

FINAL

WAIMEA COMMUNITY ASSOCIATION CONSTITUTION AND BY-LAWS

ARTICLE 1. Name of Organization

This organization shall be called the Waimea Community Association.

ARTICLE 2. Purposes

1. To promote open participation from all segments of the Waimea community, for the purpose of recommending policies and legislation for careful growth of Waimea, while preserving the valued qualities of the region.
2. To develop leadership within the community.
3. To initiate, coordinate and support projects to further community development and harmony: cultural, economic, physical and spiritual.

ARTICLE 3. Fiscal Year The fiscal year of this Association shall be January 1 to December 31.

ARTICLE 4. Membership Eligibility

Any adult or organization whose dues are paid for the current year and who reside and/or own property in, operate a business or not-for-profit service agency in, or are otherwise interested in the area may be a member of this Association. Family membership shall be limited to one vote.

ARTICLE 5. Dues and Membership

Annual dues shall be set by the Executive Board at an amount per individual or family, and are due January 1 of each year. Timely payment of dues and agreement with the purpose of the Association shall constitute membership in good standing.

ARTICLE 6. Officers and Executive Board

Section 1 The officers shall be President, Vice President, Secretary, and Treasurer, whose terms of office shall be for two years. These terms shall be staggered, with the President and Treasurer elected in even years, and the Vice President and Secretary elected in odd years. These elected officers, plus the immediate past President, shall comprise the Executive Board.

Section 2 No person shall be eligible to vote or hold office unless he/she is a member in good standing.

Section 3 Succession: If the President cannot serve out his/her term, the next officer in line shall be asked to fill the unexpired term in the following order: Vice President, then Secretary, then Treasurer. If this is not feasible, the Executive Board may appoint someone to fill out the unexpired term.

Section 4 Officers may not serve in the same position more than two consecutive terms, in addition to any unexpired term to which they may have been appointed.

Section 5 Duties of Officers

PRESIDENT

Preside over all Executive Board and General Membership meetings.

Have power to call special meetings of the Executive Board or the General Membership.

Have power to appoint special committees.

Serve for at least one year as ex officio member of the Executive Board.

VICE PRESIDENT

Act in absence of the President

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Attend all meetings of the General Membership and the Executive Board.
Keep informed of all activities of the Association.
Assist the President with all meetings of the General Membership, Executive Board and all committees.

SECRETARY

Attend all meetings of the General Membership and Executive Board.
Keep a record of attendance and summary of meetings.
Turn over to the Board or the next elected Secretary all meeting agendas, summaries and other records of the Association at the end of the fiscal year holding office.

TREASURER

Attend all meetings of the General Membership and Executive Board.
Keep a complete record of receipts and expenditures of the Association.
Submit a summary of finances quarterly, or as requested by the Executive Board.
Submit a complete financial report at the end of the fiscal year.
File annual reports as required by State & Federal governments.
Turn over all books and financial records to the Board or the next elected Treasurer at the end of the fiscal year of holding office.
Assist the Membership chairperson in maintaining a current list of paid members.

Section 6 Duties of Executive Board

Hold regular meetings, open to all members.
Review the progress of the Community Association and its committees.
Schedule meetings and programs.
Take all necessary steps to further the purposes of the Association, including delegation of issues to committees as needed.

Section 7 Election of Officers

A nominating committee of three persons shall be appointed by the Executive Board no less than three months before the Annual Meeting, to prepare a slate of nominees for office. This slate shall be presented to the Board and to the General Membership no less than two months prior to the Annual Meeting. Additional nominations from the floor may be made at this meeting. The nominations are then closed. The final slate shall be presented in writing to the general membership no less than one month before the Annual Meeting.
All nominations must have the consent of the nominee. A majority vote of the quorum present at an Annual Meeting shall determine the results of an election.

Section 8 Removal of Officers

Any officer who is not fulfilling his/her duties may be removed and replaced by the Board.

ARTICLE 7. Committees

Section 1 Standing committees shall be:

Waimea Planning & Design Review Committee

A committee that will be responsible to review construction plans of all proposed developments within the commercial district, as directed by the Planning Department. This review shall be conducted in consideration of the Waimea Design Plan report by PBR Hawaii in May 1984 as updated.

Waimea Community Development Plan Committee

A committee that will work with the County Planning Department in its compliance with the County General Plan ordinance, adopted in February 2005. Its primary task will include developing community understanding of existing plans and alternatives, seeking input from and engaging the full spectrum of the community in the planning process, and then developing a

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Community Development Plan **recommendation** for the Waimea area.

South Kohala Traffic Safety Committee

A committee to study and propose action on traffic and safety problems, working with the State Department of Transportation, County Department of Public Works, Hawaii County Police Department and other appropriate agencies.

Infrastructure: Water and Sewer

A committee to bring to the attention of the community, problems of sanitation and water.

Membership and Public Information

A committee responsible for attracting new members, keeping accurate membership records, preparing mailing labels and e-mail/fax lists for the Board as needed and for reminding members when their dues are due. Also, a committee responsible to publicize the Association's activities; to suggest appropriate ways to keep the Association before the public; and to represent the Association in positive ways to the community.

Public Health

A committee to advise the Association regarding the status of the North Hawaii Community Hospital and other developments in public health, wellness and medical technology that impact the community.

Science and Technology: Agriculture to Astronomy

A committee to study and define the problems of various groups, including but not limited to agriculture, business, ranching and astronomy, identifying the scientific and technical issues of the community.

Section 2 Special Committees may be appointed from time to time as the need is determined by the President or Executive Board.

Section 3 Committee Chairs shall be appointed by the President to serve two year terms. Committee chairs are expected to report regularly the activities of the committee to the Executive Board and to the membership.

Section 4 Composition and Duties of Committees

Composition: Standing and Special committees shall be composed of appointed chairpersons plus other members, as needed.

Duties: To fulfill the mandate of each committee as described in Section 1, or as determined when each Special Committee is created. To define the problems and establish the needs of community groups. To report findings to the Executive Board and to the membership. To report action of the Executive Board back to committees and local groups.

ARTICLE 8. Quorum

Section 1 Executive Board: The quorum for this group shall be three.

Section 2 General Membership: The quorum for this group shall be twenty percent of members in good standing.

ARTICLE 9. Meetings

Section 1 General Membership: This group shall meet at least six times per year. The Executive Board reserves the right to allow the General Membership to decide on matters via email.

Section 2 Executive Board: This group shall meet at least two weeks before every General Membership meeting, in order to verify program plans and announcements for the newsletter and publicity purposes. It is permissible for the Executive Board to conduct meetings and decide on matters via telephone conference, email or facsimile.

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Section 3 Special Meetings: Special meetings may be called by the President or the Board as needed.

Section 4 Committee Meetings shall be announced to the whole membership and open to all members to attend. It is permissible for Committees to conduct meetings and decide on matters via telephone conference, email or facsimile.

Section 5 The Annual Meeting and Election of Officers shall be held between October 1 and November 30 of each year, followed by the presentation of annual reports and an installation program in January. New officers shall assume their duties January 1.

Section 6 Meetings shall be conducted according to Robert's Rules of Order, Newly Revised, unless otherwise noted.

ARTICLE 10. Amendments

At any regular meeting this Constitution and By-Laws may be amended or changed by a two-thirds vote of members in good standing present, provided that the proposed amendment or revision is submitted to the membership in writing and announced at least one month previously, and included in notices to the membership.

Adopted: 3/12/63

Amended: 7/01/70

Amended: 4/13/83

Amended: 7/10/85

Distributed: 4/7/05

Adopted: _____

WCA BYLAWS 4/07/05