

BY-LAWS of the MOANALUA GARDENS COMMUNITY ASSOCIATION
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The Moanalua Gardens Community Association is a tax exempt, non-profit organization under Internal Revenue Code Section 501(c)(4) per IRS Determination Letter dated December 11, 1997

BYLAWS
of the
MOANALUA GARDENS COMMUNITY ASSOCIATION
Revised April 10, 2004

Article I. General

Section 1.1. **Name.** The Moanalua Gardens Community Association is a nonprofit Hawaii corporation. In these Bylaws, the Moanalua Gardens Community Association is called the "Association."

Section 1.2. **Geographical Area Served.** The geographical area served by this Association shall be that portion generally known as Moanalua Gardens Community and its neighborhood or that area ewa of Fort Shafter, mauka of Moanalua Road, Diamond Head of the Moanalua Golf Course, exclusive of the Moanalua Golf Course Subdivision, and makai of the Tripler Army Medical Center grounds.

Section 1.3. **Location.** The principal or registered office of the Association shall be in the City and County of Honolulu, State of Hawaii. The Association may have other offices within the State of Hawaii as the Board of Directors may determine, or as the affairs of the Association may require from time to time.

Section 1.4. **Purpose of Bylaws.** These Bylaws are adopted pursuant to Article XIV of the Articles of Incorporation and Section 414-D1, Hawaii Revised Statutes. These Bylaws are the bylaws of the Association and of the Board of Directors. In the event of any conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern.

Section 1.5. **Fiscal Year.** The fiscal year of the Association shall commence on the first day of July in each year.

Section 1.6. **Seal.** The Association shall have a seal. The seal shall be of such form as the Board of Directors may determine from time to time.

Section 1.7. **Books and Corporate Records.** The Association shall keep accurate and complete books and records of account and shall keep and maintain at its principal office, or such other place as its Board of Directors may order, minutes of all meetings of the membership, Board of Directors, and committees.

Section 1.8. **Inspection of Books and Corporate Records.** The Articles of Incorporation, these ByLaws, the books and records of account and the minutes of proceedings of the membership, Board of Directors, and committees shall be open to inspection upon the demand of any Member, at any reasonable time. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection may be made upon the President or Secretary of the Association.

Article II. Interpretation

Section 2.1. **Definitions.** In these Bylaws, unless the context otherwise requires, the term:

"Articles of Incorporation" means the Articles of Incorporation, originally issued on March 10, 1995, as amended from time to time.

"Board" means the board of directors of the Association.

"Bylaws" means these Bylaws as amended from time to time.

"Director" means a member of the Board of Directors of the Association.

"Member" means a member of the Association as defined in Article IV.

"MGCA Newsletter" means the monthly newsletter published by the Association.

Section 2.2. **Number.** In these Bylaws, unless the context otherwise requires, the singular shall mean the plural and the plural shall mean the singular.

Article III. Purposes

The purposes of the Association are to promote the welfare of the people in the Moanalua Gardens Community and its neighborhood, and to work for the promotion of friendly relationships among its members and the community at large; to provide scholarships for worthy graduating high school seniors; to plan and initiate various activities and projects for the general welfare of its members and to foster a spirit of brotherhood through such activities and projects; to secure benefits for the members of the Association through group action in matters concerning the entire community; to accept contributions, gifts, bequests or devices for the purposes of the Association and to engage in any other activity not otherwise prohibited to it by law or regulation. These activities shall be carried out to the extent and in such manner that they further charitable and educational purposes within the meaning of Section 501 (c)(4) of the Internal Revenue Code of 1986, as amended or superseded from time to time.

Article IV. Members of the Association

Section 4.1. **Basis of Membership.** Membership is based on residential units, rather than residential lots, allowing for one or more residential dwelling units to be present on one residential lot.

Section 4.2. **Classes of Membership; Eligibility; Rights.** There are three classes of membership, regular, supporting, and honorary.

(a) Eligibility for Regular Membership; Rights. All adult residents of Moanalua Gardens are eligible to become regular members of the Association. A regular member in good standing is one who has paid their dues and has met the other qualifications relating to membership in this Association. A regular member shall be entitled to: one (1) vote on each matter submitted to a vote of the membership, participate in membership activities, and serve as an officer, director, or committee chairperson.

(b) Eligibility for Supporting Membership; Rights. Any person who resides outside of Moanalua Gardens is eligible to become a supporting member of the Association. A supporting member in good standing is one who has paid the annual dues. A supporting member shall have the right to participate in such activities and functions of the Association as permitted by the Board of Directors.

(c) Eligibility for Honorary Membership; Rights. A person who has made an outstanding contribution to the Association is eligible to become an honorary member upon the recommendation of the Board of Directors. Honorary members will be recognized by inclusion of their names in the membership directory of the Association with a description of their civic contribution.

Section 4.3. **Dues.** Annual membership dues shall be established by the Board of Directors at its first meeting in July. Any change in the annual membership dues from the preceding year must be approved an affirmative vote of no less than three-fourths (3/4) of the Board of Directors.

Section 4.4. **Expelled for Cause.** Subject to the provisions of the Articles of Incorporation and these By-laws, a regular member may be expelled for cause upon a majority vote of the general membership at any general membership meeting, provided notice of such meeting specifies that such action is to be considered and provided that an opportunity for a fair and impartial hearing before a special committee of the Board of Directors has been afforded.

Section 4.5. **Termination of Membership.** In addition to expulsion for cause, membership in the Association shall terminate upon failure to pay current dues by the end of each fiscal year, or by resignation. Upon the termination of membership, a member forfeits any interest he/she may have in any property or asset held by the Association.

Article V. Meetings of the Membership

Section 5.1. **Annual Meetings.** The annual meeting of members shall be held in the month of May of each year for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. If the election of the officers and directors at the annual meeting shall not be held on the day designated herein, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 5.2. **Special Meeting.** A special meeting of the members may be called by the President or not less than twenty-five (25) members having voting rights.

Section 5.3. **Place of Meeting.** The Board of Directors shall designate the time and place for annual and special meetings. If no meeting place is designated, then the place of meeting shall be the registered office of the Association.

If all of the members shall meet at any time and place and consent to such meeting, then such meeting and any corporate action then taken shall be valid.

Section 5.4. **Notice of Meetings.** At the direction of the President, the Secretary or the members calling a meeting, notice of meetings of the membership, stating the place, day and hour, shall be made to members by any of the following means: publication in the MGCA newsletter, publication in any Oahu newspaper of general circulation, by personal delivery, or by mail or by electronic mail to the member's last known address. In case of a special meeting, the purpose or purposes of the meeting shall be stated in the notice. The notice of meeting shall be deemed to be delivered when published in the MGCA newsletter, published in an Oahu newspaper of general circulation, personally delivered to the member, or deposited in the United States mail addressed and postage prepaid to the last known address of the member.

Section 5.5. **Action Without a Meeting.** Proper corporate action may be taken by either the Board of Directors or the members without a meeting if written consent, setting forth therein the action so taken, shall be signed by a majority of the Directors or members entitled to vote on the matter, whichever the case may be.

Section 5.6. **Quorum.** The physical attendance of twenty-five (25) members shall constitute a quorum at a duly noticed meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5.7. **Voting.** The election of officers and directors shall be by open ballot. A candidate receiving a plurality of the votes cast shall be deemed duly elected. In the event of a tie, the votes shall be recast by the members in good standing who are present at the annual meeting until the winner shall have been determined. Except as herein provided, all votes on any question shall be viva voce at all meetings.

Article VI. Members of the Board of Directors

Section 6.1. **Number of Directors.** (a) There shall be a Board of Directors of the Association which shall be composed of not less than three (3) nor more than fifteen (15) Directors, to include the President, Vice-President, Secretary, Treasurer, and up to eleven (11) additional Directors. The Board may fix the exact number of directors to be elected for the ensuing year.

(b) Each Director shall give to the Secretary the mailing address, telephone number and telecopier number (if any) any changes thereof to which notices shall be sent to the Director. If the Secretary receives no notice of address, the address of the principal office of the Association shall be the Director's address for purposes of notice.

Section 6.2. **Chairperson of the Board of Directors.** The President, during the term of office, shall serve as the Chairperson of the Board of Directors.

Section 6.3. **Liability.** No Director shall be personally liable for the debts, liabilities or obligations of the Association.

Section 6.4 **Term of Office.** The terms of Directors shall be one year; however, Directors shall remain in office until their successors have been elected.

Section 6.5. **Vacancies.** The Board shall have power to fill vacancies occurring in its elective membership through any cause, until the next annual meeting of the Association, when such vacancies shall be filled by election for the unexpired term.

Section 6.6. **No Compensation.** Directors shall serve without compensation, but shall be reimbursed for certain out-of-pocket expenses in accordance with policies set by the Board.

Section 6.7. **Resignation.** Any Director may resign from the Board or an office of the Association by giving written notice to the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified. The acceptance of a resignation shall not be necessary to make the resignation effective.

Section 6.8. **Conflicts of Interest.** A Director shall be considered to have a conflict of interest if (a) the Director has

existing or potential financial interests or interests which impair or might reasonably appear to impair independent unbiased judgment in the discharge of the Director's responsibilities to the Association, or (b) the Director is aware that a person in the Director's family (which, for purposes of this Section 6.8, shall be a spouse or child) or any entity in which the Director is an officer, director, employee, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests. All Directors shall disclose to the Board any possible conflict of interest at the earliest practical time. No Director shall vote on any matter under consideration by the Board in which the Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having the conflict of interest abstained from voting. Any Director who is uncertain whether a conflict of interest exists in any matter may request the Board to determine whether a conflict of interest exists and the Board shall resolve the question by a majority vote, such Director abstaining. The decision of the Director shall be determinative for all purposes.

Article VII. Powers and Responsibilities of the Board

Section 7.1. **Powers.** Subject to limitations imposed by law, the Articles of Incorporation or these Bylaws, all corporate powers shall be exercised by or under the authority of the Board. The Board shall direct the activities of the Association.

Section 7.2. **Responsibilities.** The Board shall have the following responsibilities:

- (a) The Board shall exercise all powers of the Association between meetings thereof and shall act on its behalf with regard to all matters;
- (b) The Board shall control and manage the property and affairs of the Association;
- (c) The Board shall be the program planning and policy making body of the Association between meetings of the Association;
- (d) The Board shall interpret, detail and/or adjust any policy, program and budget to meet the realities of changing situations and availability of funds; and
- (e) The Board may approve the initiation and development of such new activities between annual meetings of the Association as is deemed necessary and consistent with the Association's policy.

Section 7.3. **Duties.** The duties of the Board shall be:

- (a) To analyze needs, determine primary concerns and program priorities, and develop goals and policies for the Association;
- (b) To review and evaluate the program of the Association, set standards, gather and analyze data, and compare results with goals and policy;
- (c) To establish such planning groups as the Board may deem appropriate to carry out its purposes and duties;
- (d) To supervise the financial affairs of the Association, including budgetary matters; and
- (e) To submit annually to the Association a budget based on the goals and objectives developed for the ensuing year for the program of the Association.

Section 7.4. **Delegation.** Authority delegated to the Board by resolution of the Association at its annual meeting shall belong to the Board as a whole. The Board may assign to its organizational substructures, by resolution or through the Bylaws, such powers and responsibilities as it is able, and sees fit to assign. A permanent or irrevocable grant of powers to any such substructure is not authorized.

Article VIII. Meetings of the Board

Section 8.1. **Regular Meetings.** Regular meetings of the Board shall be held monthly at such time and place as the President or a majority of the Board may from time to time prescribe. The Board of Directors may determine by resolution the time and place of regular meetings of the Board without notice other than such resolution.

Section 8.2. **Special Meetings.** Special meetings of the Board for any purpose or purposes may be held on the call of the President or any five (5) Members. Business transacted at a special meeting shall be limited to the matters stated in the notice of the meeting.

Section 8.3. **Notice of Meetings.** (a) Meetings of the Board shall generally be held on the first Tuesday of each month. Notice of Board meetings may be made by publication in the monthly MGCA newsletter, by publication in any Oahu newspaper of general circulation, or as otherwise prescribed in advance by the Board. The failure of any Member to receive notice shall not invalidate the proceedings of any meeting at which a quorum of Members is present. Except as otherwise

provided by law, the Articles of Incorporation or these Bylaws, a notice or waiver of notice need not state the purposes of the meeting.

(b) Notice of each special meeting of the Board, setting forth the time, date, and place of the meeting and the specific nature of the business to be transacted thereat, may be given by the Secretary in person or by telephone, mail, electronic mail or telecopier not less than five (5) days in advance of the meeting to each Director at the address required to be filed with the Secretary by Section 6.1(b) of these Bylaws.

Section 8.4. **Waiver of Notice.** The transaction of business at any meeting of the Board, however called and noticed and wherever held, shall be valid as though held at a meeting after regular call and notice, if a quorum is present and if, either before or after the meeting, each Member signs a written waiver or notice. All such waivers shall be filed with the corporate records as part of the minutes of the meeting.

Section 8.5. **Quorum.** A quorum of the Board is a majority of the total number of Directors. If there is no quorum because of permanent vacancies in the membership of the Board, the remaining Director or Directors may not act except to elect Directors to fill the permanent vacancies. In the absence of a quorum, the presiding officer or a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present. An act of the majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board except when a greater number may be required by law, the Articles of Incorporation, or by these Bylaws.

Section 8.6. **Executive Sessions.** At the determination of the President, or upon the vote of a majority of Directors present when a quorum is present, the Board shall go into executive session and shall exclude therefrom all persons who are not Directors except those persons invited by the Board to attend the executive session.

Section 8.7. **Presumption of Assent.** A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action. To dissent, the Director's dissent or the Director's withholding of the Director's vote shall be entered in the minutes of the meeting. Alternatively, the Director shall file a written dissent to the action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward the dissent by registered or certified mail to the secretary within two (2) days after the date of the action. The right to dissent shall not apply to a Director who voted in favor of the action.

Article IX. Committees

Section 9.1. **Committees.** The President, upon approval by the Board, may appoint Directors to the following committees, which will have the responsibilities described below. The Chair of each committee shall be selected by the President. Each committee may determine its quorum, procedures and other matters relating to its meetings. However, neither the President or the Board are required to establish or maintain any of the following committees.

(a) **Committee on Civic Improvement.** The Committee on Civic Improvement may undertake activities involving the beautification and appearance of the Moanalua Gardens neighborhood.

(b) **Committee on Finance.** The Committee on Finance may undertake the preparation of the annual budget of the Association and presenting it to the Board and the membership for approval. However, in the absence of such committee, responsibility for the annual budget shall lie with the Board.

(c) **Committee on Membership.** The Committee on Membership shall be responsible for the collection of membership dues, the recruitment of members, and all other matters pertaining to membership.

(d) **Committee on Nominations.** The Committee on Nominations, which shall consist of at least three (3) regular members in good standing and shall be appointed by the President no later than January, shall be responsible for presenting a list of nominees for the various offices and Directors to the Board of Directors thirty (30) days before the annual meeting. Members may also nominate Directors by notifying any Board Officer in writing, or by making a nomination from the floor at the annual meeting.

(e) **Committee on Program and Social.** The Committee on Program and Social shall be responsible for the planning and organization of the various programs and social events of the Association.

(f) **Committee on Publication and Publicity.** The Committee on Publication and Publicity shall be responsible for the collection of news as well as the preparation and dissemination of the monthly newsletter.

(g) **Committee on Scholarship.** The Committee on Scholarship shall be responsible for the administration of the Association's annual scholarship program.

Section 9.2. **Special Committees.** There may be such special committees as the Board may establish from time to time to

discharge particular duties. Members and the chair of special committees shall be nominated by the President and elected by majority of the total membership of the Board. Each special committee may determine its quorum, procedures and other matters relating to its meetings.

Article X. Officers

Section 10.1. **Officers, Election and Term.** The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and an Immediate Past President. Each officer shall be elected for a term of one year.

Section 10.2. **Vacancies.** A vacancy in any of the offices of the Association shall be filled in accordance with Section 6.5 of these bylaws.

Section 10.3. **President.** The President shall be the chief executive officer of the Association and, subject to the Articles of Incorporation and these Bylaws, shall have all powers normally exercised by the president of a nonprofit corporation. The President shall see that all orders and resolutions of the annual meeting and Board are carried into effect. The President shall also have general supervision and direction of the officers of the Association and shall see that their duties are properly performed. The President shall prepare the agenda for all meetings of the Association and the Board of Directors, and preside at all meetings of the Association and the Board of Directors and be an ex officio member on all committees. Upon the completion of the term as President, the President shall be automatically elected to serve as Immediate Past President.

Section 10.4. **Vice President.** In the absence or disability of the President, the Vice President shall perform all the corporate duties of the President to the extent permitted by the Articles of Incorporation and these bylaws. In addition, the Vice President shall have such other powers and duties as may be prescribed from time to time by the President or the Board.

Section 10.5. **Secretary.** The Secretary shall keep or cause to be kept the minutes of all meetings of the Association and the Board of Directors. The Secretary shall keep or cause to be kept a register showing the names and addresses of the Directors and officers. The Secretary shall give notice or cause notice to be given in conformity with these Bylaws of all meetings of the Association and the Board of Directors. The Secretary shall work with the President in publishing and distributing the agenda of all meetings and also perform all other duties assigned by the President or the Board.

Section 10.6. **Treasurer.** The Treasurer shall be the chief financial officer of the Association and exercise general supervision over the receipt, custody and disbursement of funds. The Treasurer shall regularly review the accounting and bookkeeping of the Association and shall regularly report to the annual meeting and the Board of Directors regarding the financial condition and results of operations of the Association. The Treasurer shall perform all other duties assigned by the President or the Board.

Section 10.7. **Immediate Past President.** Upon the completion of a term as President, the President shall automatically be elected to serve as Immediate Past President; and in general shall perform all the duties incident to the office of Immediate Past President and other duties as may be assigned from time to time by the President or the Board.

Article XI. Conduct of Business

Section 11.1. **Execution of Contracts.** The Board may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Association. The authority may be general or confined to specific instances.

Section 11.2. **Checks and Orders.** Funds of the Association for amounts exceeding Fifty Dollars (\$50.00) shall be disbursed only on checks or other withdrawal orders of the Association signed by at least two officers or other persons as may be specifically authorized by the Board. Amounts of Fifty Dollars (\$50.00) or less may be disbursed by check signed by the Treasurer.

Section 11.3. **Chart of Accounts.** The Board may adopt and from time to time amend a chart of accounts of the Association.

Section 11.4. **Parliamentary Authority.** The rules contained in the Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, and the rules and policies of the Association.

Article XII. Indemnification

Section 12.1. **No Liability.** No Member of the Board or officer of the Association who serves without remuneration or expectation of remuneration shall be liable for damage, injury, or loss caused by or resulting from the person's performance of, or failure to perform, duties of any position to which the person was appointed, unless the person was grossly negligent in the performance of, or failure to perform such duties.

Section 12.2. **Indemnification Generally.** The Association shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that the person is or was a member, Director, trustee, officer, employee or other agent of the Association or of any division of the Association, or is or was serving at the request of the Association as a Director, trustee or officer of another Association, partnership, joint venture, trust or other enterprise or nonprofit activity, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceedings, had no reasonable cause to believe the person's conduct was unlawful.

Article XIII. Arbitration or Mediation

Section 13.1. **Involving the Association.** All disputes or claims for damages or other relief among or between the Association and any member, Director, officer, employee or agent of the Association shall be submitted to arbitration or another form of nonjudicial dispute resolution.

Section 13.2. **Among Other Persons.** All disputes or claims for damages or other relief among or between any member, Director, officer, employee or agent of the Association which relates to any matter involving the Association or the outcome of which could affect the Association shall be submitted to arbitration or another form of nonjudicial dispute resolution.

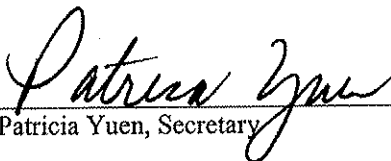
Section 13.3. **Arbitration Rules.** Unless the Board of Directors shall decide to the contrary, all disputes or claims for damages or other relief governed by Section 13.1 or 13.2 of these Bylaws shall be arbitrated in accordance with the rules of the American Arbitration Association.

Section 13.4. **Invalidity.** In the event that any provision of this Article XIII is declared invalid by a competent court, every dispute or claim for damages or other relief among or between the persons described in this Article XIII shall be tried solely by a judge without a jury.

Article XIV. Amendment of Bylaws

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the regular members present at which a quorum is present at any regular or special meeting of the Association; provided, however, notice of the proposed change shall have been made at the immediately preceding regular meeting and/or made available upon request at least ten (10) days preceding the regular or special meeting.

Dated this 10th day of April, 2004.



Patricia Yuen, Secretary