



Volcano Cymbidium Acres
Road Maintenance Corporation

The Association Board of Directors has reviewed and approved the following Bylaws changes for voting by the Membership. We show the current Bylaws language, proposed changes (bolded and highlighted for additions, red/strikethrough and highlighted for deletions), and discussion (italicized) for the proposed changes. The Issue Numbers are coordinated with the December 31, 2024 Membership Ballot.

Questions on the changes can be submitted to the Board at Board@vca-rmc.org. Answers to questions received by November 30, 2024 will be posted on our website by December 7, 2024. Ballots are due by December 27, 2024 and can be submitted by postal mail to VCARMC, PO Box 574, Volcano, HI 96785, or email to Secretary@vca-rmc.org. Ballots will be counted and recorded on or about January 1, 2025.

Issue	Bylaw Text with proposed changes / Discussion
1	<p>Bylaw Text with Proposed Changes: 2.5 Voting Rights; Absentee Ballots; Proxies. At any meeting of the members of the Corporation, each member in good standing shall be entitled to one vote for each lot owned. Votes may be cast in person during a meeting, by absentee ballot or by proxy. If more than one person holds ownership interest in any lot, the vote for such lot may be exercised by any one of them present at any meeting in the absence of protest by the other co-owner or co-owners, and in the case of protest, each co-owner shall be entitled to only a share of such vote in proportion to its share of ownership in such lot. Cumulative voting is not permitted.</p> <p>DISCUSSION: <i>“in good standing” means that all Association assessments are paid in full. Association members who are not current on assessments should not have equal voice in Association business. “during a meeting” clarifies that votes cast in person occurs only at meetings. Proxy voting (proxy form submitted) can be done either in person or by absentee ballot.</i></p>
2	<p>Bylaw Text with Proposed Changes: 2.6 Absentee Ballot. Each member entitled to vote in accordance with the terms and provisions of these Bylaws may vote by written absentee ballot. Votes shall be placed in an envelope plainly marked “ballot” and returned to the Corporation office on or before the meeting date. submitted to the Board no later than 4:30 p.m. on the second business day prior to the date established for recording the votes. Ballots may be submitted via electronic mail to the Association Secretary or by U.S. Postal mail. Ballots received after the meeting cutoff date will not be counted. The Board shall enclose with the notice of the annual meeting the agenda for such annual meeting or special meeting and a ballot. Agenda issues shall include, without limitation, the paving plan, budget, election or removal of directors and officers, and other matters to be voted on by the membership. If necessary due to non-receipt, the Board will cause to be sent to any owner a replacement ballot upon request by that owner. All ballots will be counted by a disinterested third party such as the League of Women voters or other independent, impartial organization or person at the time of the meeting. the secretary (or the secretary’s designee from the Board) and one other person not on the Board, on the date established for recording the votes.</p> <p>DISCUSSION: <i>This small not-for-profit Road Maintenance Corporation is operated by volunteers, and does not have a Corporation office. Although postal mail remains an important means of communication, electronic mail has become a simpler and quicker method and should be included. The time needed for receiving ballots, compiling results, and preparing those results for a meeting must be coordinated within this section. The “cutoff date” refers to ‘2 business days before the date established for recording the votes.’ The League of Women Voters is no longer a functioning entity, to our knowledge. There should be two persons</i></p>



Volcano Cymbidium Acres
Road Maintenance Corporation

	<p>counting the ballots, one of which is not on the Board. With voting occurring via absentee ballot, or following an annual meeting, votes received later cannot be counted. With a website and email, it will be possible to submit absentee ballots easily without relying on timely delivery by the Postal Service.</p>
<p style="text-align: center;">3</p>	<p>Bylaw Text with Proposed Changes: 2.7 Proxies. Any member may attend and vote at meetings in person, or by a proxy holder duly appointed by a written proxy signed by the member and filed with the secretary of the Corporation, no later than 4:30 p.m. on the second business day prior to the date of the meeting to which it pertains on or before the date of the meeting. A proxy shall be valid for only a specified meeting of the association and any adjournments of that meeting. No proxy shall be valid after eleven (11) months from the date of its execution. A proxy shall be deemed revoked when the secretary shall receive actual notice of cancellation of the proxy from the member or upon the death or judicially declared incompetence of the member, or upon termination of the member's status as an owner, or upon the appearance at the meeting of the member giving the proxy. Proxies shall be on a form authorized by the association, and may be delivered to the secretary by postal mail, email, or the association website.</p>
	<p>DISCUSSION: <i>These changes in language bring the Bylaws into compliance with HRS 421J-4(a), 421J-4(b)(1), 421J-4(c), and 421J-4(d). Other paragraphs of 421J-4 regard proxies relate primarily to elections of directors.</i></p>
<p style="text-align: center;">4</p>	<p>Bylaw Text with Proposed Changes: 2.11 Notice of Meetings. Except as otherwise required by law, notice of each meeting of the members of the Corporation, specifying the day, time and place of the meeting and the purposes for which the meeting is called, and specifying whether it is an annual or special meeting, shall be given by or under the direction of the secretary to each member of the Corporation at least forty-five (45) fourteen (14) days before the date fixed for such meeting. Such notice shall be in writing and shall be sent to the owner at his residence address or his usual place of business, as it appears on the books of the Corporation, by hand delivery, confirmed email, or posting on the Association website accessible to all members or postal mail, or posting on the Association website accessible to all members first class, postage prepaid, addressed to him at such address. If notice is given pursuant to the provisions of these Bylaws, non-receipt of the actual notice of any meeting by any member of the Corporation shall in no way invalidate the meeting or any proceedings taken or any business done at the meeting. Any member of the Corporation may waive notice of any meeting either prior to or after the meeting, with the same effect as though notice of the meeting had been given him. The presence of any member of the Corporation at a meeting shall be equivalent of a waiver by him of notice of the meeting. Along with the notice of the meeting the Board shall cause to be sent to each Owner an agenda of the issues to be decided at such meeting and a ballot providing a space for the Owner to vote on all such issues as are set forth in the agenda. No issues or votes which are not described in the agenda may be voted on at any membership meeting. In addition to the right of the Board to set the agenda or place items on the ballot, issues shall be added to the agenda or ballot in the following manner: a signed petition of at least twenty-five (25) members delivered to the Corporation office or any Director at least twenty-five (25) seven (7) days prior to the notice of any annual or any special meeting called pursuant to Paragraph 2.9 for that purpose shall cause that issue to be added to the agenda or ballot.</p>
	<p>DISCUSSION: <i>HRS 421J-3.5 indicates that regular, annual, and special meetings of the Association should be open to all members, and requires a not-less-than 14-day meeting notice performed in two (or more) of four ways: hand delivery, US mail, electronic mail, and/or</i></p>



Volcano Cymbidium Acres
Road Maintenance Corporation

	<p><i>posting on the Association’s website accessible to all members. Note that agenda items or ballot issues can be added by Association Members within certain conditions.</i></p>
5	<p>Bylaw Text with Proposed Changes: 2.12 Financial Report and Newsletter. A Newsletter shall be sent to the members forty five (45) fourteen (14) days prior to the annual meeting which shall include statements (on a cash basis) of the income and expenses of the budget for the previous year, the current year covering the period January 1 to August 1, and next year’s proposed budget. A second newsletter shall be mailed or emailed no later than April 1st which shall contain a full accounting (on a cash basis) of the prior year’s budget. Newsletters will also be posted on the Association website.</p> <p>DISCUSSION: <i>HRS 421J-3.5 requires at least a 14-day notification for meetings. Proposed changes in Paragraph 2.11 identifies the four methods of notification permitted in the HRS, one of which is our website.</i></p>
6	<p>Bylaw Text with Proposed Changes: 3.2 Nomination of Directors. All members of the Corporation whose assessments have been paid in full as of the date of nomination are eligible to be nominated to serve on the Board of Directors. Nominations may be self-made, or made by another member, either before or at the annual meeting. Nominations submitted before the annual meeting shall be submitted to the Corporation Secretary via email or postal mail. Voting on those nominated will occur at the annual meeting. must be in writing, and accompanied by a resume of not more than one hundred words and mailed or emailed in such manner that it is received by the Corporation no later than seventy-five calendar days prior to the scheduled date of the annual meeting of the members of the Corporation. The Corporation will not be responsible for lost, misdirected, mail or email not received for any other reason, and any nomination(s) received after the due date outlined herein will not be considered. Nominations and resumes will be published in a ballot sent to all members 45 days prior to the date of the annual meeting for the membership to elect the number required.</p> <p>DISCUSSION: <i>The Board would like increased participation by the Association members. At this time, a resume is less important than an aspiration to serve the larger community. Nomination may be made either before, or at, the annual meeting, with voting occurring at the meeting.</i></p>
7	<p>Bylaw Text with Proposed Changes: 3.8 Notices. Notice of each regular and special meeting of the Corporation Board specifying the day, time and place of the meeting and the proposed agenda shall be given at least seven (7) fourteen (14) days prior to the meeting by or under the direction of the secretary, or by a person calling the meeting, to each member of the Board of Directors, by advising him in writing of the meeting, or by leaving written notice of the meeting at his residence or usual place of business as shown on the Corporation’s books, or by confirmed email, or by mailing written notice of the meeting, postage pre-paid, addressed to him at such residence or usual place of business or by telephone communication. Non-receipt of written notice actually mailed of any meeting by any member of the Board of Directors shall not invalidate the meeting or any proceedings taken or any business done at the meeting. Any member of the Board of Directors may waive notice of any meeting either prior to or after the meeting, with the same effect as though notice of the meeting had been given 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.</p>



Volcano Cymbidium Acres
Road Maintenance Corporation

	<p>DISCUSSION: <i>HRS 421J-3.5 requires not less than 14 days' notice for meetings, and that all meetings must be open to all Association members. This proposed change coordinates with sections 2.11 and 2.12.</i></p>
8	<p>Bylaw Text with Proposed Changes: 3.11 Notice of Board of Director's Meetings to Membership. In addition to the notice required above, at least seven (7) fourteen (14) days before any regular or special Corporation Board meeting, the notice of such meeting and the agenda shall be posted on bulletin boards that are conspicuous in the Volcano community the association website and as determined by the Board. If the Corporation Board has on the agenda for any regular or special board meeting a proposal to alter the previously accepted road maintenance plan or budget as a result of increased material or labor costs, in addition to the notice above, notice of such meeting and the agenda including the proposed changes shall be emailed or, mailed to the membership by first class mail at least fourteen (14) days prior to such meeting.</p> <p>DISCUSSION: <i>HRS 421J-3.5 requires not less than 14 days for notifications. This language is being coordinate with other sections.</i></p>
9	<p>Bylaw Text with Proposed Changes: 5.5 Determination of Assessment. Subject to the provisions of these Bylaws and the Articles of Incorporation, the Corporation Board shall have the power and authority to determine all matters in connection with the respective assessments payable to it, including, without limitation, power and authority to determine where, when and how such assessments shall be paid, and each owner shall comply with all such determinations. Association members shall be notified in writing of any increase in regular assessments at least thirty (30) days prior to the increase.</p> <p>DISCUSSION: <i>Notifying members of changes in assessments is vital. The amount of assessments are determined by the Board to cover each year's budgeted road maintenance and administrative expenses. This added language is taken directly from HRS 421J-9.</i></p>
10	<p>Bylaw Text with Proposed Changes: 9.1 These Bylaws may be altered, amended, added to or repealed by an affirmative vote of two-thirds (2/3) of the members voting by absentee ballot, proxy or in person at any annual meeting or special meeting called for that purpose. Notice of the proposed amendments shall have been given in the notice of annual or special meeting and such proposed amendments included on the ballot sent with the notice to the members. However, such amendments shall not change or alter the powers and purposes as set forth in the Articles of Incorporation and these Bylaws.</p> <p>DISCUSSION: <i>This clarifies that ballots can be absentee, and thereby refers back to section 2.6.</i></p>
11	<p>Bylaw Text with Proposed Changes: 10.4 Annual Accounting. An aAnnual audit report and account, including statements of income and disbursements on both an accrual and a cash basis, shall be available for inspection by members at the Corporation office not later than 120 days after the close of the Corporation's fiscal year or sent to any member for a fee of four dollars (\$4.00).</p> <p>DISCUSSION: <i>The cost of a CPA conducted audit will be over \$1,000 annually. With such a limited budget for our Road Maintenance Corporation, this item adds over 10% in increased overhead costs. With this proposed change, financial information remains available for inspection by members.</i></p>