

WEST MOLOKAI ASSOCIATION

Resolution of Board of Directors

2010-002

WHEREAS, the Board may be unable to fill the volunteer positions on the West Molokai Association Design Committee in accordance with the WMA DCCRs, Article IV, Section 4.01; and

WHEREAS, WMA DCCRs, Article IV, Section 4.01(b) provides that “Upon the right to appoint and remove members of the Design Committee being vested in the Board of Directors of the Association, the appointment and removal of all members of the Design Committee shall be made by the Board of Directors in accordance with the By-Laws of the Association;” and

WHEREAS, the Association’s Articles or By-Laws contain no provisions prohibiting members of the Board to act as the Design Committee if such Board members are appointed as Design Committee members by the Board, or for the Design Committee to function with less than five members as long as there is a quorum (three members) present at all meetings of the Design Committee; and

WHEREAS, Article II, Section 3, of the By-laws states: “The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board create and appoint one or more committees, each committee to consist of two or more of the directors of the corporation which to the extent provided in said resolution or resolutions or in other provisions of these By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.”

NOW, THEREFORE, be it resolved that at least three members of the Board, as determined by the Board from time to time, shall serve on the Design Committee. The Board of Directors shall appoint and remove the members of the Design Committee by resolutions passed by a majority of the whole Board.

Barbara Cusick

Secretary

Adopted October 12, 2010