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STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
Honolulu

In the Matter of Incorporation	)
	)
Of	)
	)
PUKALANI COMMUNITY ASSOCIATION	)
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ARTICLES OF INCORPORATION

FILED 04/15/2014 08:14 AM
Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

Donna Clayton, Incorporator
255 Kaualani Drive
Pukalani, Hawaii 96768

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ARTICLES OF INCORPORATION

OF

PUKALANI COMMUNITY ASSOCIATION

THESE ARTICLES OF INCORPORATION, made and entered into this 7th day of April, 2014, by Donna Clayton, desiring to organize a nonprofit corporation in accordance with the provisions of Section 414D-32, Hawaii Revised Statutes, as amended ("HRS"), and to obtain rights and benefits conferred by said laws upon nonprofit corporations, does hereby organize a nonprofit corporation and make and enter into the following Articles of Incorporation (the "Articles"):

ARTICLE I – Name

This Corporation shall be known as the PUKALANI COMMUNITY ASSOCIATION (the "Association").

ARTICLE II- Location of Office

The initial office and mailing address of the Association shall be: 255 Kaualani Drive, Pukalani, Hawaii 96768. The Board of Directors (the "Board of Directors") of the Association may change the principal office of the Association to such other place as may from time to time be designated by the Board of Directors. The Association's registered agent for purposes of service of process is c/o Donna Clayton, 255 Kaualani Drive, Pukalani, Hawaii 96768.

ARTICLE III- Duration

The duration of the Association is perpetual.

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ARTICLE IV – Definitions

The terms used herein shall have the meaning given to them in Chapter 414D (Hawaii Nonprofit Corporation Act), Hawaii Revised Statutes, as amended (hereinafter called the "Act"), except as otherwise expressly provided herein. Unless clearly repugnant to the context, the following terms, whenever used in herein, shall be given the following meanings:

1. The term MEMBER means member of the Association.
2. "Corporation "or "Association" means Pukalani Community Association.
3. "BOARD" means the Board of Directors of the Association.
4. PUKALANI DISTRICT consists of the area bounded on the north by the juncture of the Keahua Rd. (HC&S) and Haleakala Hwy. 37, then continues in a northerly direction to the Kailua Gulch, then heads East along Kailua Gulch to the Haleakala National Park boundary line, then South along the Haleakala National Park boundary line to Kalialinui Gulch, then West along the Kalialinui Gulch to Keahua Rd. (HC&S) and then north to the juncture with Haleakala Hwy. 37.

ARTICLE V – Purposes

1. To promote and protect the common good and social welfare of the Pukalani community and to establish active participation by encouraging the involvement of all Pukalani residents.
2. To provide a forum for the dissemination of information of concern to the Pukalani community.
3. To facilitate communications and act as a liaison between public entities and the Pukalani community.
4. To preserve, protect and improve the quality of life of the Pukalani community.
5. To promote friendship and neighborliness among the residents, business people and members of organizations and agencies serving the Pukalani community.

ARTICLE VI – Non Profit Status

The Association shall never be operated for the primary purpose of carrying on any trade or business for profit; and neither the whole nor any part or portion of the assets, income or earnings of the Association shall be used, nor shall the Association ever be organized or operated for objects or purposes which are not permitted under said Chapter 4140 HRS or Section 528 of the Internal Revenue Code of 1986 or the Condominium Declaration.

No part of the net earnings of the Association shall inure (other than by a rebate of excess membership dues) to the benefit of any individual, whether upon liquidation or dissolution of the Association or otherwise.

The Association is not organized for profit and shall not issue any stock, and no part of its assets, income or earnings shall be used for dividends, or otherwise be withdrawn or distributed to any of its members, directors or officers, except as provided within this Article VI.

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ARTICLE VII – Membership

1. Membership in the Corporation shall be available to those persons who are interested in the purposes of the Corporation listed above.
2. Classes of membership in this Corporation shall be as follows:
   A. Individual Membership – Individual membership shall be open to all persons, households and property owners of the Pukalani District.
   B. Business Membership – Business membership shall be open to any business operating in or having an office or place of business or owning property in the Pukalani District.
   C. Associate Membership – Individuals, families and businesses who are not residents, landowners, or business operators in the Pukalani District may be associate members. Associate members shall not have the right to vote.
3. Annual Dues. There shall be annual dues for the membership.

ARTICLE VIII – Meeting of the Membership

1. Regular Meetings. Regular membership meetings shall be held at such place as the Board of Directors may designate, on a quarterly basis. The Board of Directors may provide the time and place for the holding of additional regular meetings of the members without notice other than normally given for regular membership meetings.
2. Special Meetings. Special meetings of the membership may be called by or at the request of the President or by majority of the Board of Directors. The person or persons authorized to call special meetings of the membership may fix the place for holding such special meeting and shall fix the time of such meeting.
3. Notice. Notice of any regular or special meeting of the membership shall be by newspaper, flyer, banner, or by mail including electronic mail.
4. Quorum. The presence of those persons representing ten percent (10%) or more of all members of the Corporation in good standing shall constitute a quorum for the conduct of business at any meeting duly called. Except as otherwise provided by these By-Laws, any decision of a majority of such quorum present at the meeting shall be valid and binding upon the Corporation.
5. Business Authorized. Except as otherwise provided by law, any business transacted at any meeting of the membership shall have been set forth in the call or notice of the meeting.
6. Voting.
   a. Eligibility to Vote. Members in good standing, as specified in Article IV, Section 4, shall be entitled to one vote on all matters submitted to a vote of the members.
   b. Manner of Casting Votes. Voting may be by voice or ballot, providing that any election of members of the Board of Directors must be by ballot if demanded by any member before the voting begins. Only members who are in good standing and are present at the meeting when the vote is taken may vote.
7. Rules. All meetings of the membership shall be conducted in accordance with an abridged edition of Robert's Rules of Order, except in such cases as are covered by the By-Laws and Special Rules adopted by the Association.

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ARTICLE IX – Board of Directors

1. Powers. The affairs of the Corporation shall be managed and controlled by the Board of Directors. The Corporation shall have all powers necessary and proper to carry out its purposes. Subject to the limitations of the Charter of Incorporation, of the By-Laws and of the laws of the State of Hawaii, all corporate powers shall be exercised by or under authority of the Board of Directors. The Board of Directors may delegate any of its powers to an Executive Committee or to such other committee or officer(s) as it shall deem appropriate. The Board of Directors shall be authorized and empowered to employ such agents and staff as it may deem necessary.
2. Organization/Election of Directors. The Board of Directors shall consist of such five (5) or more persons (to a maximum of twenty (20), including the Immediate Past President of the Association, as are elected to office by the members of the Corporation. Each Director shall hold office until the end of the fiscal year following their election or until their successor(s) have been elected or appointed, whichever occurs later. In September of each year, the President shall appoint the Chairman and up to four members to a Nominating Committee, which committee shall submit names of candidates for the positions of Officers and Directors for election at the general membership meeting designated by the Board of Directors to be the annual meeting for election of new officers and directors.
3. Regular Meetings. Regular monthly meetings of the Board of Directors shall be held at the call of the President or by one-third (1/3) of the members of the Board of Directors. The person or persons authorized to call regular meetings of the Board of Directors may fix the place for holding such regular meetings and shall fix the time of such meeting. Notice of such meeting may be given in writing, orally, by personal contact, by telephone, or by electronic mail (e-mail). If a majority of the Directors are present at any meeting, the meeting shall be valid, notwithstanding any irregularity in giving notice of such meeting to an absent Director, provided diligent and reasonable efforts to contact and give personal notice to any absent Director have been made prior to the meeting. The Board of Directors may provide the time and place for the holding of additional regular meetings of the Board without notice other than the same as provided for regular board meetings.
4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or one-third (1/3) or more of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding such special meetings and shall fix the time of such meeting.
5. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days prior thereto in writing, orally, by personal contact, by telephone or by electronic mail (e-mail). Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice thereof unless such Director shall attend such meeting solely for purpose of objecting to the transaction of business thereat due to the meeting not having been properly called.
6. Quorum. Twenty-five percent (25%) of the members of the Board of Directors shall constitute a quorum for the conduct of business at any meeting and, except as otherwise provided by these By-Laws, any decision of a majority of such quorum present at the meeting shall be valid and

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binding upon the Corporation. Except as otherwise provided by law or in the Charter of Incorporation, any business transacted at any meeting of the Board of Directors shall have been set forth in the call or notice of the meeting.

7. Vacancies. Any vacancy that may occur in the Board of Directors shall be filled by election by a majority of the then remaining members of the Board at the next regular or special meeting of the Board.
8. Compensation. Directors and Officers shall not receive any compensation for their services as such, but by approval of the Board, may be reimbursed for expenses previously authorized by the Board and actually incurred in performing official functions of the Corporation.
9. Officers. The Officers shall consist of the President, Vice-President, Immediate Past President, Treasurer and Secretary of the Corporation. Between the meetings of the Board of Directors, the Officers shall have the power and authority of the Board of Directors in the management of the Association, but at all times and in all respects, the Officers shall be subject to the authority and direction of the Board of Directors.
10. Committee. The Board of Directors may create such committees as it may from time to time deem necessary. Individuals may be named as committee members who are not members of the Board of Directors or of the Corporation.
11. Rules. All meetings of the Board of Directors shall be conducted in accordance with an abridged edition of Robert's Rules of Order, except in such cases as are covered by the Charter of Incorporation, By-Laws and Special Rules adopted by the Association.
12. Policies and Procedures. Anything in this or the following Article to the contrary, the Board of Directors shall at its first meeting of each fiscal year establish policies and procedures related to:
    a. Issues to be addressed by the Corporation;
    b. Communications with the press, government officials and others;
    c. Public positions of, or taken on behalf of, the Corporation;
    d. Other matters selected by the Board

    So that the members and Board can be reasonable assured that actions taken on behalf of, or in the name of, or which could be reasonably perceived to be on behalf of, the Corporation are reasonable consistent with and reflective of the views of the Corporation's membership as interpreted by the Board of Directors and all Officers and Directors shall endeavor to abide by said policies and procedures.

ARTICLE X – Officers

1. Officers. The Officers of the Corporation shall be a President, one or more Vice-Presidents, one or more Secretaries, a Treasurer, and such other officers as the Board of Directors may from time to time appoint.

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2. The names of the persons who are to act as the initial officers & directors of the Association until their successors are duly elected pursuant to the Bylaws are as follows: L.G.

NAME	OFFICE
Donna Clayton	President/Co-Secretary
Barbara Luke	Vice President
Edith Don	Treasurer
Laurie Gima	Co-Secretary
Aric Nakashima	Immediate Past President
Myles Nakashima	Director
Alda St. James	Director
Jackie Brainard	Director/Membership Chair

3. Removal, Resignation and Vacancies.
   A. Any Officer of Director may be removed either with or without cause by a two-thirds (2/3) majority of the total membership of the Board of Directors at any meeting thereof.
   B. Any Officer may resign at any time by giving written notice to the Secretary of the Corporation. Any such resignation shall take effect at the time date of the receipt of such notice or at any later time specific therein and the acceptance of such resignation shall not be necessary to make it effective.
   C. Any Officer or Director who fails to attend three consecutive meetings of the membership or Board of Directors without being excused may, at the election of the Board, be presumed to have resigned.
   D. A vacancy in an office due to death, resignation, removal, disqualification or any other cause shall be filled by election by a majority of the Board of Directors at the next regular meeting or special meeting of the Board. This action shall be confirmed by the general membership at the next regular meeting or special meeting.

4. Duties of Officers:
   A. President. The President shall preside at all meetings of the Association and of the Board of Directors. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business of the Corporation. The President shall be an ex-officio member of all committees and shall have the general powers and management usually vested in the office of the chief executive officer of a corporation and shall have

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such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

B. Vice President. In the absence or disability of the President, the First Vice-President shall assume all of the powers and duties of the President and shall perform such other duties as from time to time may be prescribed by the Board of Directors or the President.

C. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes in a manner and place ordered by the Board of Directors, of all meetings of the Association and of the Board of Directors with the time and place of holding, whether annual, regular or special, and if special, how authorized, the notice thereof given, the number of Directors present at the meeting, and the proceedings thereof, which minutes hall be open to the inspection of any member of the Board of Directors.

   i. The Secretary shall keep, or cause to be kept, a register showing the Members, the Directors, and their addresses.

   ii. The Secretary shall attend to the correspondence on behalf of the Association and shall keep a file thereof.

   iii. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the By-Laws or law to be given, and shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

D. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

   i. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors.

   ii. The Treasurer shall disburse such funds of the Corporation as may be ordered by the Board of Directors and shall render the Board of Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or of the By-Laws.

   iii. The Treasurer shall file an annual report of the previous calendar year on or before the February Directors' meeting of each year.

   iv. In the absence of the President and the Vice-President, the Treasurer shall perform the duties of the President and, when so acting, shall have the powers of and be subject to all restrictions upon the officer for whom they are acting.

E. Bonds of Officers. The Board of Directors may require the Treasurer and/or any employee of the Corporation to be bonded in such amount as may be determined by the Board.

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ARTICLE XI – Indemnification

Every officer and member of the Board of Directors shall be indemnified by the Corporation against all reasonable cost, expenses and liabilities (including counsel fees) actually and necessarily incurred by or imposed upon them in connection with or resulting from any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which they may be involved as a party or otherwise by reason of their being or having been a Director or Officer of the Corporation, whether or not they continue to be such Director or Officer of the Corporation at the time of the incurring or imposition of such cost, expenses or liabilities, except in relation to matters as to which they shall be finally adjudged in such action, suit, proceeding, investigation or inquiry to be liable for willful misconduct, willful neglect or gross negligence in the performance of their duties as such Director or Officer. As to whether or not a Director of Officer was liable by reason of willful misconduct, willful neglect or gross negligence in the performance of their duties as such Director or Officer, in the absence of such final adjudication of the existence of such liability, The Board of Directors and each Director and Officer may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right to indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law, and shall *inure the benefit of the legal representatives of such person.*

The Corporation, its Board of Directors, Officers and any such independent management as it may retain, shall not be liable to any member for any statement, error or omission in any report sent out by the Corporation or its agents, whether the same shall be due to the negligence of the Corporation, its Board of Directors, Officers, independent management or otherwise; and each and every member or those that hereafter may become members shall be deemed to have expressly released the Corporation, its Board of Directors, Officers and independent management, from any and all liability for all such statements, errors and omission, and further from any and all liability by reason of any agreements, contracts, obligations, act, steps or plants entered into or undertaken by the Corporation on behalf of its members.

ARTICLE XII – Contract, Checks, Deposits and Funds

1. Contracts. The Board of Directors may authorize any two or more officers of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation which authority may be general or may be restricted to any specific instance. No obligation undertaken by any Officer, employee or committee of the Corporation, not in conformance herewith, shall be binding upon the Corporation unless subsequently ratified by the Board of Directors.
2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such two or more Officers and/or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors either specifically or through the prior approval of a budget for the Corporation.

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3. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation, consistent always with those purposes and limitation set forth in the Charter of Incorporation.
4. Investments. The Board of Directors, or any Officer or agent so authorized by the Board of Directors, shall have authority to invest and reinvest any funds of the Corporation in such manner and in such real or personal property or securities as may be approved by such Officer or agent, and to change investments thereof from time to time as may be deemed expedient.

ARTICLE XIII – Miscellaneous

1. Tax Year. The tax year of the Corporation shall end on the 31st day of December in each year.
2. Books and Records. The Corporation shall keep books and records of account and shall keep minutes of all proceedings of the Board of Directors, which books may be inspected at any time by any Director. There shall also be an annual review (and audit if determined necessary by the Directors) of the financial records of the Corporation.

ARTICLE XIV – BYLAWS

The Bylaws shall be adopted by the Board of Directors of the Association.

ARTICLE XV – Amendment to By-Laws

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the affirmative vote of a majority of those present at any meeting of the general membership duly called at which a quorum is present, provided that notice of the meeting is give in a manner consistent with previous regular meetings.

ARTICLE XVI – Incorporator

The name and address of the incorporator is as follows: Donna Clayton, 255 Kaualani Drive, Pukalani, Hawaii 96768.

(The remainder of this page is intentionally left blank)

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CERTIFICATION

I certify under penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, that I am authorized to sign this Articles of Incorporation as incorporator, and that the above statements are true and correct.

IN WITNESS WHEREOF, incorporator has executed this instrument this 7th of APRIL, 2014.

Donna Clayton

Donna Clayton