

Paukukalo Hawaiian Homes Community
Association, Inc.

Constitution and By-laws

Revised
June 4, 2023

Constitution and By-laws for Paukukalo Hawaiian Homes Community
Association, Inc.
County of Maui, State of Hawaii

(Revised)

PREAMBLE

With the goal of stimulating a richer and greater interest in the Paukukalo Hawaiian Homes Community, we shall work to awaken a spirit of aloha, cooperation (laulima), and hospitality (ho'okipa) to and for our community (kaiaulu). Therefore, we do hereby incorporate ourselves as the Paukukalo Hawaiian Homestead Community Association, Inc.

Consistent with the spirit of inclusion, we further agree that in our vigorous pursuit, this organization shall always, during its existence, maintain a strictly non-sectarian (not involving or relating to a specific religious sect or political group) attitude, and shall refrain from participating in any political action unless the affairs and issues will directly impact the social, cultural, economic or political status of the Paukukalo Community.

Article I

Name of organization, Principal Address, Mailing Address

- 1.1 NAME: The name of the organization shall be the Paukukalo Hawaiian Homes Community Association, Incorporated (PHHCAI).
- 1.2 PRINCIPAL LOCATION: The principal address of the Association shall be determined by the Association board, provided that any changes to the principal address shall be provided to all members and other governing authorities in writing within 10 business days of approval.

- 1.3 MAILING ADDRESS: The mailing address of the Association shall be: P.O. Box 3016, Wailuku, HI 96793.

Article II

Purpose and Mission

- 2.1 PURPOSE: The purpose of the organization is to promote the social, cultural, economic, and political well being of the Paukukalo Hawaiian Homestead Community.
- 2.2 MISSION: The mission of the Association shall be to: To foster and promote activities and opportunities that will enhance the civic and community endeavors for the community.

ARTICLE III

Membership

Classes, Rights and Responsibilities, Right to Vote Community Meetings, Good Standing

- 3.1 CLASSES OF MEMBERSHIP: There shall be two classes of members:
- a. Regular Member: Any person who wishes to become a regular member of the Association:
 - i. Must be a Hawaiian Home Lands Lessee and full-time resident of Paukukalo Hawaiian Homes Community;
 - ii. Must be at least 18 years of age;
 - iii. Must agree to abide by these bylaws;
 - iv. Must agree to pay annual dues in the amount of \$20 to the association no later than January 1st of each year. A late charge of \$30 will be assessed to payments made after January 1st;
 - v. Must be duly registered with the Association as a regular member.
 - b. Associate Member: Any person who wishes to become an associate member of the Association:
 - i. Must be a relative of a lessee who is a fulltime resident of the Paukukalo Hawaiian Homes Community;
 - ii. Must be a fulltime resident of the Paukukalo Hawaiian Homes Community;
 - iii. Must be 18 years of age or older;
 - iv. Must agree to abide by these By-Laws;
 - v. Must agree to pay annual dues in the amount of \$20 to the association no later than January 1st of each year. A late charge of \$30 will be assessed to payments made after January 1st;
 - vi. Must be a duly registered Associate member of the Association.

3.2 Right to Vote:

- a. Community Meetings: All registered regular and associate members in good standing shall have the right to vote on all matters brought before them by the Board of Directors at a regularly scheduled community meeting.
- b. Board Elections: All registered regular members in good standing shall have the right to cast a ballot in an election of the board of directors.

3.3 Good Standing: A member of the Association shall be in good standing when:

- a) A member is duly registered as a regular or associate member of the Association;
- b) Is current with membership dues;
- c) Has not been found in violation of the By-Laws;
- d) Attends a minimum of five (2) community meetings in a fiscal year;

3.4 Community Meetings: The Board of Directors shall convene all community meetings, both regular and special and shall submit an annual calendar to the community.

ARTICLE IV
BOARD OF DIRECTORS
GENERAL

Governance, Structure and Responsibilities, Number of seats

4.1 Governance:

There shall be a board of directors of the PHHCAI that shall serve as the governing body of the organization.

4.2 Structure And Responsibilities:

The board shall be comprised of a minimum of five members. The President, Vice President, Secretary, and Treasurer that shall serve as the officers of the Board; and shall oversee the convening of all community meetings. The board shall have the authority to increase the number of board members as they determine necessary. The board may appoint from among themselves or from a list of registered members of the community other officers as they determine necessary. Appointed officer positions may be removed at anytime and shall be subject to renewal on an annual basis.

4.3. Vacancies.

In the event of a vacancy, the remaining board members, even if less than the majority, shall have the authority to fill the vacancy by appointment. Board members appointed shall serve until the next election of the board.

4.4 Election:

All registered AND ASSOCIATE members in good standing shall be eligible to participate in an election of the Board of Directors. The board of directors shall, at its annual meeting, call for an election of the board of directors at a place and time determined by these by-laws.

4.4 Board of Directors, generally:

- a. The board of directors shall:
 - i. Attend all scheduled board and community meetings;
 - ii. Establish an annual calendar of regular board and community meetings;
 - iii. Ensure the fiscal and administrative soundness of the organization;
 - iv. Develop opportunities with community residents that will fulfill the mission and purpose of the organization.

- b. Excused Absences. In the event that a board member is unable to attend a meeting, the board member must notify the Secretary of the Board at the earliest opportunity. The Secretary shall notify the President of the excused absence at the beginning of the board meeting at the time or roll call.

4.5 Officers:

- a. President. The President shall preside over all board and community meetings, establish the agenda for all meetings, and appoint the chairs of all board committees. The President or any officer, with board approval, shall negotiate and sign all contracts on behalf of the organization, represent the community and the board at meetings and gatherings outside of the Paukukalo Community.

- b. Vice President. In the event that the President is unable to fulfill the duties of the office, the Vice President shall serve as President, and shall carry forth all duties assigned to the President by these by-laws.

- c. Secretary. The Secretary shall record the minutes of all board and community meetings, and present the minutes at the next board meeting for approval. The Secretary shall also maintain all corporate documents and be responsible for the good standing with all respective government agencies. The Secretary shall maintain a record of all meeting minutes of the board and committees, and shall oversee the record of all board committee members. The Secretary shall provide administrative assistance to the President, or in their absence, the Vice President, and serve as the corresponding Secretary for all communications to and from the board. The Secretary shall keep an annual calendar of board and community meetings and shall be responsible for providing notice of meetings and the distribution of the agenda. The Secretary shall have the authority to appoint an assistant secretary and shall assign the duties and responsibilities as determined by the Secretary.

- d. Treasurer. The Treasurer shall be responsible for maintaining the fiscal records of the organization. The Treasurer shall be responsible for maintaining membership records, including but not limited to membership applications, and shall report to the board all new applications, both regular and associate at each board meeting. The Treasurer shall also keep a record of all members who withdraw their membership application and shall report to the board at each board meeting. The Treasurer shall provide a financial report at all board and community meetings to include: current balance of funds, receipt and expenditures and membership dues both paid and owed. The Treasurer shall be responsible for all annual financial reporting, including both state and federal tax filing and reports. The Treasurer shall be responsible for the development of a fiscal budget to be approved at the board meeting prior to the end of the fiscal year, for the next fiscal year, including any fundraising activities.

4.6 Terms of Office

All elected board members shall serve a term of two years.

4.7 Election of the board.

- a. Board elections shall be held annually at the first board meeting at the beginning of each fiscal year. The board shall form an election committee of no less than two people who will not be participating in the elections no less than 90 days prior to elections. The elections committee shall also establish the nomination committee and develop the rules for nominations and election of board members, development of ballots, and the procedures for collection and counting of ballots. The elections committee shall, upon completion of the count, announce the results to the community.
- b. The newly elected board members shall, from among themselves, elect their officers, and inform the community of their decision.

4.8 Removal of board members.

- a. A board member may removed from the board if:

A written resignation is submitted to the Board President;

No less than 2 unexcused absences from board or community association meetings in a fiscal year;

Violation of these bylaws;

Failure to declare a conflict of interest prior to a decision of the board that will result in a direct financial gain.

- b. Removal of a board member shall be by a vote of two-thirds of the remaining board members.

ARTICLE V
COMMITTEES, STANDING AND AD HOC, RESPONSIBILITIES

5.1 Standing Committees

- a. The board shall establish the following committees as standing committees:
- i. Executive Committee. The Executive Committee shall be composed of the President, Vice President, Secretary and Treasurer, and shall be responsible for maintaining the good standing of the organization.
 - ii. Membership Committee. The Membership Committee shall be chaired by an officer and composed of board members and/or community members. The Membership Committee shall be responsible for establishing and maintaining a good relationship with community, organizing community events, and establishing a network of communications with community. The number of committee members has no limit.
 - iii. Finance Committee. The Finance Committee shall be chaired by the Treasurer and composed of board members and/or community members. The Finance Committee shall be responsible for all activities that will generate revenue for the organization, including community fundraisers, grants and donations.
- b. Ad-Hoc Committees:

The board shall establish temporary committees as determined by the board for a specific purpose. Ad Hoc Committees shall be formed via resolution of the board, and shall be chaired by a board member or a community member depending on the purpose of the committee. As the committee determines its purpose has been met, a report to the board shall be provided and the committee disbanded.

ARTICLE VI
MEETINGS, LOCATION, DATE AND TIME, SPECIAL MEETING, PURPOSE

6.1 Meetings Generally:

- a. The organization shall convene quarterly board and community meetings at a time and place identified by the board of directors. Meetings shall be held in the evenings to start no later than 6:30 pm.

- b. Meetings of the board shall be held on the last Monday of each quarter, community meetings shall be held on the first Monday of each quarter. All board meetings shall be open to its members. Notice of a board meeting, regular or special shall be delivered to the community via hand delivery or by any technological mechanism such as email or text no less than 10 days prior to a scheduled meeting.
- c. The board may convene special meetings at the request of the President or two members of the board. The Secretary of the board shall provide notice of a special meeting no less than 10 days prior to the meeting. Notice of the meeting shall include the purpose of the special meeting.
- c. Any member of the community may request a special meeting by written request with the subject matter listed in the request. The board shall set the date and time for the community meeting, and provide notice of the meeting no less than 10 days prior to the meeting to include the purpose of the special meeting.

6.2 Waiver of meeting notice.

A request to waive the notice of a scheduled regular or special meeting may be given if the purpose of the meeting requires immediate consideration for the board and/or community.

ARTICLE VII MISCELLANEOUS

7.1 Quorum, meetings

- a. Quorum to conduct a meeting of the board shall be established by a majority of the number of seats eligible on the board. Decision making may be made by a majority of the members present.
- b. Quorum to conduct a meeting of the members shall be established by a majority of the number of members present. Decision making may be made by a majority of the members present.

7.2 Rules of Order

Roberts Rules of Order shall be the mechanism used to conduct all meetings.

7.3 Conflict of Interest

- a. Definition. A conflict of interest exists when a member of the board is found to have a personal financial interest in an item before the board for decision making.

- b. In all meetings, board members must declare their interest in an item on the agenda prior to the convening of the meeting, and shall recuse themselves from all discussion and decision making. The board shall develop a policy to address matters of conflict of interest.

7.4 Nepotism

- a. Definition. Nepotism exists when two or more member of the board has a direct familial relationship. Relationships are defined as Spouse, Sibling, Child, Parent.
- b. Board members whose familial relationship is determined to meet the above definition shall be prohibited to take a seat on the board of directors, or participate as a committee member if the chair of the committee meets the definition in 7.4a.

7.5 Harassment, Sexual Harassment

- a. Definition. Harassment is defined as a person who is seeking to aggravate, annoy, or provoke a negative response that may result in physical or emotional harm.
- b. Definition. Sexual Harassment is defined when a person seeks to intimidate or attempt to force another person into having a sexual relationship.

7.6 Execution of Corporate Instruments

- a. The board of directors shall exercise their authority to assign or designate a board member to negotiate agreements with another entity via resolution.
- b. The President, or in the President's absence, the Vice President shall be designated to execute any legal instrument with approval of the board.

7.7 Records and Reports

All records and reports shall be held in a secure manner for a time period of no less than 7 calendar years. All records and reports may be secured via electronic/technical means after the 7 year period has ended.

7.8 Annual Reports

The organization shall submit an annual report that provides information on organization activities, community activities, and a fiscal accounting no less than 90 days after the end of the fiscal year. The annual report may be distributed via USPS delivery or by electronic means as determined by the board.

7.9 Fiscal Year

The fiscal year for the Paukukalo Hawaiian Homes Community Association, Inc. shall be from July 1st through June 30th.

7.10 Financial Audit

The board shall provide for a financial audit of the organization once every three years.

7.11 Indemnification and Liability

- a. Paukukalo Hawaiian Homes Community Association, Inc. shall indemnify its board members, agents, representatives, volunteers, officers, employees against all expenses and legal proceedings which may result in a financial liability on and for the organization and its members. The organization shall secure the necessary insurance that will provide for the protection of the organization, its board and its assets.
- b. The organization shall secure the necessary commercial liability insurance for all events and activities developed, sponsored and/or conducted by the organization.

7.13 Amendments to the By-laws

The organization shall conduct an annual review of these by-laws to ensure compliance with all state, county and federal laws and regulations that govern non-profit organizations, and shall entertain amendments as needed. The by-laws shall be deemed amended upon a 2/3 majority vote of its members at the annual meeting of the organization.

Secretary Declaration:

I, Punahelu M Hoopii, certify that I am the duly appointed Secretary of the Paukukalo Hawaiian Homes Community Association, Inc. I further declare, as Secretary, that these by-laws, as

amended, are adopted by the Board of Directors and ratified by its members on June 5th 2023.

Signed,

Secretary of the Board