

CONSTITUTION AND BYLAWS
OF THE MAUNALUA TRIANGLE/KOKO KAI COMMUNITY
ASSOCIATION, INCORPORATED
Adopted 14 December 1995

I. NAME

MAUNALUA TRIANGLE KOKO KAI COMMUNITY ASSOCIATION, INCORPORATED, is a nonprofit homeowners' association, incorporated in the State of Hawaii on October 13, 1964.

II. PURPOSE

1. To provide a unified organization to benefit the community, to assist in matters of policy, and to take action on any proposal beneficial or detrimental to the members.
2. To encourage friendship among the members and to assist in the establishment of community functions, whether these are social or business in nature.
3. To enhance neighborhood security.
4. To promote compliance with the provisions of the Declaration of Protective Provisions (DPP), a restrictive covenant running with former Bishop Estate land now owned in fee simple by members and other residents, and, for leasehold properties, compliance with Bishop Estate restrictions on leasehold improvements in this neighborhood, thereby enhancing the architectural and landscaping integrity of our neighborhood, and property values.

III. ORGANIZATION

1. Executive Committee (Board of Directors).
 - a. Elected Officers. The elected officers shall be a President, Vice-President, Secretary, and Treasurer.
 - b. Directors. Three directors shall be elected. The immediate past-president, if available, shall fill a fourth Director position.
 - c. Committee Chairpersons. Appointed chairpersons of standing committees and other committees shall be voting members of the Executive Committee.
2. Corresponding Secretary. A Corresponding Secretary may be appointed at the discretion of the President or Executive Committee, but shall not serve as a member of the Executive Committee.
3. Fiscal Year. The fiscal year of the MTKKCA shall end on January 31.
4. Dissolution. Should dissolution of the Association become necessary, the provisions of HRS 415B-91 shall control.

IV. ELECTIONS (HRS §§ 415B-43, 62, 68)

1. Eligibility
 - a. Candidates for election to the Executive board shall be adult members in good standing who shall have been residents for at least three months prior to the date of their nomination.
 - b. Members who have paid dues for the current or next year on or before one week prior to mailing of ballots for an annual election shall be eligible to receive a ballot, and shall be members of record for purposes of voting in the annual election.
2. Nominating Committee. At least a month prior to the preparation of a ballot, the membership shall be invited to submit nominations for membership on the Nomination Committee and for officer and director positions. The Nominating Committee shall consist of at least two Executive Committee members and two members from the membership at large if volunteers are available. The Nominating Committee shall prepare a ballot including its own slate and the names of any eligible and willing persons nominated from the membership.
3. Voting. This ballot shall be mailed to the membership of record. No proxy voting or write-in votes shall be permitted.
4. Vote tally. Ballots returned on or before the date specified by the Elections Committee nominated by the Executive Committee and mailed to the members of record with the ballot shall be tallied by the Nominating Committee, and the results shall be announced at the annual meeting and by mail to the membership at large.
5. Terms of office. Newly elected officers and directors shall take office at the regular annual meeting to be held, absent extenuating circumstances, on the second Wednesday in March of each year. Officers and Chairpersons shall serve until the following annual meeting, or until new officers are elected or new committee chairpersons are appointed.
6. Vacancy. Upon the occurrence of a vacancy, an interim election may be held to fill the vacancy for the balance of the term. If no interim election is held, the vacancy shall be filled by a vote of remaining Executive Committee (Board of Directors) members even if the majority vote is from less than a quorum of Committee (Board) members. New Committee (Board) members so elected are elected for the unexpired term of the director's predecessor in office.
7. Removal of Executive Committee Members. Any officer or committee chairman elected or appointed may be removed by a petition of two-thirds of the members of record whenever, in their judgment, the best interest of the Association will be served thereby.

V. DUTIES OF THE OFFICERS

1. President. The President shall preside at meetings, call meetings of the Executive Committee as required, appoint chairpersons (and in case of the Architectural Standards Committee, members) of committees, and oversee all activities of the Association.
2. Vice President. The Vice-President shall assume and perform the duties of the President whenever the President is absent or temporarily unable to serve, or due to extenuating circumstances as determined by majority vote of the Executive Committee. If neither the President nor the Vice President is able to act, then the Secretary shall take the President's place in office. If neither the Vice President nor the Secretary is able to serve, the Executive Committee shall appoint some other of its members to act in the place of the President, on an interim basis.
3. Secretary. The Secretary shall keep adequate minutes of meetings of the membership and of the Executive Committee, maintain proper custody of all records not specifically the responsibility of another officer of Committee Chairperson, and perform such other duties as are delegated to him or her by the President and the Executive Committee. Records of committee proceedings and actions are to be kept by committees, which shall provide the president with copies of the committee's correspondence and minutes for file by the secretary.
4. Treasurer. The Treasurer shall maintain full and accurate financial records, and books of account showing all receipts and disbursements, and for the preparation of all required financial data of the Association. S/he shall be responsible for the deposit of all moneys and other valuable effects in such depositories as may from time to time be designated by the Executive Committee, and s/he shall collect and deposit membership dues and other funds, and shall disburse funds as directed by designated authority, shall transfer balances to his or her properly elected successor, and shall perform such other duties as are delegated to him or her by the President and the Executive Committee. S/he shall prepare the annual budget, due on a date set by the President. S/he shall provide information to the person maintaining the Association database to keep the data on member dues status up to date.
 - a. Annual Report. The Treasurer shall prepare the annual report of the Association and file same with the Director of the Department of Commerce and Consumer Affairs or other appropriate agency before the agency required date (currently March 31 of each year), in accordance with the provisions of applicable Hawaii law.
 - b. Audit. The members in good standing of the Association may required, by vote at the annual meeting, an audit of the books of the Association by a certified public accountant and the Association may elect a certified public accountant or accounting firm as auditor, who shall not be an officer or own any property which would qualify the auditor for membership in the association, to audit the books and financial records of the Association at the expense of the requesting members.

5. Directors. The Directors shall serve as members of the Executive Committee to afford representation of the membership in decisions of the Committee and to assist the President in selection of members to other committees and in conduct of the activities of the Association.
6. Liability and Indemnity of persons acting for the Association. Members of the Executive Committee shall not be liable to the membership at large for any mistake of judgment or otherwise except for their own individual gross negligence or willful misconduct. The Association shall obtain and maintain at the Association's expense a policy of directors and officers' liability insurance covering the members of the Executive Committee of the Association and its Committees including the Architectural Standards Committee through its insurer and shall defend and indemnify each member of the Executive Committee and its Committees against all costs, expenses and liabilities.

VI. COMMITTEES

1. The Executive Committee shall serve as the governing board in management of the property and affairs of the Association with notice of important actions to be submitted to the membership for confirmation.
2. The President shall appoint chairpersons who in turn shall appoint members of committees to promote the activities of the Association as determined to be desirable by the Executive Committee. The President shall appoint the chairpersons and all members of the Architectural Standards Committee. Such appointments shall be subject to Executive Committee approval and appointees may chair more than one Committee, if necessary or desirable.
3. Duties of Appointed Chairperson. Appointed committee chairpersons shall report their committee activities, plans, concerns and suggestions at Executive Committee meetings, and shall keep the President current by furnishing copies of correspondence and minutes.
4. Guidelines. Committees shall operate under guidelines set by the Executive Committee.
5. Scope of Activities. Activities of Executive Committee and Standing Committee members shall be limited regarding the: amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any director or officer of the Association; authorizing the voluntary dissolution of the Association or revoking its proceedings; amending, altering or repealing any resolution of the Executive Committee which by its terms provides that it shall not be amended, altered or repealed by the committee.

VII. MEMBERSHIP

1. Eligibility. Membership shall be open to any fee simple or leasehold property owner residing in Maunalua Triangle or Koko Kai of Hawaii Kai or to any absentee owner of a residence in this area. Membership shall also be open to any primary lessees (defined as one who originally signed the lease with the owner of the property).

2. Payment of Dues. Membership dues shall be payable on a family homesite basis (per residence), except where the owner and primary lessee both wish to become members, in which case, each shall pay dues.
3. Dues shall be set by a majority vote of the Executive Committee (Board of Directors) to meet currently anticipated requirements.
4. Right to Vote. A new member shall have the right to vote immediately upon payment of his or her annual dues. However, no member may vote in an annual or an interim election of officers unless a member of record as defined in Sec. IV-1b, supra.

VIII. MEETINGS

1. Annual Meeting. The annual meeting shall be held on the second Wednesday of March in each year if practicable.
2. Regular meetings shall be held at least two times per year at a time and place designated by the Executive Committee.
3. Special Meetings. Special meetings may be called by the Executive Committee with seven days written notice to the membership. The notice period begins to run when the notice is mailed to the members.

IX. QUORUM (HRS 415B-44)

1. At meetings of members at large. Representation of 20 member residences in good standing or 10 percent of the resident membership in good standing, whichever is larger, shall constitute a quorum at any meeting for the transaction of business. Each member residence is entitled to one vote. Proxy ballots are not permitted.
2. At meetings of the Executive Committee. A majority of the Executive Committee members shall constitute a quorum for Executive Committee meetings.

X. STATUTORY AUTHORITY

Should an issue arise that is not specifically addressed in these Bylaws, the provisions of Hawaii Revised Statutes §§ 415B-1 through 128 (which regulates nonprofit corporations such as the MTKKCA) shall control. If one or more provisions of these Bylaws should be invalidated by a court of law, the remaining provisions shall continue in effect.

XI. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall be the authority of all questions of procedure not specifically covered by the Constitution and Bylaws.

XII. AMENDMENTS

Amendments to this Constitution and Bylaws shall be mailed to the membership of record in writing. As authorized by applicable law, amendments shall be adopted upon a two-thirds affirmative vote of the members in good standing responding by mail postmarked within four weeks of the mailing of proposed amendments.