

# **BY-LAWS**

OF

## **Maui Ranch Estates Owners' Association**

**NOTICE:** This document has been transcribed from scanned images via OCR/AI and should be compared against the original certified copies for legal purposes. While care has been taken to ensure accuracy, OCR and AI transcription may introduce errors.

Adopted: April 14, 1976

# ARTICLE I

## Members of the Corporation

### Section 1. Eligibility, Admission, Effective Date.

Every owner or vendee under a fee simple or an agreement of sale of a lot within that certain tract of land situate at Ulumalu, Makawao, County of Maui, State of Hawaii, known as "Maui Ranch Estates Subdivision" (and generally embracing the land described in and shown on File Plan No. 1155 filed in the Bureau of Conveyances of Hawaii), shall be a member of the corporation. No such owner or vendee shall for any reason be denied membership in the corporation. The term "owner" as used herein shall include a vendee and shall mean the singular or plural number, individuals, firms or corporations, and their and each of their respective successors, executors, administrators and permitted assigns.

No such owner, whether one or more individuals, firms or corporations, shall be eligible for more than one (1) membership per each such lot in which such owner shall have an interest. Each such owner shall be admitted to membership by the entry of his name upon the membership roll of the corporation. No other or further formality shall be required to constitute any such owner a member of the corporation.

The effective date of any member shall be the date of the instrument, act or occurrence by which the candidate for membership acquired or succeeded to, or shall have acquired or succeeded to, an ownership interest in a Maui Ranch Estate Subdivision lot as aforesaid, retroactively or prospectively as the case may be.

### Section 2. Expulsion, Withdrawal, Transfer.

No membership shall be forfeited, nor member be expelled, except upon forfeiture or termination of the ownership interest of such member in such lot. No member may withdraw, nor shall any member transfer or otherwise dispose of his membership, except upon transfer of his rights and interests in his lot, and upon payment of all his indebtedness to the corporation, on account of unpaid assessments or otherwise, and a charge of \$5.00 for transfer on MRE records.

### Section 3. Meetings.

The annual meeting of the members of the corporation shall be held each year on such date and time in the months of January, February, March or April, and at such place in the State of Hawaii as the President or, in his absence, a Vice-President, may designate. Regular meetings of the members of the corporation, other than the annual meetings, shall be held at such times, and at such place or places within the State of Hawaii as shall be determined from time to time by the members of the corporation.

Except as otherwise expressly provided by laws, the Charter of Incorporation or these By-Laws, special meetings of the members of the corporation may be called by any officer of the corporation, and such meeting shall be held at such time, and at such place within the State of Hawaii, as shall be specified by the person or persons calling the meeting.

### Section 4. Notice of Meetings.

Notice of each meeting of the members of the corporation, specifying the time and place of the meeting and specifying whether it is an annual or regular or special meeting, shall be given by the Secretary or by a person calling the meeting to each member of the corporation, by advising him in writing or by word of mouth of the meeting, or by leaving written or oral notice of the meeting at his residence or usual place of business, or by mailing written notice of the meeting postage prepaid addressed to him at his residence or usual place of business.

Notices of annual meetings shall be in writing and forty-five (45) days in advance of meeting date. Nonreceipt of notice of any meeting by any member of the corporation shall not invalidate any business done at the meeting. No notice of any meeting need be given to any member of the corporation who at the time of the meeting is absent from the State of Hawaii.

Any member of the corporation may waive notice of any meeting either prior to or at or after the meeting, with the same effect as though notice of the meeting had been given to him. The presence of any member of the corporation at a meeting shall be the equivalent of a waiver by him of notice of the meeting.

### **Section 5. Quorum.**

The members of the corporation present at any general meeting (i.e. Annual Meeting) and possessing, in aggregate, not less than twenty (20) votes shall constitute a quorum for the conduct of business at the meeting, and any decision by a majority of such quorum shall be valid and binding upon the corporation, except as may otherwise be expressly provided in the Charter of Incorporation or elsewhere in these By-Laws with respect to particular matters.

Except as otherwise expressly provided by law, the Charter of Incorporation or elsewhere in these By-Laws, any business of the corporation may be transacted at any meeting of the members, irrespective of any specification of the business to be conducted at the meeting which may be set forth in the call or notice of the meeting.

### **Section 6. Voting Rights.**

The owners of lots, whether individuals, trustees or corporations, shall be entitled to one vote per lot. If there is more than one owner covering one given lot, any one of said owners may exercise said one vote on behalf of all the owners of said lot. A member may vote by Proxy with a duly signed document.

### **Section 7. Use of Facilities.**

Subject to all rules and regulations adopted by the Board of Directors as provided in Article IV of these By-Laws, every member shall be entitled to use of the facilities of the corporation, i.e., roadways, private water system.

## **ARTICLE II**

### **Board of Directors**

#### **Section 1. Member.**

There shall be a Board of Directors of the corporation of not less than nine (9) members, as may from time to time be determined by the members of the corporation.

#### **Section 2. Election and Term.**

Except as otherwise provided by law, the Charter of Incorporation or elsewhere in the By-Laws, the members of the Board of Directors shall be nominated by members of the corporation and elected at the annual meeting and shall, unless sooner removed by the members of the corporation as provided in these By-Laws, hold office until the next annual meeting of the members of the corporation and/or thereafter until their successors shall be duly elected.

#### **Section 3. Removal.**

Any member or members of the Board of Directors may be removed at any time by action of fifty-one percent of the members of the corporation. However, Board members who are absent without notification for three consecutive meetings may be removed by Board action.

#### **Section 4. Vacancies.**

If any vacancy occurs in the Board of Directors, the remaining members of the Board of Directors, if a quorum is present, by an affirmative vote of a majority thereof, may elect a successor to serve until the next annual meeting of the members of the corporation and/or thereafter until a successor shall be duly elected.

#### **Section 5. Meetings.**

Regular meetings of the Board of Directors shall be held at such place or places in the State of Hawaii as shall be determined from time to time by the Board of Directors. Special Meetings of the Board of Directors may be called by any officer of the corporation or by any two (2) members of the Board of Directors, and any such meeting shall be held at such time, and at such place in the State of Hawaii as shall be specified by the person or persons calling the meeting.

#### **Section 6. Notice of Meetings.**

Notice of each meeting of the Board of Directors, specifying the time and place of the meeting and specifying whether it is an annual or regular or special meeting, shall be given by the Secretary or by a person calling the meeting to each member of the Board of Directors, by advising him in writing or by word of mouth of the meeting, or by leaving written or oral notice of the meeting at his residence or usual place of business, or by mailing written notice of the meeting postage prepaid addressed to him at his residence or usual place of business.

Nonreceipt of notice of any meeting by any member of the Board of Directors shall not invalidate any business done at the meeting. No notice of any meeting needs to be given to any member of the Board of Directors who at the time of the meeting is absent from the State of Hawaii. Any member of the Board of Directors may waive notice of any meeting either prior to or at or after the meeting, with the same effect as though notice of the meeting had been given to him. The presence of any member of the Board of Directors at a meeting shall be the equivalent of a waiver by him of notice of the meeting.

**Section 7. Quorum.**

A majority of the members of the Board of Directors shall constitute a quorum for the conduct of business at any meeting, and any decision of a majority of such members, within the scope of the authority of the Board of Directors shall be valid and binding on the corporation. Any business within the scope of the authority of the Board of Directors may be transacted at any meeting thereof, irrespective of any specification of the business to be conducted at the meeting which may be set forth in the call or notice thereof.

**Section 8. General Powers.**

Subject to action by the members of the corporation, the Board of Directors shall have the general power and authority to manage and control the property, business and affairs of the corporation.

**Section 9. Compensation.**

Members of the Board of Directors shall receive no compensation for their services as directors. This provision shall not preclude a member of the Board of Directors from serving the corporation in another capacity and receiving compensation therefor.

## **ARTICLE III**

### **Officers**

#### **Section 1. Enumeration and Qualifications.**

The officers of the corporation shall be a President, a Vice-President, a Treasurer and a Secretary. The Treasurer may be an individual, firm or corporation. The Secretary may be an individual, firm or corporation. Any two of the offices of Vice-President, Treasurer and Secretary may be held by the same person.

#### **Section 2. Election and Term.**

The Treasurer shall be appointed by the Board of Directors, and shall serve at the pleasure of the Board of Directors or for such term of years as the Board of Directors shall determine. The President, Vice President and Secretary shall be elected by the Board of Directors at a board meeting immediately following the annual meeting of the members of the corporation, and shall hold office until the next annual meeting of the members of the corporation and/or thereafter until their successors shall be duly elected.

#### **Section 3. Removal.**

Any officer elected by the members of the board of directors may be removed at any time by action of three-fourths of the votes cast at a meeting of the corporation provided that not less than 15 votes are cast and written notice of the meeting stating such proposed action is sent by mail to all members at least one week prior to the date of meeting.

#### **Section 4. Vacancies.**

If a vacancy occurs in any office, the Board of Directors may elect or appoint a successor to fill such vacancy for the remainder of the term.

#### **Section 5. Compensation.**

No officer, except the Treasurer, shall receive compensation for services as such officer, provided that officers shall be entitled to be reimbursed for necessary disbursements or expenses made or incurred by them, with the approval of the Board of Directors, in the discharge of their duties. The Treasurer may receive reasonable compensation for services rendered by it, and the Board of Directors may contract with the Treasurer for the payment of such reasonable compensation during its term of office.

#### **Section 6. President.**

The President shall be the general executive officer of the corporation and shall have general supervision over its business and affairs, and shall see to the proper observance and enforcement of the Charter of Incorporation and By-Laws of the corporation and the rules and regulations, actions and orders of the members of the corporation and the Board of Directors.

The President shall preside at all meetings of the members of the corporation and of the Board of Directors. The President shall have the powers and perform the duties customarily incidental to his office and such other powers and duties as may be given to him elsewhere in these By-Laws or as may be assigned to him from time to time by the members of the corporation or the Board of Directors.

#### **Section 7. Vice-President.**

The Vice-President shall have such powers and duties as the Board of Directors may from time to time prescribe, and as may be assigned to him by the President. During the absence or disability of the President, or if that office be vacant, the Vice-President shall have all the powers and duties of the President.

### **Section 8. Secretary.**

The Secretary shall attend all meetings of the members of the corporation and of the Board of Directors, shall keep the minutes of such meetings, and shall distribute copies of minutes to all members within 60 days, and shall be the keeper of the seal of the corporation. The Secretary shall have the power and perform the duties customarily incidental to the office and such other powers and duties as may be given elsewhere in these By-Laws or as may be assigned from time to time by the members of the corporation or by the Board of Directors.

### **Section 9. Treasurer.**

The Treasurer shall be the chief financial officer of the corporation, and shall advise the members of the corporation and the Board of Directors in regard to financial matters. The Treasurer shall have charge and custody of, and be responsible for, all funds and evidences of property of the corporation, and shall be responsible for keeping all the books and accounts of the corporation, including the membership roll, and shall render statements thereof in such form and as often as may be required by the members of the corporation or the Board of Directors.

The Treasurer shall receive, and give receipt for, and shall have power to enforce collection in the name of the corporation of all monies due and payable to the corporation from any source whatever, and shall deposit the same in the name of the corporation in such banks, trust companies (including the Treasurer) or other depositories as shall be selected or authorized by the Board of Directors. No funds of the corporation shall be disbursed except by or upon the warrant of the Treasurer, and all checks or other instruments for the payment of funds of the corporation shall be signed by the Treasurer.

## **ARTICLE IV**

### **Rules and Regulations**

#### **Section 1. Adoption.**

The Board of Directors shall from time to time make such rules and regulations concerning the corporation as it deems necessary or advisable.

#### **Section 2. Promulgation.**

The Secretary shall mail a true and correct copy of all rules and regulations, or amendments thereto, to each member of the corporation as appears on the membership roll of the corporation at his last known address, at such time of changes or updating, or as hand-outs at annual meetings.

#### **Section 3. Effective Date.**

Any such rule or regulation or amendment thereto, adopted by the Board of Directors shall be on the fifth (5th) day following the date of such distribution, unless the Board of Directors, in adopting the same, shall specify some other effective date.

#### **Section 4. Advisory Committee.**

The President, with the approval of the Board of Directors, may appoint a committee of members to prepare drafts of such rules and regulations to suggest amendments thereto, and generally to advise the Board of Directors in regard to such matters.

#### **Section 5. Rules & Regulations.**

Restrictive Covenants as recorded in Liber 7742 Page 329 and as amended are hereby incorporated in these By-Laws.

## **ARTICLE V**

### **Assessments and Charges**

#### **Section 1. Regular Annual Assessment.**

Every member of the corporation shall pay an annual assessment of an amount determined by the board of directors according to needs of the association, said assessment to be collected by the Treasurer of the corporation. The Treasurer shall present his statement and estimate of the expenses and liabilities of the corporation accrued and to accrue during the current calendar year, including its recommendation as to the amount, if any, which should be added to a reserve for contingencies during the said current calendar year, and shall advise the members and the Board of Directors as to the anticipated manner in which such expenses and liabilities shall be satisfied, whether by levy of assessment against the members or other receipts or both.

At each annual meeting of the Board of Directors, the Board shall determine the total amount of such expenses and liabilities which it shall find necessary to be satisfied by levy of assessment against the members of the corporation and thereupon shall determine and levy an annual assessment against each member of the corporation in an amount equal to the quotient of the total amount determined by the Board of Directors as aforesaid, divided by the total number of lots within said tract known as "Maui Ranch Estates Subdivision" as of the date of such assessment.

The Treasurer thereupon shall give notice of such assessment to every such member of the corporation as of the date of such assessment, and every such member shall pay the same to the Treasurer in a lump sum or in monthly payments totalling the annual assessment after the date of such notice. Liens or suits may be filed for non-payment of assessments and for collection charges therefore.

#### **Section 2. Special Assessments.**

The Treasurer shall notify the President and the Board of Directors if at any time it shall find or anticipate that the funds of the corporation are or will be insufficient to meet accrued or accruing expenses and liabilities of the corporation. The Board of Directors may at any regular or special meeting thereof, levy other and further assessments against the members of the corporation if it shall find that such action is necessary or desirable. The Treasurer shall give notice of, and the members liable therefor shall pay, the same in the same manner as provided in Section 1 of this Article V with respect to regular annual assessments.

#### **Section 3. Liens.**

In the event that unpaid charges by any property owner reaches the sum of \$120.00, a letter will be sent to that owner informing him/her that a lien process will be initiated stating that said property may be foreclosed by the Association in the same manner as a real estate mortgage may be foreclosed as set forth in Chapter 667 and Section 501-118, Hawaii revised Statutes, as the same is now or may be hereafter be amended, provided that no action shall be brought to foreclose such lien unless ninety (90) days' written notice shall be mailed to property owner. Upon the full payment of due amount, the lien created hereunder shall be null and void.

#### **Section 4. Transfer Charge.**

For the transfer of any membership upon the membership roll of the corporation, the Treasurer shall collect from the member requesting such transfer, and being entitled in accordance with the Charter of Incorporation and these By-Laws so to transfer his membership, a transfer charge of \$5.00.

#### **Section 5. No Other Charges.**

Except as specifically provided in this Article V or elsewhere in these By-Laws, members of the corporation shall not be liable for any other assessments, charges or fees of any kind.

#### **Section 6. Violation of By-Laws or Restrictive Covenants.**

Violation of these By-Laws or Restrictive Covenants shall be sufficient cause to file suit to prohibit such violation. Further said that owner shall pay all costs of such action and costs including reasonable attorney fees as may be fixed by the Court.

### **ARTICLE VI**

#### **Execution of Instruments**

##### **Section 1. Persons Authorized.**

Except in the case of a contract for compensation of the Treasurer, in which case the Board of Directors may authorize one or more of its members or one or more officers or subordinate officers to execute the same, all checks, notes, bonds, deeds, leases, contracts or other documents or instruments shall be executed by the Treasurer. The members of the corporation or the Board of Directors, may designate the President of the corporation to join with the Treasurer in the execution of any such documents or instruments.

## **ARTICLE VII**

### **Seal and Principal Office**

#### **Section 1. Seal.**

The corporation may adopt and use a corporate seal and it shall be in such form and device as shall from time to time be determined by the members of the corporation.

#### **Section 2. Principal Office.**

The principal office of the corporation shall be at the address of the incumbent President of the organization, with the mailing address of P.O. Box 1244, Makawao, Maui, Hawaii 96768, or at such other place in the State of Hawaii, as the members of the corporation shall from time to time determine.

## **ARTICLE VIII**

### **Adoption, Amendment and Repeal**

#### **Section 1. Vote Required.**

The By-Laws may be amended or repealed and new By-Laws may be adopted, by action of three-fourths of not less than 15 and not less than 15 votes cast at a meeting of the corporation provided that no less than 15 votes are cast and written notice of the meeting is sent by mail to all members at least one week prior to the date of the meeting stating that a purpose of the meeting is to consider the adoption, amendment or repeal of the By-Laws and the general nature of the same.

## **ARTICLE IX**

### **Rules of Order**

#### **Section 1. General Procedure.**

The general procedure of meetings shall follow Roberts Rules of Order, Newly Revised, insofar as they do not conflict with the By-Laws of the Association.

---

### **ADOPTION**

The undersigned, being members of MAUI RANCH ESTATES OWNERS' ASSOCIATION, do hereby adopt the foregoing as the By-Laws of said Association this 14th day of April, 1976.

Natalie N. Powell  
Secretary/Treasurer

---

### **Document History**

**Original By-Laws:** Adopted April 14, 1976