



KAUAI DEVELOPERS' COUNCIL BY LAWS

Article I- Name

The name of the association shall be “Kauai Developers’ Council”. The Council shall be a nonprofit corporation.

Article II- Objectives & Purposes

The objectives and purposes of this Council shall be:

1. To educate developers and the public regarding land, construction and development issues through forums, seminars and publications.
2. To promote high ethics and community responsibility in development and related trades and professions.
3. To monitor and make recommendations to legislative bodies.
4. To cooperate with legislative bodies and government agencies with the goal of seeking policies which will be beneficial to the public and members of the Council.

Article III-Office Location

The principal office and place of business of the Council shall be located in the County of Kauai, State of Hawaii.

Article IV- Fiscal Year

The Fiscal Year of the Council will begin on August 1st and end on July 31st.

Article V- Board of Directors

Section 1. Composition. The Board of Directors shall be composed of an odd number of directors and at least eleven (11) directors. The Board of Directors shall elect the members of the Executive Committee and the President-Elect will ascend to the Presidency. All elected directors shall take office upon installation.

Section 2. Powers. The Board of Directors shall have all powers necessary for the administration of the affairs of the organization and may do all such acts and things therefore as are not by law, the Articles of Incorporation or these By-Laws, forbidden.

Section 3. Meeting Dates. The Board of Directors shall meet quarterly on the second Wednesdays of August, November, February and May.

Section 4. Attendance. Absence of any member of the Board of Directors from three consecutive meetings (except due to illness or when excused by the President from attendance before or after any meeting for good and sufficient reason) shall be cause for removal from the Board of Directors and from any office held. If a Director is removed, or is incapacitated for some reason, the President may appoint a replacement Director with the approval of a majority of the Board of Directors.

Section 5. Quorum. A majority of all Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors. If less than a quorum shall be present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting.

Section 6. Voting. All members of the Board of Directors shall be entitled to one vote. Voting by members of the Board of Directors shall be in person. There shall be no voting by proxy.

Section 7. Expenditures. All payments of account shall be made by check to be signed by two signators who shall be the President or Vice President AND Secretary or Treasurer. The Board may from time to time authorize other signators. All payments in excess of \$100.00 over approved budget shall require approval of the Board of Directors.

Section 8. Removal of Officer. The Board of Directors by a resolution duly adopted by at least two-thirds (2/3) of its members at any meeting may remove any officer from the Board of Directors.

Section 9. Removal of Director. The Membership by a resolution adopted by at least two-thirds of its members at any meeting, may remove any director from office and from membership on the Board of Directors for a good cause.

Section 10. Liability. None of the members of the Board of Directors shall be liable for any acts performed as a Director pursuant to Hawaii Revised Statutes 415B-158.5.

Article VI- Officers

Section 1. President. The President shall preside at all meetings, and shall serve as Chairman of the Executive Committee. He shall prepare an annual report of the activities of the Council to be circulated to the membership.

Section 2. President-Elect/Vice President. The President-Elect/Vice President shall perform such duties as the Board of Directors may assign to him. The President-Elect/Vice President shall carry on the duties of the President in his absence.

Section 3. Treasurer. The Treasurer shall be responsible for all funds of the Council, for payment of all bills and shall present a written report of the financial condition and

transactions of the Council annually, and when requested to do so, at all regular meetings of the Board of Directors for their consideration.

Section 4. Secretary. It shall be the responsibility of the Secretary to record the proceedings of all meetings of the Council. He shall be responsible for all the records and files of the Council. He shall relay all complaints and suggestions from members of the Council to the Board of Directors for their consideration.

Article VII- Executive Committee(s)

Section 1. Composition. The Executive Committee shall consist of a President, President-Elect/Vice President, Treasurer and Secretary.

Section 2. Executive Committee. The Executive Committee shall have the power and authority to appoint, employ and remove employees and agents, including an auditor or firm of accountancy to audit receipts and disbursements of the Council annually.

Section 3. Committee Vacancy. The President-Elect/Vice President shall fill a vacancy in the office of President. Any other vacancy occurring in the Executive Committee shall be filled by the President with the approval of a majority of the Board of Directors. In the event of a tie vote, the President shall cast the deciding vote.

Section 4. Special Committees. From time to time, the President may appoint task-oriented committees to assist the Board of Directors. The Chairperson of any such committee shall be invited to attend Board of Directors meetings as a non-voting member.

Section 5. Executive Committee Meeting. The Executive Committee meeting shall be called by the President and scheduled as necessary.

Article VIII- Membership

Section 1. The members of the Council shall be actively engaged in the business of developing real estate and/or whose business enterprise deals with real estate developers and/or real estate development projects (e.g. architects, bankers, accountants, attorneys, appraisers, realtors).

Section 2. Voting. Each member is entitled to one (1) VOTE. There shall be no voting by proxy.

Section 3. Resignation of Members. Any member may resign from the Council, but such resignation shall be in writing, and upon such resignation such member shall forfeit any right to or interest in any of the assets of the corporation.

Section 4. Dismissal or Suspension of Members. Any member who is delinquent in the payment of dues for a period of 60 days shall be notified in writing thereof by the

secretary. Failure to make payment of the delinquent dues within thirty days after such notice thereof having been given writing by the secretary shall constitute cause for dismissal or suspension and any such delinquent member may thereafter be dismissed by a majority vote of the Board of Directors. For any member charged with conduct out in violation of the purposes of the Council shall be furnished with such charges in writing and shall be given an opportunity to appear before the Board of Directors. Any member who is one year delinquent in dues, membership shall be automatically terminated After such hearing, and upon a finding that the charges have been substantiated such member shall be dismissed from the Association by a two-thirds (2/3) vote of the members of the Board.

Article IX- Meetings

Section 1. Annual Meetings. The Council shall hold a minimum of two general membership meetings per year, one of which shall serve as the annual meeting. The annual meeting shall be held during the last week of September of every year.

Section 2. Special Meetings. Special meetings of the Council shall be called by the President upon the request of not less than ten members, or may be called by him on his own initiative at such times as may be deemed necessary or expedient.

Article X- Dues

Section 1. The Board of Directors shall have the authority to establish the annual dues. The established dues shall remain in effect until changed by the Board of Directors and the members notified of such change.

Section 2. Billing. Billing shall be dated and mailed not later than thirty (30) days prior to the fiscal year.

Section 3. Dues Collection. Any dues received during the thirty (30) days prior to the fiscal year shall be credited to the fiscal year to which they apply.

Section 4. Termination of membership. Any member who is delinquent in the payment of dues for a period of 60 days shall be notified in writing thereof by the secretary. Failure to make payment of the delinquent dues within thirty (30) days after such notice thereof having been given in writing by the secretary shall constitute cause for dismissal or suspension and/ or any such delinquent member may thereafter be dismissed by a majority vote of the Board of Directors. Any member who is one year delinquent in dues, the membership is automatically terminated.

Article XI- Nominations & Elections

Section 1. Nominating Committee. The President shall appoint a Nominating Committee of not less than three (3) members no later than July 1 of each year. The members of the Nominating Committee shall not hold any elective office in the Council. Such committee shall canvass the members willing to serve as officers and directors if elected, and shall nominate candidates for directorships. The Nominating Committee shall submit a recommended slate of candidates representing an appropriate cross section of the membership.

Section 2. Election of Directors. The Nominating Committee shall submit its report to the Board of Directors no later than August 1 or as soon as practical thereafter. A list of nominees shall be prepared and mailed to each voting member in good standing. Election will take place at the next general meeting following submission of the Nominating Committee report.

Three (3) members of the Nominating Committee shall tally the ballots.

Directors shall be elected for a staggered two year term according to the following formula: Each year, on even years (total number of directors plus one) divided by two and on odd years (total number of directors minus one) divided by two, shall be elected for two year terms.

Section 3. Election of Officers. The newly elected directors shall meet on or before the beginning of the fiscal year for the purpose of electing the officers of the Council. At such meeting of the Board-elect, nominations for office shall be made from the floor, and upon being seconded, shall be submitted to the vote of the Board-elect.

The order of election shall be:

- President
- President-Elect/Vice President
- Treasurer
- Secretary

At all elections, the candidate receiving the highest number of votes for each office and directorship shall be declared elected.

Article XII-Quorum

Section 1. A majority of the membership shall constitute a quorum at any regular or special meeting of the Council. The Board of Directors may authorize balloting by mail, email and or fax.

Article XIII-Amendments

These By-Laws may be amended at any annual or special meeting of the Council, the notice of which shall have stated that a purpose of the meeting is to consider the adoption of amendments or repeal of the By-Laws by a majority (51%) of the members present at

such meeting. Any proposed amendment shall be submitted in writing to the Board of Directors at least thirty (30) days prior to the date of such meeting. When any proposed amendment is so submitted, the secretary shall send a copy thereof by mail to each active member of the Council at least ten (10) days prior to such meeting with the recommendations of the Board of Directors thereon.

Article XIV- Dissolution

In the event of dissolution of the Council any funds remaining, after settlement of debts, shall be distributed to one or more regularly organized and qualified charitable, educational or philanthropic organizations to be selected by the Board of Directors.

Article XV- Parliamentary Procedure

Robert's Rules of Order shall be the authority on all questions of procedure.

All references to the pronoun "he" in these By-Laws shall be understood to refer to either male or female.

By Laws Amended 7-12-2006:

Article IV – The Fiscal Year will begin on September 1st and end on August 31st.

Article V Section 7. The Board may from time to time authorize other **signatories**.