all times.

3. All members shall apply for membership and pay the required dues.

4. Each membership shall be permitted only one vote.

5. It shall be the duty of each member of this Association to take part in the programs and to act in whatever capacity each may be called upon to promote and support the objects and goals of the Association and the community it serves.

6. Any member may be removed from being a member at anytime for cause or conduct inconsistent with the best interests of the Waialua Community Association, the organization's charter, bylaws, mission, rules and policies. The affected member shall have the right to appeal to the Board of Trustees and present witnesses; however, the decision of the Board is final.

## ARTICLE VI - DUES

Annual dues of the organization shall be fixed from time to time by the Board of Trustees with the approval of the membership.

## ARTICLE VII - BOARD OF TRUSTEES

The corporate powers conferred upon the Association by its Charter shall be exercised by a Board of Trustees, consisting of a total of eleven (11) trustees, who shall be elected by the members of the Association, and shall hold office three (3) years, and until their successors are elected. The President shall be chairperson of the Board of Trustees. If a Trustee has three (3) consecutive absences from Board of Trustees regularly scheduled meetings, it will be considered an automatic resignation.

Meetings of the Board of Trustees shall be held monthly, at a time determined by the Board of Trustees annually at the first Board meeting after the annual meeting. Special meetings of the Board of Trustees may be call by the President providing due notice of at least five (5) days is given to all trustees. Notice of any meeting of the Board may be waived in writing either before or within one week of the meeting. A quorum of the Board of Trustees and the Executive Committee shall consist of a majority of its members.

The care, control and management of all real and personal property of the Association shall be vested in the Board of Trustees.

## ARTICLE VIII - OFFICERS

The Board of Trustees shall be composed of eleven (11) persons elected from the membership of WCA. Officers of the Board of Trustees shall be elected by members of the Board of Trustees for a term of two (2) years and serve until their successors are installed at the regular board meeting the next month. To be eligible for election as an officer, the member must have served at least one (1) year as a member of the Board of Trustees immediately prior to election.

The officers shall include a President, Vice President, Secretary, and Treasurer. These persons shall constitute the Executive Committee of the Board of Trustees. The Executive Committee shall have general supervision of the affairs of the Association between its business meetings, be responsible for personnel and administrative issues, make recommendations to the Association, and shall perform such other duties as are specified in these bylaws, The Committee and its actions shall be subject to the approval of the Board of Trustees.

## ARTICLE IX – DUTIES

The President shall preside at all meetings of the Association including the Board of Trustees and Executive Committee meetings. He shall be an ex-officio member on all committees, and chairman of the Board of Trustees.

The Vice President shall perform such duties as are assigned by the President or the Board of Trustees, and may be delegated to act in his absence.

The Secretary shall be responsible for keeping a record of all meetings of the Association, attend to the correspondence, and be responsible for notice of meetings.

The Treasurer shall be responsible for all funds of the Association, keeping an accurate account of all monies received and disbursed, and filing reports of same as required by the Board of Trustees.

## ARTICLE X - ELECTIONS

Election of trustees shall be held at the annual general meeting and the newly elected trustees shall be installed and assume office at once.

A nominating committee, appointed by the Board of Trustees, will prepare nominations slate to be presented at the regular November Board meeting. Nominations of other candidates, who must be present may be made from the floor.

A plurality vote of the members present shall be necessary for election. Vacancies in the Board of Trustees shall be filled as they occur by appointment by the Board of Trustees, until a successor is elected at the next annual meeting.

## ARTICLE XI-MEETINGS

The annual meeting of the Association shall be held in January. General meeting dates may be changed providing due notice of at least 14 days and not more than 21 days is given. Special meetings may be called by the President at the written request of ten (10 ) members whose dues are paid, providing due notice is given. A quorum of the Association shall consist of fifteen (15) voting members. At least two (2) informational meetings, at which no official business will be transacted, will be held each year to keep membership and public informed about the Association's activities as well as on matters of interest to the Community.

## ARTICLE XII - ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Trustees or of any committee may be taken without a meeting of a majority of the members

of the Board or committee consent in writing or email to taking the action without a meeting and to approving the specific action.

## ARTICLE XIII - SUBORDINATE OFFICERS, AGENTS AND EMPLOYEES

The Executive Committee shall be empowered to appoint, remove and fix the salaries of subordinate employees and agents as may be necessary to carry out the object and purpose of the Association with approval of the Board of Trustees.

Neither Trustee nor other officer of the Association shall be eligible for appointment as a salaried employee, salaried agent or salaried officer of the Association.

## ARTICLE XIV - ANNUAL AUDIT

The Board of Trustees shall schedule an annual audit of the Treasurer's account and shall appoint qualified individuals or firms to perform such audit.

## ARTICLE XV - STANDING COMMITTEE AND OTHER COMMITTEES

The President may, at his or her discretion, appoint a chairperson for standing committees or other committees as the need arises.

## ARTICLE XVI - LIABILITIES OF TRUSTEES AND OTHER OFFICERS

No Trustee nor other Officer, agent nor employee of the Association shall be liable for the acts, defaults, or neglects of any other Trustee, Officer, agent or employees, nor for the acts of the Association or the Board of Trustees, nor for any loss sustained by the Association, unless the same has resulted from his own willful act, default or neglect.

## ARTICLE XVII - AMENDMENTS

These bylaws may be amended or changed at any general meeting of the Association by a vote of two-thirds of the members present, provided due notice of the proposed amendment shall have been made through written notice of at least fourteen (14) days and not more than twenty-one (21) days in advance of the meeting.

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## ARTICLE XVIII - DISSOLUTION OF CORPORATION

Upon dissolution of this Association, after paying or adequately discharging the debts and obligations of the Corporation, the remaining assets shall be distributed to a Non-Profit organization, Foundation or Corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes, and which has established its tax-exempt status under Section 501 (c) (3) of the U.S. Internal Revenue Code.

## ARTICLE XIX PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern die Association in all cases of which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt and any statues applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

## CERTIFICATION

This is to certify that the above bylaws of the Waialua Community Association were adopted by the Board of Trustees at their meeting on January 22, 2025 and were duly ratified at the Association Annual Membership Meeting on February 19, 2025.

President: Manu Anana Date: 19 February 2025

Secretary: Jennifer Hernando Date: February 19, 2025

Amended February 19, 2025
By unanimous vote of the membership present
Article VIII - Officers
Article -XI-Meetings