

WEST MOLOKAI ASSOCIATION

Resolution of Board of Directors

2010-001

WHEREAS, members of the Board may not be full-time residents of Hawai'i or may travel frequently to the mainland or elsewhere and not be able to attend meetings of the Board in person; and

WHEREAS, Section 414D-143(b), Hawai'i Revised Statutes, provides that "unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting;" and

WHEREAS, the Association's Articles or By-Laws contain no provisions prohibiting Board meetings from being conducted by such means;

NOW, THEREFORE, be it resolved that Board meetings may be conducted by any means permitted by Section 414D-143(b), Hawai'i Revised Statutes, as determined by the Board from time to time, provided that: (a) an annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the corporation and at the place of such annual meeting; and (b) whenever practicable, all meetings of the Board of Directors, other than executive sessions, shall be open to all members by the same means as members of the board.

Barbara Cusick  
Secretary

Adopted January 22, 2010