

# **HAWAII RURAL WATER ASSOCIATION**

## **BY-LAWS OF**

**June 29, 2011**

### **ARTICLE I**

The purpose for which the corporation is formed and the powers which it may exercise, are set forth in the Articles of Incorporation of the Corporation.

### **ARTICLE II**

Section 1: The name of this corporation is the Hawaii Rural Water Association (hereafter “the Association”).

Section 2: The principal office of this corporation shall be 1325 South Kihei Road, Suite 200, Kihei, Hawaii. The Board of Directors is granted the authority to change the location of the office from one location to another.

### **ARTICLE III**

The seal of the corporation shall have a circle with the words “Hawaii Rural Water Association” inscribed around the outer perimeter and the words “Corporate SEAL” in the center.

### **ARTICLE IV**

#### **Fiscal Year**

The fiscal year shall be the calendar year.

## ARTICLE V

### Membership

Section 1:     **Eligibility for Membership.** Membership in the Association shall be limited to the following classes of members. There shall be three classes of membership; active, associate, and individual. The classes shall be defined as follows:

- (a) **Voting Member:** Voting membership in the Hawaii Rural Water Association shall consist of dues paying utilities, both public and private which own public water and/or wastewater facilities. A voting member's representative may be elected to the Board and can be elected as an officer of the Association.
- (b) **Associate Member:** Membership for any firm, corporation, or organization that provides goods, materials, professional services or other service to water and/or wastewater utilities. The associate membership shall be non-voting and ineligible to hold a position on the Board or as an officer of the Association.
- (c) **Individual Member:** Any person who is involved in the water and/or wastewater utility industry. The individual membership shall be non-voting and ineligible to hold a position on the Board or as an officer of the Association.

Section 2:     **Membership Dues:**

Membership dues shall be determined by the Board.

Section 3:     **Liability of Members:**

The property of the members and the Board of the Association shall be exempt from execution for the debts and liabilities of the Association subject to any limitations contained in the Hawaii Nonprofit Corporation Act.

## ARTICLE VI Meeting

### of the Members

Section 1:     **Annual Meeting:**

The annual meeting of the members of the Association shall be held at a time and place in the state of Hawaii as determined by the Board and shall be held between the period of January 1 and December 31. The order of business shall be:

## **ORDER OF BUSINESS:**

- (a) Call to Order
- (b) Report by Secretary of Delegates Present and Determination of a Quorum
- (c) Reading of the Notice of Meeting
- (d) Reading and Approval of Minutes of the Last Annual Meeting
- (e) Presentation of Financial Reports of the Association
- (f) Reports of Directors, Officers, Boards, and Standing Committees
- (g) Reports of Special Committees
- (h) Election of Directors
- (i) Unfinished Business
- (j) New Business
- (k) Adjournment

Section 2:     **Special Meetings:** Special meetings may be called by the president or any three (3) members of the Board or by a special petition signed by a majority of the members.

Section 3:     **Notice of Meetings:** A written notice shall be mailed to each member at the address shown on the books of the Association at least ten (10) days and not more than forty-five (45) days prior to the date of any annual or special meeting of the members.

Section 4:     **Delegates:** Each active voting member shall select a delegate and an alternative delegate to represent the member at the meetings of the Association. Each voting member shall have one delegate and one vote at the meetings of the Association, provided that the name of the delegate has been submitted to the Board or the Board's designated representative prior to the annual meeting. A delegate must be a member of the governing body, an officer of the member's organization, or employee of the voting member they represent.

Section 5:     **Quorum:** At any meeting of the members, the members present shall constitute a quorum for the transaction of any business, which may properly come before said meeting.

Section 6:     **Voting:** Each voting member of the Association shall be entitled to one (1) vote in person on each matter submitted to the delegates at each annual meeting or special meeting thereof. All matters presented to such annual or special meeting shall be decided by a majority vote of the delegates present. No proxy voting is permitted.

## ARTICLE VII

### Board of Directors

Section 1:     **Number and General Powers:** The affairs of the Association shall be governed by the Board, which shall number a total of seven directors elected by the voting membership. The term of each director shall be three years. Each member county shall be entitled to one representative each on the Board. The remaining three directors shall be elected at large. The Board will have the power to vote to seat ex-officio members to the Board who will serve at the pleasure of the Board and will be non-voting members.

Section 2:     **Election:** The voting member directors shall be elected by a majority vote of the voting member delegates at the annual meeting.

Section 3:     **Qualifications:** Directors must be an official representative of voting members of the Association.

Section 4:     **Removals and Resignations:** The Board may remove any member of the Board for just cause with a vote of a simple majority of the entire Board. The members present at any annual or special meeting of the Association may remove any director, declare a vacancy, and elect a new member of the Board for just cause. Any member of the Board shall have the right to resign at any time by submitting his/her written resignation to the then president of the Association.

Section 5:     **Vacancies:** Any vacancy occurring on the Board may be filled by the remaining Board until the next annual meeting of the Association provided; however, any vacancy created by removal of a director, by a vote of the membership at any annual or specified meeting, shall be filled by the members present at the meeting who created the vacancy.

Section 6:     **Compensation:** No director or officer of the Association shall be entitled to any compensation for or in consideration of the execution of his/her duties as such director or officer provided; however, that the actual reasonable expenses of officers or directors incurred in the business of the Association, may with the approval of the president and the treasurer be paid to them.

Section 7:     **Duties of the Board of Directors:** The duties of the Board are as follows:

(a) To conduct and supervise the affairs of the Association.

(b) To take charge of and be responsible for the property of the Association and supervise the keeping of systematic records of the Association's finances and the proceedings of the Association.

- (c) To initiate, supervise and approve plans and programs designed to achieve the objectives and purposes of the Association.
- (d) To implement policies, programs, or plans adopted at the annual meeting of the members.
- (e) To determine policies of the Association consistent with the objectives and purposes of the Association as set out in the Articles of Incorporation.
- (f) To provide for annual and special meetings of the Association.
- (g) To arrange for the annual audit of the Association by a certified public accountant.
- (h) To provide for the dissemination of information to the members and to the public generally, as may be needed, to provide suitable publicity for the work and status of the Association.

## ARTICLE VIII

### Meeting of the Board of Directors

Section 1:     **Regular Meetings:** There shall be at least one meeting annually of the Board, which shall be held immediately after the annual business meeting of the members for the purpose of reorganization of the Board and to transact any other business of the Association.

Section 2:     **Special Meetings:** Special meeting of the Board may be held at any time when called by the president, or any three (3) or more directors, if reasonable notice of the time and place of such meeting has been given to each director. A waiver of such notice in writing either before or after the time stated herein shall be deemed equivalent to such notice. Notice of any adjourned meeting of the Board need not be given.

Section 3:     **Quorum:** At all meetings of the Board, it shall take a majority of the directors to constitute a quorum to authorize the transaction of business.

## ARTICLE IX

### Officers

Section 1:     **Number and General Powers:** The officers of the Association will be the President, Vice President, Secretary and Treasurer. Their powers are specified in the following sections.

Section 2:     **Election and Removal:** The officers of the Association shall be elected from among the voting member directors at each annual meeting of the Board and may be removed by the Board at any time.

Section 3:     **Term of Office:** The term of office for each officer shall be one (1) year or until his/her successor is elected at the board meeting following the annual meeting of the members.

Section 4:     **President:** The president shall preside at all meetings of the Board and membership. He shall generally perform all of the duties, which usually pertain to the office of president of the Association.

Section 5:     **Vice President:** In the absence of the president, the vice president shall perform all of the duties of the president. He/she shall also perform such other duties as may be prescribed, from time to time, by the directors.

Section 6:     **Secretary:** The secretary or designate shall:

- (a) Supervise the keeping of the minutes of the meetings of the members, the Board, and the executive committee in one or more books provided for that purpose. See that all notices of meetings are given as required by these By-Laws.
- (b) In general, perform all the duties incident to the office of the secretary and such other duties as may be assigned by the Board.

Section 7:     **Treasurer:** The treasurer or designate shall, in general, perform all the duties incident to the office of the treasurer and such other duties as may be assigned by the Board.

Section 8:     **Bonding:** The treasurer and any staff involved in the financial transactions of the Association shall be bonded at an amount determined by the Board.

## **ARTICLE X**

### **Dissolution**

In the event of dissolution of the corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed to such non-profit corporation of like purpose or purposes as directors of this corporation may select and designate. In no event shall the assets and property, in the event of dissolution, go to or be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose.

**ARTICLE XI**

**Amendments**

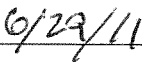
These By-Laws may be amended by a majority vote of the delegates at any annual meeting of the Association, or any special meeting of the Association, provided that proper written notice of any proposed revision is mailed to the members at least thirty-five (35) days prior to the annual meeting or special meeting at which the amendment would be voted on.

**ARTICLE XII**

The above and foregoing By-Laws were duly and regularly adopted as the By-Laws of the Hawaii Rural Water Association, this 29<sup>th</sup> day of June, 2011.

  
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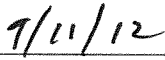
President

  
\_\_\_\_\_

Date

  
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Vice President

  
\_\_\_\_\_

Date



HRWA By-law Addendum 1

Association Annual Meeting

December 9, 2013

Hawai'i Rural Water Association By-Laws, Article VI, Section 3 states – “A written notice shall be mailed to each member at the address shown on the books of the Association at least (10) days and not more than forty-five (45) days prior to the date of any annual or special meeting of the members”.

Hawai'i Rural Water Association By-Laws, Article VI, Section to be changed to – “A written notice shall be *e-mailed or* mailed to each member at the address shown on the books of the Association at least (10) days and not more than forty-five (45) days prior to the date of any annual or special meeting of the members”.

**Motion:** Mr. Dave Taylor moved to accept the change in wording of the HRWA bylaws, Article VI, Section three as proposed to allow a written notice to be emailed to the members.

**Seconded:** Mr. Ernest Lau seconded the motion.

**Discussion:** There was no discussion on the motion.

**Vote:** Approved 6-0-0

  
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President

  
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Secretary/Treasurer