

BYLAWS OF THE
HAWAII COMMUNITY DEVELOPMENT AUTHORITY

677 ALA MOANA BOULEVARD, Suite 1001

HONOLULU, HAWAII

96813

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HAWAII COMMUNITY DEVELOPMENT AUTHORITY
Revised: January 5, 2005

ARTICLE I - NAME

Section 1. Name. The official name of the Authority shall be "Hawaii Community Development Authority".

Section 2. Seal. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the symbol of the State of Hawaii.

Section 3. Office and Place of Meeting. The office of the Authority shall be at 677 Ala Moana Boulevard, Room 1001, Honolulu, Hawaii, but the Authority may hold its meetings at such places as may be designated by the Chairperson.

ARTICLE II - MEMBERS OF AGENCY

Section 1. Appointment. The Authority shall consist of members as may be appointed pursuant to HRS 206E-3 and shall serve in accordance with provisions of State law.

Section 2. Powers. The powers of the Authority shall be vested in the members thereof then in office.

Section 3. Terms of Office. The members of the Authority shall serve for such terms as provided by State law.

Notwithstanding the term of office as stated above, the term of an Authority member shall expire upon the failure of the member, without valid excuse, to attend three consecutive meetings duly noticed to all members of the Authority and where the Authority failed to constitute quorum necessary to transact business. The Chairperson or the Acting Chairperson of the Authority shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence.

This provision shall not apply to ex officio members of the Authority.

Section 4. Compensation. No member of the Authority who is appointed or elected to any office thereof shall receive any compensation thereof other than reimbursement for necessary expenses incurred in performing such additional duties.

ARTICLE III - OFFICERS

Section 1. Regular Officers. Regular officers of the Authority shall be the Chairperson, Vice-Chairperson, and Secretary.

Section 2. Appointments and Elections. The Chairperson, Vice-Chairperson, and Secretary shall be elected by the Authority from among its members.

As provided by State law, the Executive Director shall be appointed by the Authority.

Regular elections shall be held on the first regular or a special meeting held after July 1st of each year, and the officers elected at each regular election shall take office immediately following their election. Special elections to fill vacancies shall be held at the meeting at which the vacancy is officially declared to exist.

Section 3. Terms of Office. The terms of office of the Chairperson and Vice-Chairperson, and Secretary shall be for twelve calendar months from the date of their election to the following year or until their successors are duly elected or in the case of an officer elected to fill a vacancy, for the unexpired term of the officer thus succeeded.

The term of office of the Executive Director shall be at the pleasure of the Authority.

Section 4. Vacancies. Should the office of Chairperson, Vice-Chairperson and Secretary become vacant, the Authority shall fill the vacancy by electing another

Chairperson, Vice-Chairperson or Secretary from among its members to fill such vacancy.

Should the position of Executive Director become vacant, the Authority may appoint an Interim Executive Director until such vacancy is filled by a permanent appointment.

Section 5. Duties of Officers. The Chairperson shall preside at all meetings of the Authority. At such meetings he/she shall submit such information and recommendations to the Authority as he/she may deem proper concerning the policies and other affairs of the Authority.

The Chairperson, and, in the absence or incapacity of the Chairperson, the Vice-Chairperson shall have the power to sign all contracts, deeds, leases, and other instruments required to be executed by the Authority upon approval by the Authority of the project, activity, or action in connection with which such documents are required. In the absence, incapacity or unavailability of both the Chairperson and Vice-Chairperson, any other available member of the Authority shall be empowered to sign all such documents for and on behalf of the Authority. Letters of agreements for services, as distinguished from formal contracts, involving amounts authorized by the Authority, may be signed by the Executive Director, or in his/her absence the person designated by him/her. Agreements to sell, tenancy permits, contract for utility services and such other routine papers and forms to be executed by the Authority in the course of execution of any Authority projects, may be signed by the Executive Director, or any employee of the Authority designated by the Executive Director without prior and further authorization of the Authority. All documents which bind the Authority to a legal obligation shall first be approved as to form and legality by legal counsel for the Authority.

The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In case of resignation or incapacity of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall elect a new Chairperson.

In case of the absence or incapacity of both the Chairperson and Vice-Chairperson, the member of the

Authority who is senior in service based on the current term of office shall perform the duties of the Chairperson.

The Secretary shall be responsible for and sign the minutes of the meetings of the Authority. In the absence or incapacity of the Secretary, the Chairperson shall perform the duties of the Secretary.

The Executive Director shall serve as the chief executive officer of the Authority, shall be directly responsible to the Authority, and shall have control of and responsibility for the execution of the Authority's policies, the administration of its affairs, and the employment and supervision of its personnel. At each meeting of the Authority, the Executive Director shall furnish its members with such information and make such recommendations as shall be necessary to effect the purposes of the Authority and for the proper administration of its affairs. The Executive Director shall authorize and certify payrolls, requisitions, invoices, and other documents essential to the proper administration of the Authority.

ARTICLE IV - MEETINGS

Section 1. Regular Meetings. Regular meetings shall be held at the regular meeting place of the Authority on the first Wednesday of the month excepting if such date is a legal holiday, then the regular meeting for such date shall be held on the day immediately following such holiday. Any and all business of the Authority may be transacted at such regular meetings.

Section 2. Special Meetings. Special meetings shall be held at such times and places as the Authority may determine, or may be called by the Chairperson at such time and place as he may determine, and must be called by him/her upon written request of three or more members of the Authority filed with the Executive Director. Notice of any special meeting must be given to each member of the Authority at least seventy-two (72) hours prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the notice.

Section 3. Change of Meeting Dates. The Authority may hold its regular meetings on dates, times, and places other than the stipulated dates, times, and places, provided however, that proper notice be given of the change of dates, times, and places.

Section 4. Executive Meetings. The Authority may hold an executive meeting closed to the public upon fulfillment of the requirements therefor and for reasons prescribed by law.

Section 5. Emergency Meetings. The Authority may convene an emergency meeting in less time than is normally required upon finding that an imminent peril to the public health, safety, or welfare exists. The Authority may also convene an emergency meeting where it must take action on a matter over which it has supervision, control, jurisdiction or advisory power because of an unanticipated event as provided by State law. The Authority shall adhere to all emergency meeting requirements as prescribed by law.

Section 6. Public Notice. The Authority shall adhere to all public notice requirements as prescribed by law.

Section 7. Quorum. The powers of the Authority shall be vested in the members of the Authority thereof in office from time to time. Quorum shall be determined as provided by State law.

Section 8. Order of Business. At the regular meetings of the Authority the following shall be the order of business:

1. Roll Call.
2. Approval of minutes.
3. Report of the Executive Director.
4. Unfinished business.
5. New Business.
6. Adjournment.

All resolutions shall be written and shall be copied in a journal of the proceedings of the Authority.

Section 9. Manner of Voting. The voting on all questions coming before the Authority shall be entered upon the minutes of such meeting.

Section 10. Testimony. Oral and written testimony shall be accepted by the Authority from the public on any item listed on its meeting agenda. Public testimony that is unrelated to a matter listed on the agenda will be declined. Written testimony should be submitted to: Hawaii Community Development Authority, 677 Ala Moana Boulevard, Suite 1001, Honolulu, Hawaii 96813 or faxed to 587-8150. Oral testimony shall be limited, as determined and announced by the Chairperson, to between three (3) and five (5) minutes per person dependent on the number of testifiers.

Section 11. Parliamentary Procedure. Robert's Rules of Order shall apply in situations not covered by these bylaws or applicable statutes.

ARTICLE V - AMENDMENTS

These bylaws may be amended only by a majority vote of all members to which the Authority is entitled.