

PA'AUILO MAUKA – KALOPA COMMUNITY ASSOCIATION

Constitution & Bylaws

ARTICLE 1. NAME

The Pa'auilo Mauka Kalōpā Community Association is an unincorporated association of residents of the various homestead tracts making up the Pa'auilo Mauka – Kalōpā communities.

ARTICLE 2. PURPOSE

The various small communities of homesteads represented by this organization are associating to form and maintain a harmonious, informed and unified Pa'auilo Mauka – Kalopa population that believes in and promotes

- orderly growth and development with a priority placed on maintaining the agricultural nature of the communities,
- the maintenance of public safety and welfare,
- the judicious use of publicly-owned resources,
- the sensible and timely execution of government functions pertaining to the use of those resources, and
- interaction with elected and appointed government officials for the overall betterment of the Pa'auilo Mauka – Kalopa communities.

The Association is active in identifying community needs and in achieving community consensus, in establishing priorities and in communicating the needs and desires of the communities to governmental officials, and in participating in the public decision-making process.

ARTICLE 3. MEMBERSHIP AND DUES

Membership will be open to property owners, residents and persons operating enterprises mauka of (above) the Belt Highway (Hwy 19) including the homestead tracts of Pa'auilo, Pohakea, Ka'apahu and Kalōpā in the Hāmākua district of Hawai'i Island.

Voting membership privileges in the Association will be limited to members in good standing; i.e., dues-paying adult property owners, lessees, and other permanent residents.

Annual dues will be \$20.00 per individual or family and will be due and payable at either the General Meeting in January or the "picnic" General Meeting in July, or by other methods approved by the Board of Directors. Dues will be reviewed annually by the Board of Directors and any changes will be approved by the voting membership at the semi-annual General Meetings.

ARTICLE 4. ORGANIZATION

A. GENERAL

The Association will be made up of a general membership body of residents, and members in good standing (with voting privileges as defined above) and a representative Board of Directors consisting of elected officers and appointed chairpersons of the various committees organized to meet community needs and interests.

A meeting of the general membership will be held semi-annually in January and July of each year to elect officers to any vacant positions, identify and review issues of community concern, and associate and socialize with members of the communities.

A quorum for voting will consist of 51% of members in good standing and meetings will be conducted by Robert's Rules of Order. Voting will be conducted by voice and issues will be decided upon majority vote.

B. BOARD OF DIRECTORS

1. The President, Vice-President, Treasurer and Secretary are Directors (officers) who will be elected by the general membership body for various terms of service to the community.
 - a. The Board will also include members designated to chair the various standing committees. These Standing Committee chairpersons will be appointed by the elected officers for one-year periods.
 - b. All Directors shall serve as volunteers without compensation.
 - c. Collectively, the elected and appointed members of the Board of Directors, functioning under the leadership of the President, will perform the Association's work by researching and defining issues, coordinating matters with counterparts in neighboring associations and other groups, representing the community at public hearings and meetings, and generally looking after the community's interests and welfare.
2. Meetings of the Board of Directors will be held quarterly on the second Thursday in January, April, July and October. The Board will work on matters identified by the general membership, adopt resolutions, receive and review reports, coordinate community activities, etc.
 - a. A quorum will be 51% of Board members, an agenda will be followed, and procedures outlined above (B.1.c) will be adhered to.
 - b. All meetings of the Board and the various committees are open to all Association members who may participate in discussion but do not contribute to a quorum or have voting privileges at the meeting.
 - c. Terms and specific responsibilities of Directors and chairpersons, election or succession procedures, and composition of the Standing Committees are outlined in detail in the sections that follow.

C. BOARD ORGANIZATION AND PROCEDURES

1. The officers shall be a President and Vice-President whose terms of office will be for two (2) years and a Treasurer and Secretary, whose terms of office will be for one (1) year. The offices of Treasurer and Secretary may be combined in one person, if approved by the membership and accepted by the person involved. No person shall be eligible to hold office unless he/she is a member with voting privileges as defined above.

2: Association funds shall be expensed only by a majority vote of a quorum of the Board of Directors. Neither Board members nor their kin by blood or marriage shall receive any funds expended by the Board. All Association expenditures shall be made by check signed by the Treasurer.

3: Similar to the President, the Vice-President will be elected on a bi-annual basis. In the event that the Vice-President cannot serve in the following year, the nominating committee will nominate candidates for both offices.

4: If the President cannot serve out his/her term, the next officer in line shall fill the unexpired term in the following order: Vice-President, then Secretary, then Treasurer. Vacancies for other officer positions that occur during the year will be filled for the unexpired term by a majority vote of the remaining officers.

D. OFFICER'S RESPONSIBILITIES

1. President: Presides over all Board and General Membership meetings, directs Board activities, and provides overall leadership and direction; calls special meetings of the Board or the General Membership as needed; nominates Chairpersons, appoints special committees as needed; serves as ex-officio member at all standing committee meetings; submits an annual report to the General Membership.
2. Vice-President: Operates as a working partner to the President; provides advice and assistance to him/her and acts in his/her absence; keeps fully informed of all Association activities; sets agendas; assists the President with all meetings of the General Membership, Board, and committees; performs special duties as requested.
3. Secretary: Attends all meetings of the General Membership and the Board; keeps a record of attendance and outlines proceedings of the meetings; reports minutes of the previous meeting; files all minutes of meetings.
4. Treasurer: Attends all meetings of the General Membership and the Board; has care and custody of all Association funds; coordinates fund-raising activities; keeps a complete record of expenditures and receipts of the Association; submits a report of finances at each meeting; submits to an annual audit to be conducted by two other Board members immediately preceding the July General Meeting.

E. ELECTION OF OFFICERS

1. An "ad hoc" Nominating Committee of not less than five (5) persons shall be appointed by the Board to prepare a list of candidates for office sixty (60) days prior to the General Meeting. Nominations

may also be made by the membership and be submitted to the Board not less than 30 days prior to the General Membership Meeting.

2. A majority vote of those members in good standing who are present at a General Membership Meeting shall determine an election.

F. STANDING COMMITTEES

Standing Committees chaired by an Association member in good standing, appointed by the elected Board Members, and consisting of one or more volunteer Association members, will be organized to perform the major work of the Association. The need for additional standing committees may arise, be voted upon by the general membership and be added as an amendment to these by-laws. The committees are:

- Membership: Responsible for contacting and enrolling members and keeping membership records current.
- Publicity, Advertising and Communication: Responsible for publicizing General Membership Meetings and Association activities, identifying activities of other groups which the Association can benefit from, and providing communication and information to Association members and the communities served.
- Water, Health and Utilities: Responsible for identifying and expressing community needs and concerns in these crucial areas, and for developing recommendations for infrastructural changes or betterments in public health where needed.
- Roads, Traffic and Safety: Responsible for identifying and expressing community needs and concerns pertinent to roads, bridges, public works, and public safety, and for developing recommendations for operational or infrastructural improvements as needed. Responsible for monitoring the condition of the community's roads and liaising with County road crews regarding road work needed in the community.
- Invasive Species: Responsible for acquainting the membership and general community on the threat of invasive species in the communities represented by the Association, for interfacing with other agencies and authorities to stay informed about methods of control and the status of current invasions, and to provide guidance and assistance to community members who are seeking to remove invasive species from their property.
- Fire: Interfaces with and reports on status and activities of the Pa'auilo Volunteer Fire Department.
- Community Emergency Response Team (CERT): A member from the local CERT group and authorized by that CERT will act as liaison to PMKCA and report on emergency response preparations by CERT and other agencies responsible for civil defense and emergency preparedness.
- Kalopa State Park: Responsible for collecting the funds donated by the public visiting the Kalopa State Park and giving the funds to the Treasurer for deposit to the Park Account; printing and replacing the interpretive brochures provided to park visitors explaining the trails and native

plants in the park; adding or replacing signs that identify native plants; and meeting at least once a month to maintain the Polynesian Garden.

ARTICLE 5: SPECIAL MEETINGS

Special meetings of both the general membership and the Board can be called by the President for exceptional reasons. A special meeting for any reason can also be called by a quorum (51%) of members in good standing.

ARTICLE 6: AMENDMENTS

At any General Membership Meeting, or Special Membership Meeting called for this purpose, this Constitution and Bylaws may be amended or changed by a two-thirds (2/3) vote of members in good standing present, provided that the proposed amendment is submitted in writing and announced at the previous General Membership Meeting or Special Membership Meeting and is included in notices of the next Membership Meeting.

Last amended and approved: July 27, 2019