

**ACTIONS BY UNANIMOUS WRITTEN CONSENT  
OF THE KUAU BAYVIEW BOARD OF DIRECTORS**

**Mar 13, 2016**

**[ draft ]**

**WHEREAS**, it is deemed desirable and in the best interests of this Corporation that the following actions be taken by the Directors of this Corporation pursuant to this Unanimous Written Consent,

**NOW, THEREFORE, BE IT RESOLVED** that, pursuant to applicable law and Article IV, Section 2(d) of the Bylaws of the corporation, the undersigned, being all the Directors of this Corporation, hereby consent to, approve, and adopt the following **ACTIONS** to be ratified at the next meeting:

- 1) **03-13-2016:** To update and amend the Bylaws of the Association, as permitted by Article VIII, Section 1 of the Bylaws, in order to facilitate the ongoing transition from paper-based processes to electronic processes and electronic records consistent with HRS 489E, by adding subsections (e) and (f) to Article III: Members of the Corporation, Section 3, and subsection (e) to Article IV: Board of Directors, Section 2 to read as follows:

**Article III: Members of the Corporation. Section 3. Meetings; Notice; Quorum; Electronic Transmission; Consent.**

**e. Electronic transmission**, online web pages, digital filing, and other technologies may be used by the Association and its members as efficiency tools to serve the rights of members to notice of meetings, access to documents, proxy submission, and voting by members.

**f.** Whenever the **consent** or approval of the members of the Corporation is required or called for under these Bylaws, the Declaration, the Articles, or by law, or otherwise, votes may be cast via postal mail, hand-delivery, online forms, email, or other methods of electronic transmission, except for the election of Directors. The concurring vote by written consent of a voting interest equal to a quorum of the total of all members in good standing, or as otherwise provided by law, the Articles, the Declaration, or these Bylaws, shall be valid and binding upon the Corporation.

**Article IV, Section 2. Meetings; Notice; Quorum; Email.**

**e.** In order to facilitate communication between the Board of Directors and the membership, the preferred mode of communication for all Association business shall be via electronic transmission (email), unless the member has opted, and paid for, paper delivery. Proficiency with email shall be a mandatory qualification for Directors. The Board may permit any or all Directors to participate in meetings by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting, thereby preserving the deliberative nature of the meeting as required by Robert's Rules of Order, Newly Revised. A Director participating in a meeting by this means is deemed to be present in person. [HRS 414D-143]

**Approved by the Kua Bayview at Paia Board of Directors**

/s/ Luba Reeves  
Luba Reeves, President

/s/ Greg Aguera  
Greg Aguera, Director

/s/ Dan Judson  
Dan Judson, Treasurer & VP

/s/ Tom Atkins  
Tom Atkins, Director

/s/ George-ann Kealoha  
George-ann Kealoha, Secretary

Minutes submitted by:

*/s/ George-ann Kealoha*

George-ann Kealoha, Secretary

Approved by:

*/s/ Luba Reeves*

Luba Reeves, President

Date: Mar 13, 2016