

**AMENDED AND RESTATED BYLAWS
OF
THE WAIKOLOA VILLAGE ASSOCIATION**

ARTICLE I

IDENTIFICATION

SECTION 1. NAME

The name of this corporation is the “Waikoloa Village Association.”

SECTION 2. PRINCIPAL OFFICE

[Note #8]

The principal Office of the Association shall be in the County and State of Hawaii at Waikoloa Village.

SECTION 3. PURPOSES

The purpose of this Association is to provide for the management, maintenance, protection, preservation, architectural control and development of property and to administer the restrictions on property in South Kohala and North Kona, Island, County and State of Hawaii, within the area known as “Waikoloa Village,” and to promote health, safety, recreation, sports, entertainment and athletic activities within the community.

SECTION 4. APPLICABILITY OF BYLAWS

The provisions of these Bylaws are applicable to all present and future owners, tenants and occupants of any residential lot of the project, and any other persons who at any time shall use any part of the project.

ARTICLE II

MEMBERS OF THE ASSOCIATION

SECTION 1. MEMBERSHIP

A. Qualification

Each person, corporation or other legal entity who is, or such persons, corporations or other legal entities who are an “Owner” of any residential lot with Waikoloa Village, as the terms “Owner” and “Residential Lot” are defined in the Declaration of Protective Covenants for Waikoloa Village, County of Hawaii, State of Hawaii, as the same may be amended from time to time, (the “Declaration”), shall be a member of the Association. The owner of any residential lot upon acquiring title thereto shall automatically become a member of the Association and shall remain a member thereof until such time as his/her ownership of such residential lot ceases for any reason.

B. Proof of Status

No person shall exercise the rights of membership in the Association until satisfactory proof has been furnished to the Secretary of the Association that he/she is an owner of a residential lot. Such proof may consist of a copy of a duly executed, acknowledged and recorded deed, agreement of sale, or lease for a term of not less than fifty (50) years, or a title insurance policy, showing said person to be the owner of a residential lot within Waikoloa Village, as defined in the Declaration. Any such instrument or title policy shall be deemed conclusive in the absence of a conflicting claim based upon a later instrument or title policy.

C. Membership Identification

[Note #8]

The Board of Directors may provide for the issuance of amenity cards providing membership in the Association which shall be in such form as may be determined by the Board. Issuance of amenity cards shall be recorded by the Association. All such amenity cards shall consist of, at a minimum, the name, address/lot number, date of issuance and expiration date. If any amenity card shall become lost, mutilated or destroyed, a new amenity card may be issued upon such terms and conditions as the Board may direct. The Association may issue

amenity cards to members from time to time as the Board of Directors may deem necessary to assure proper control and identification.

D. Privileges of Membership

[Note #8]

The membership privileges of the Association shall be extended to those persons residing with the Owner(s) in the improvements on the residential lot up to a maximum of five such persons (including Owners) as designated by the Owner(s). The membership privileges may be transferred to tenant(s) holding a written lease; provided, however, that the same restrictions apply. All such transfers must be requested by the Owner or his/her agent in written form and are subject to the record provisions of Article II.C.

SECTION 2. VOTING RIGHTS: PROXIES: MAIL BALLOTS

A. Voting

[Note #8]

At any meeting of the members of the Association each member shall be entitled to vote as set forth in the Charter of Incorporation, the Declaration, and these Bylaws.

B. Proxies

Any member may attend and vote in person at meetings of the members. Alternatively, any member may submit a proxy which designates a proxy holder to vote on any issue before the membership for a vote at the meeting. The authority given by any member to another person to represent him/her at meetings of the Association shall be in writing, signed by such member and filed with the Secretary no later than 4:30 PM on the second business day prior to the date of the meeting to which it pertains, and must contain at least: the date of the meeting, the printed name and signature of the person or persons assigning the proxy, the residential lot(s) for which the proxy is given, the printed name of the person or entity to whom the proxy is assigned, and the date the proxy is assigned. A proxy may designate any person as proxy holder or the Board of Directors as an entity, and may be limited as the owner desires and indicates, provided that no proxy shall be irrevocable unless coupled with a financial interest. Unmarked proxies will count for a quorum only. A proxy shall only be valid for the meeting to which the proxy pertains. It shall also be deemed revoked when the Secretary shall receive actual notice of the death or judicially declared incompetence of such

member, or upon termination of such member status as an owner. Where two or more persons or entities are co-owners of a single residential lot, any proxy with respect to the vote of such members may be signed by any one or more of such persons or entities in the absence of protest from other co-owners. All co-owners may attend the meeting of members but only one vote for such members shall be cast. The proxy designation form shall be prepared by the Nominations and Elections Committee subject to approval by the Board of Directors.

C. Mail Ballot

[Note #8]

Unless otherwise required, resolutions from the Board of Directors or members, or amendments to Association governing documents, may be put to a vote of the membership by mail ballot.

D. Mail Ballot for Elections

[Note #8]

[Note #7]

Elections to the Board of Directors shall be by secret mail ballot of the membership. The candidates receiving the most votes in an election shall be elected. If there are different terms for an election, the candidates receiving the most votes shall be elected for the longest terms up to the number of positions available. Tie votes shall be decided by lot. For mail elections to be valid, at least twenty percent (20%) of the owners of record must vote and ballots must be mailed at least thirty (30) days prior to being due.

E. Nominees

[Note #8]

All nominees for the Board of Directors shall be a member of WVA in good standing, current on dues with no outstanding fines. Nominees shall have sat and participated on any committee or have attended two (2) board meetings in the prior year.

F. Mail Ballot Procedures

[Note #8]

[Note #7]

The Nominations and Elections Committee, with the approval of the Board of Directors, shall establish procedures for all mail ballots.

G. Vote Count

[Note #8]

Votes will be counted by the League of Women Voters or other entity as approved by the Board of Directors.

SECTION 3. MEETINGS: NOTICE: QUORUM

A. Annual Meeting

An annual meeting of the members of the Association shall be held each year on such date and at such time in the months of March, April or May and at such place in the Waikoloa area as may be designated by the Board in the notice of annual meeting, for the purpose of announcing the results of the election of the Board of Directors of the Association and for the transaction of such other business as may be properly brought before the meeting.

B. Special Meetings

Special meetings of the members of the Association may be held at such time and place in the Waikoloa area and for such purposes as shall be specified in a call for any such meeting made by resolution of the Board of Directors, or by a written petition filed with the Secretary, signed by the President or by twenty percent (20%) in voting interest of the entire membership of the Association.

C. Notice

[Note #8]

Except where and to the extent otherwise required by law, the Charter of Incorporation, Declaration, or these Bylaws, notice of each meeting of the members of the Association, specifying the date and 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 direction of the Secretary to each member of the Association, at least thirty (30) days before the date fixed for such meeting, by mailing written notice of the meeting, postage prepaid, addressed to members at the address as it appears in the records of the Association. In case of death, absence, incapacity or refusal of the Secretary, such notice may be given by a person designated either by the Secretary or President or by the person or persons calling the meeting or by the Board of Directors. If notice is given pursuant to the provisions of these Bylaws, non-receipt of actual notice of any meeting by any member of the Association shall in no way invalidate the meeting or any proceedings taken, or any business done at the meeting. Any member of the Association may waive notice of any meeting either prior to or at or after the meeting with the same effect as though notice of the meeting had been given to him. The presence of any member of the Association at the meeting shall be the

equivalent of a waiver by him of notice of the meeting. Any resolution(s) related to amendment of the Charter of Incorporation, the Declaration, or these Bylaws, or to dissolution, liquidation or sale of Association assets, to be voted on by mail ballot or at any annual or special meeting of the members of the Association, must either have the approval of the Board of Directors or be requested by a petition of fifty (50) or more members. Any such resolution must have been presented to the Secretary of the Association in writing at least fifteen (15) days prior to the mailing of the ballots or of the notices for said meeting and such resolution must have been provided to owners in writing at the same time as the notice of the meeting.

D. Quorum

[Note #8]

The presence at any meeting, in person or by proxy, of at least twenty percent (20%) of the members entitled to vote shall constitute a quorum. When a quorum is present at any meeting, a majority vote shall be valid and binding on the Association, except as otherwise provided by law, the Charter of Incorporation, the Declaration or by these Bylaws.

SECTION 4. ADJOURNMENT

Any meeting of the Association may be adjourned from time to time to such place and time as may be determined by majority vote of the owners present, whether or not a quorum is present, without notice other than the announcement at such meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted by a quorum at the meeting as originally called.

SECTION 5. ORDER OF BUSINESS

[Note #8]

The order of business at all annual meetings of the Association shall be as follows:

- a) Roll call.
- b) Proof of notice of meeting.
- c) Reading of minutes of preceding meeting.
- d) Report of Officers.
- e) Report of committees.

- f) Report of results of election of Directors.
- g) Unfinished business.
- h) New business.

SECTION 6. PARLIAMENTARY PROCEDURE

[Note #8] Association meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order Newly Revised.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. NUMBER AND QUALIFICATIONS

[Note #8] The affairs of the Association shall be governed by a Board of
[Note #2] Directors composed of seven persons, each of whom shall be the sole
[Note #1] owner or co-owner of a residential lot, a vender under an agreement of sale or an officer of any corporate owner of a residential lot. The partners in a general partnership and the general partners in a limited partnership shall be deemed to be the owners of a residential lot for this purpose. There shall not be more than one representative on the Board of Directors from any one residential lot.

No member who is employed by the Association in any capacity shall serve as a Director or Officer of the Board or on a Standing or Non-Standing Committee of the Association. No family member or business associate of either an employee or contracted worker shall serve as a Director or Officer of the Board.

No Board Member shall be a member of or chair a committee with the exception of the Finance Committee and Nominations and Elections Committee, as required by the Declaration of Protective Covenants.

Board members may attend meetings and be a liaison to the Board if requested by a committee.

No member of the Association who is in litigation or arbitration against the Association shall serve as a Director of the Board or as a member of a committee. The office of a Director who files a lawsuit or arbitration against the Association shall become vacant on the date the lawsuit or arbitration is filed, and the Board may appoint a new Director under section 3 of this Article.

SECTION 2. ELECTION AND TERM

A. Ballots

[Note #8]

[Note #3]

Election of Directors shall be by secret mail ballot prior to each meeting. The form of the ballot and procedures for distribution, collection and counting of the ballots shall be established by the Nominations and Elections Committee and approved by the WVA Board of Directors. The ballots shall be distributed with the notice of the annual meeting and must be returned to the Secretary no later than 4:30PM on the third business day prior to the date of the annual meeting. The election results will be reported in writing to the Annual Meeting by the Nominations and Elections Committee.

B. Term

[Note #8]

The Directors shall hold office for a period of three years and until their respective successors shall have been elected. Directors shall be classified by dividing them into three (3) classes; each class being equal to approximately 1/3 of the total number of Directors. The terms of the Directors in each class shall expire simultaneously and the term of only one class of Directors shall expire each year so as to preserve staggered terms to the maximum extent possible. In no event shall a Director be elected for more than two (2) three-year terms and a partial term. Maximum eight (8) years of Board tenure.

SECTION 3. VACANCIES

[Note #8]

Vacancies in the Board of Directors caused by any reason, other than the removal of a Director by the members of the Association, shall be filled by vote of a majority of the remaining Directors, even though they may constitute less than a quorum, and each person so appointed shall be a Director until his/her successor is elected at the next annual meeting of the Association. Death, incapacity, or resignation of any

Director, or his/her ceasing to be the sole owner or co-owner of a residential lot shall cause his/her office to become vacant. Three consecutive unexcused absences from regular or special, properly noticed, Board meetings between annual meetings shall cause a Director's office to become vacant if a majority of the remaining Directors so vote. The remaining Directors shall be the sole determinants as to the excusability of an absence and may, at their discretion, make their determination either before or after the absence has occurred. All Directors' absences must, however, be duly considered by the Board and their disposition recorded in the Board meeting minutes in which disposition occurred. Absences shall be determined to be either excused or unexcused; no other determination shall be valid. In the event that three consecutive absences occur without contact from the offending Director, the offending Director shall be suspended pending disposition at the next regularly scheduled Board meeting at which disposition under this Article shall occur. If the offending Director is not in attendance, and adequate information regarding excusability of the absences is not available, the remaining Directors must vote to either retain or dismiss the offender. Any Director, whether elected or appointed, whose Association charges have not been paid after forty-five (45) days from the date when such charges have been established as due and payable on any and all lots held in his/her name shall be automatically removed from the position of Director and from any other office(s) which he/she might hold in the Association.

SECTION 4. REMOVAL OF DIRECTORS

[Note #8]

At any regular or special meeting of the Association duly called, any one or more of the Directors may be removed with or without cause by vote of a majority of voting members and a successor shall then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at such meeting. If such removal and replacement is to occur at a special Association meeting, the call for such meeting shall be by the Board of Directors, the President or by a petition to the Secretary signed by not less than ten percent (10%) of the voting members as shown in the Association's records; and provided further that if the Secretary shall fail to send out the notices for the special meeting within fourteen (14) days of receipt of the

petition, the petitioners shall have the authority to set the time, date, and place for the special meeting and to send out the notices for the special meeting in accordance with the requirements set forth in these Bylaws.

SECTION 5. ANNUAL MEETING

[Note #8] An organizational meeting of the Board of Directors shall be held at the place of and immediately following each annual meeting of the Association. No notice shall be necessary to any Directors in order to validly constitute such meeting provided that a majority of the whole Board shall be present. At such meeting, the Board shall elect the Officers of the Association for the ensuing year.

SECTION 6. REGULAR MEETINGS

[Note #8] Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors and when any such meeting schedule shall be so determined, no further notice thereof shall be required; provided, however, at least one such meeting shall be held during each calendar month of each year.

The meeting schedule and any revisions which may occur thereto shall promptly be posted in conspicuous places around the Village such as the WVA Association office bulletin board, Waikoloa Shopping Center bulletin board, and such other public locations which may be determined appropriate from time to time. Copies of the current Board meeting schedule shall be available at the Association Office at the request of and at no cost to any member of the Association and on the Waikoloa Village website.

SECTION 7. SPECIAL OR EMERGENCY MEETINGS

[Note #8] Special meetings of the Board of Directors may be called by any Officer of the Corporation or at the written request of at least two Directors. Notice of special meetings shall be given personally or by telephone or other effective means, which notice shall state the time, place and purpose of such meeting.

Special meetings are subject to the posting requirements of Article III-14. Special meetings containing only Executive Session content shall be posted and clearly identify the category of Executive material to be covered, and shall state that public participation is not permitted.

Emergency meetings which deal with situations or conditions requiring immediate attention by the Board may be called by the President or, in the President's absence, the Vice President of the Association or by the Village General Manager with agreement of the President. Meetings shall not be categorized as emergency meetings to address administrative issues of the Association. Emergencies are deemed to be catastrophic in nature and may require Board actions pursuant to fire, earthquake, or hurricane preparation or fall out, acts of war, and similar civil disturbances. Notice shall be given to all Directors in the same way as for special meetings, except that emergency meetings shall not be subject to the posting requirement of Article III.14.

Due to the unscheduled nature of both Special and Emergency meetings, minutes of these meetings are of primary importance and shall be available at the Association office for membership access within ten (10) working days from the date of the meeting.

SECTION 8. WAIVER OF NOTICE

[Note #8]

Before or at any meeting of the Board of Directors, any Director may in writing waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver by said Director of notice of such meeting. If all the Directors are present at any meeting of the Board, no notice thereof shall be required, and any business may be transacted at such meeting.

Notwithstanding, no meeting shall be convened without proper notice to each member of the Board under either Article III.6 or Article III.7, as appropriate, publication of Notice thereunder, and Posting of Notice under Article III.6, III.7 or Article III.14. Spontaneous or chance gatherings of the Directors are not considered to be Board meetings under these Bylaws and should they occur, may not be utilized as vehicles for the conduct of Association business.

SECTION 9. QUORUM OF BOARD

[Note #8]

At all meetings of the Board of Directors a majority of the total number of Directors established by these Bylaws shall constitute a quorum for the transaction of business. A majority vote by the Directors at any meeting at which a quorum is present shall be the act of the Board. If less than a quorum shall be present at any meeting of the Board, a majority of those present may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

SECTION 10. CONFLICT OF INTEREST

[Note #8]

A Director shall not vote on any issue on which he/she has a conflict of interest. A Director who has a conflict of interest on any issue before the Board shall disclose the nature of the conflict of interest prior to a vote on that issue at the Board meeting, and the minutes of that meeting shall record the fact that a disclosure was made. The Board shall then determine if based upon the disclosure that a conflict of interest actually exists. If they find that it does, the Director making the disclosure shall leave his/her seat and waive any right to discussion or voting until the issue is decided. If the Board finds that no conflict of interest exists, the meeting minutes shall so indicate and the Director shall continue with full right of discussion and voting through the issue.

SECTION 11. PARLIAMENTARY PROCEDURE

[Note #8]

All meetings of the Board of Directors shall be conducted in accordance with the most current edition of Robert's Rules of Order Newly Revised.

SECTION 12. CONDUCT OF BOARD MEETINGS

[Note #5]

All meetings of the Board of Directors, other than executive session, shall be open to all members of the Association; provided, that Association members who are not on the Board of Directors may

participate in any deliberation or discussion unless a majority of a quorum of the Board of Directors votes otherwise. The Board of Directors, with the approval of a majority of the quorum of the Board of Directors, may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters or litigation in which the Association is or may become involved. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Members of the Association must give written notice to the Secretary at least ten (10) days in advance of the Board meeting if they wish a matter to be placed on the agenda of the Board of Directors; however, the Board of Directors, in its sole discretion, may or may not include any matter on the agenda. If the Board of Directors determines that a matter submitted in accordance with this procedure is not to be included, it must be announced that the request was made and give reasons why it was not included for discussion.

SECTION 13. DOCUMENTS TO BE GIVEN TO DIRECTORS

[Note #6] The Association at its own expense shall provide all members of the Board of Directors a current copy of the Declaration of Protective Covenants, these Bylaws, the Charter of Incorporation, a copy of Chapter 415B and 421J, Hawaii Revised Statutes, with amendments.

SECTION 14. POSTING OF NOTICE

[Note #8] Notice of all Board meetings shall be posted in prominent locations within the project, in accordance with the working of Article III.6 and Article III.7, seventy-two (72) hours prior to the meeting or simultaneously with notice to the Board of Directors.

SECTION 15. COMPENSATION

Directors shall serve without compensation; provided, however, that Directors shall be reimbursed for any out-of-pocket expenses incurred in performance of their duties or on behalf of the Association.

SECTION 16. GENERAL POWERS

[Note #8]

A. The property, business and affairs of the Association shall be controlled by the Board of Directors, which shall have and may exercise all of the powers of the Association, including, without limitation, all of the Powers of the Association as set forth in the most current dated version of the Declaration of Protective Covenants, except such as are expressly reserved to or may from time to time be conferred upon the members by law, the Charter of Incorporation, the Declaration, or these Bylaws.

B. The Board of Directors may create and appoint one or more committees. All such committees shall be of Waikoloa Village Association members. Said committees shall report to the Board of Directors as directed on the management of the business and affairs of the Association. Such committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE IV

OFFICERS

SECTION 1. DESIGNATION

[Note #8]

The principal Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by, and in the case of the President, Vice President and Secretary from, the Board of Directors. The Board may appoint an Assistant Treasurer, an Assistant Secretary and such other Officers as in its judgment may be necessary. Except to the extent prohibited by law, any two offices may be held by the same person except those of President and Secretary. All Officers shall be members of the Association.

SECTION 2. ELECTION OF OFFICERS

The Officers of the Association shall be elected annually by the Board of Directors at its annual meeting and shall hold office at the pleasure of the Board but in no event for more than two (2) consecutive terms of one year each.

SECTION 3. REMOVAL OF OFFICERS

[Note #8]

Upon an affirmative vote of a majority of the members of the Board of Directors, any Officer may be removed from his/her Office, either with or without cause, and his/her successor elected at any regular meeting of the Board or any special meeting called for such purpose. A Director of the Association shall be notified prior to the Board meeting scheduled for consideration of his/her pending removal and be accorded the right of discussion at the meeting prior to the vote on the issue, should he/she desire to appear in his/her own defense.

SECTION 4. PRESIDENT

[Note #8]

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. Subject to control of the Board he/she shall exercise general supervision and direction over the management and conduct of the business and affairs of the Association. He/she also shall have such other powers and duties as may be provided by these Bylaws or assigned to him/her from time to time by the Board.

SECTION 5. VICE PRESIDENT

[Note #8]

The Vice President shall assume and perform the duties of the President in the absence or disability of the President or whenever the office of the President is vacant. He/she also shall have such other powers and duties as may be assigned to him/her from time to time by the Board.

SECTION 6. SECRETARY

The Secretary shall attend and keep the minutes of all meetings of the Association and of the Board of Directors, give all notices thereof as

provided by these Bylaws, maintain and keep a continuous and accurate record of ownership of all residential lots and perform such other duties as may be assigned to him/her in these Bylaws or from time to time by the Board. The Secretary shall have charge of the original documents pertaining to all real property owned or held by the Association, which must be kept in a bank vault depository approved by the Board of Directors. The aforementioned documents must not be removed from said depository without the written consent of the Board of Directors; however, the Secretary shall keep a duplicate of each of the aforesaid documents and make them available for examination by any member of the Association at the principal office or place of business of the Association, during reasonable business hours.

SECTION 7. TREASURER

The Treasurer shall have responsibility for all funds and securities of the Association, maintain and keep full and accurate accounts of all receipts and disbursements of the Association and render statements thereof in such form and as often as may be required by the Board of Directors, and be responsible for the deposit of monies and other valuable effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board.

SECTION 8. AUDITOR

[Note #8]

The Board shall appoint annually a Certified Public Accountant or Accounting Firm as auditor, who shall not be an Officer of the Association or own any interest in any residential lot, to audit the books and financial records of the Association as required by law, as required by members of the Association by vote at the annual meeting or as directed by the Board of Directors. Notwithstanding anything herein to the contrary, the Association shall have an audit of its books and financial records not less frequently than every year.

SECTION 9. EXECUTION OF INSTRUMENTS

All checks, drafts, notes, acceptances, conveyances, contracts and other instruments shall be signed on behalf of the Association by such

person or persons as shall be provided by general or special resolution of the Board of Directors or, in the absence of any such resolution applicable to such instrument, by the President or Vice President and by the Treasurer or Secretary.

ARTICLE V

COMMITTEES

SECTION 1. STANDING COMMITTEES

The Association shall have the following standing committees:

A. EXECUTIVE COMMITTEE

[Note #8]

The Executive Committee shall consist of the President, who shall be Chair, and two (2) other Officers or members of the Board of Directors, to be appointed by the Board. This Committee shall be advisory to the Board of Directors and shall assist in coordinating the activities of the several committees, except the Nominations and Elections Committee.

B. NOMINATIONS AND ELECTIONS COMMITTEE

[Note #8]

The Nominations and Elections Committee shall consist of a Chair appointed by the Board of Directors and four (4) other members nominated by the Chair and approved by the Board of Directors. Of the five members so appointed, three (3) shall be members not serving on the Board of Directors and two (2) shall be members of the Board of Directors having unexpired terms of one (1) year or more. It shall be the duty of the Nominations and Elections Committee to make nominations as follows:

i. Sixty (60) days before the annual meeting, the Nominations and Elections Committee shall file a written certificate of its nominations with the Secretary who shall not only post the names of consenting nominees on the Association's bulletin board, but the date of the annual meeting, together with such pertinent information as is

available, setting forth the qualifications of each said candidates for election to the Board of Directors.

ii. In addition, members may, by written petition presented to the Secretary of the Association and the Chair of the Nominations and Elections Committee no later than forty-five (45) days prior to the date of the annual meeting and signed by fifty (50) or more members, nominate a member or members to fill the vacancy or vacancies that exist on the Board of Directors, and posting said petition on the Association bulletin board at least thirty (30) days prior to the date of the annual meeting. Notice must also be sent by the Chair of the Nominations and Elections Committee to the members at least thirty (30) days prior to the meeting, indicating that such petition has been posted on the board and such notice must contain the names of those nominated for membership to the Board.

iii. The Nominations and Elections Committee is not only empowered to verify the authenticity of mailed proxies and ballots immediately upon receipt of same by the Secretary, but the said Committee is also empowered to establish the validity of the proxies and /or ballots.

iv. No person shall be deemed nominated within the meaning of these Bylaws whose name has not been posted and mailed in accordance with the foregoing.

C. GREENS COMMITTEE

[Note #8]

The Greens Committee shall consist of a Chair, appointed by the Board of Directors, and five (5) to nine (9) members to be nominated by the Chair and approved by the Board of Directors. The Greens Committee shall conduct monthly review of the maintenance and operation of the golf course, golf carts, golf cart storage building and maintenance facilities, shall take complaints and suggestions from members of the Association and shall make monthly written reports and/or recommendations to the Board of Directors. These reports and/or recommendations shall be acted upon by the Board of Directors.

D. FISCAL COMMITTEE

[Note #8]

The Fiscal Committee shall consist of the Treasurer as Chair and two (2) to four (4) members appointed by the Board. It shall be the duty of this Committee to monitor and report on the expenditure of the approved budget for the present year, to have the duty and responsibility of determining the current good standing of the members on the roster maintained by the Association, of determining the suspension of privileges and preferences, and of determining the collection of Association charges. The Fiscal Committee shall make monthly written reports and/or recommendations to the Board of Directors. It shall be the duty of this Committee to supervise preparation of the budget to be submitted to the Board of Directors for its approval, and to monitor all of the rights and obligations and duties of the Association with respect to fiscal matters, subject to the approval of the Board. Further, it shall be the duty of this Committee to submit every year an audit by a Certified Public Accountant or Accounting firm as auditor, presenting to the members the financial position and results of operation of the Association.

E. ENVIRONMENTAL CONTROL COMMITTEE

[Note #8]

The Environmental Control Committee shall consist of a Chair to be appointed by the Board of Directors, and three (3) members to be nominated by the Chair and approved by the Board of Directors.

i. No improvement may be constructed without prior written approval of the Environmental Control Committee. Such approval shall be granted only upon written application in the manner and form prescribed by the Committee, accompanied by two (2) sets of plans and specifications for such improvement. The application shall show the location of all improvements existing on the lot, the location of the improvement proposed to be constructed, the color and composition of any exterior materials to be used, any proposed landscaping and any other information which the Committee may require, including soil, engineering and geologic reports and recommendations. Without the prior written approval of the Committee, no existing grade shall be altered on any lot or any portion thereof. No approval by the

Committee shall be required for development work by Declarant if such development work is a part of the Declarant's sale offering as described in the Hawaii Public Offering Statement of the California Department of Real Estate Permit.

ii. The Environmental Control Committee may disapprove any application which does not comply with the Declaration, or because of reasonable dissatisfaction with grading plans, location of the proposed improvement on the lot, finished ground elevation, color scheme, finish, design proportions, architecture, shape, height or style of the proposed improvement, the materials used therein, the kind, pitch, or type of roof proposed to be placed thereon, or if in the judgment of the Committee reasonably exercised, the proposed improvement will be inharmonious with the development or with the improvements erected on other lots. The Committee, with the approval of the Board of Directors, shall adopt written rules governing its procedures and may promulgate regulations and requirements for the benefit of the community related to construction.

iii. The Committee may allow reasonable variances from the provisions of the Declaration if literal application thereof results in unnecessary hardship, if such variance is in conformity with the general intent of the Declaration and if the granting of such variance will not be materially detrimental or injurious to the owners of other lots.

iv. The Committee may require a reasonable filing fee to accompany each submission of plans and specifications, not to exceed one-quarter (1/4) of one percent (1%) of the estimated cost of the proposed improvement. No additional fees shall be required for resubmissions.

v. The Committee shall act within thirty (30) days after all required information shall have been submitted. The Committee shall retain one (1) copy of the submitted material and return the other copy. All notices to applicants shall be in writing. Any disapproval shall specify the reason therefore. The approval of the Committee of plans and specifications shall not be waived by the Committee of its right to object to any of the features or elements contained in any subsequent plans or specifications submitted for approval. The Committee may

inspect work being performed to assure compliance with the Declaration and the Committee's rules.

vi. At any time prior to the completion of construction of an improvement, the Committee may require a certification by the contractor, owner or a licensed surveyor, that such improvement does not violate any setback rule, ordinance or statute, nor encroach upon any easement or right-of-way of record. Such certification shall be delivered to the Committee within ten (10) days after completion of such improvement.

vii. Neither the Environmental Control Committee, the Declarant, the Association nor any person acting on behalf of any of them shall be responsible in any way for any defects in plans or specifications or other material submitted to the Committee, nor for any defects in any work done.

viii. Any owner shall have the right to appeal to the Board from any adverse decision of the Committee within thirty (30) days after the giving of notice of disapproval.

F. STRATEGIC PLANNING COMMITTEE

[Note #8]

The Strategic Planning Committee shall consist of a Chair to be appointed by the Board of Directors and five (5) to seven (7) members to be nominated by the Chair and approved by the Board of Directors.

SECTION 2. COMMITTEE TERMS

A. The term of office of every committee person shall expire on the first (1st) day of June of each year unless otherwise provided for or terminated by the Board of Directors.

No member may serve more than three consecutive terms as the Chair of a committee.

C. Vacancies in any committee shall be filled by the Chair, subject to the approval of the Board of Directors.

SECTION 3. NON-STANDING COMMITTEES

[Note #8] The Board of Directors shall further have the right and power to appoint Non-Standing Committees as it may appear necessary for the efficient administration of its affairs and to define the duties, rights and powers and composition of such Non-Standing Committees for the duration of its charge. Bylaws Committee to be reappointed every three (3) to five (5) years.

SECTION 4. BOARD OF DIRECTORS FINAL APPROVAL

[Note #8] Any act by any committee shall be subject to approval, repeal, alteration or modification in whole or in part by the Board of Directors.

All committees shall produce a written report to the Board of Directors to include members present and absent at committee meetings.

ARTICLE VI

MISCELLANEOUS

SECTION 1. RECORD DATE

[Note #8] The record date for the determination of members entitled to notice of and to vote at any meeting of the members shall be forty-five (45) days prior to the date of the meeting. Only members of record on that date shall be entitled to notice of and to vote at the meeting, notwithstanding any transfer of or issuance of membership identification cards on the books of the Association after the record date. The Board may authorize the General Manager to restore members who are not of record due to delinquency of dues or fee payment to current status upon full payment hereof and to provide via normal mail the voting packet withheld as a consequence of the delinquency. No extension of proxy and/or ballot deadlines may be granted and these supplemental ballot mailings must cease on the day designed by the Nominations and Elections Committee for generation of the List of Eligible Voters for the pending election. No voter

eligibility changes can be accepted beyond that point which is no later than thirty (30) days prior to the election.

SECTION 2. INSPECTION OF RECORDS

[Note #8]

A membership register or duplicate membership register, the current version of the Bylaws certified by the Secretary, the books of account, and minutes of proceedings of annual, special, emergency and regular Board of Directors meetings and the Executive Committee, if any, for the current year and the prior year, shall be open to inspection upon written demand of any member. Such inspection shall take place on regular business days and reasonable notice of such inspection shall be given and the member shall have made an appointment to do so. All records shall be kept for the appropriate amount of time as required by governmental agencies, where applicable, or Board policy. Further, any member is entitled to receive a copy of the Bylaws upon written demand, provided, however, that member shall pay all costs associated with copying and/or mailing such Bylaws.

SECTION 3. ANNUAL ACCOUNTING

An annual report and account including a statement of income and disbursements shall be prepared by the Treasurer and shall be distributed to each member attending the annual meeting, and a copy shall be sent to those not present at the meeting within sixty (60) days thereafter.

SECTION 4. MANAGEMENT POLICIES

[Note #8]

[Note #4]

A. In accordance with the General Powers of the Board of Directors to manage and control property, business and affairs of the Association, the Board of Directors may employ a General Manger, managers and/or management company(ies). Such manager(s) and/or management company(ies) shall exercise such general or specific supervision and direction over the management and conduct of the affairs and business of the Association as the Board of Directors shall specify and/or approve. Such manager(s) and/or management company(ies) shall make monthly written reports to the Board of Directors.

B. Advice and/or recommendations from Standing Committees and any Non-Standing Committees which may from time to time be appointed by the Board of Directors shall be reviewed monthly by the Board of Directors. Subject to the approval of a majority of the Board of Directors, the President shall direct the manager(s) and/or management company(ies) to take the appropriate action regarding the above mentioned advice and/or recommendations. The manager(s) and/or management company(ies) shall report the implementation of such action in monthly reports to the Board of Directors.

C. A former Director or Officer of the Association, any immediate family member, close relative or business associate shall not become a paid employee of the Association within two (2) years from the date: (i) his/her term expires, or (ii) he/she resigns or is removed from office.

SECTION 5. DISSOLUTION

In the event of the dissolution of the Association, the property of the Association shall be disposed of as provided in the Charter of Incorporation.

ARTICLE VII

SECTION 1. SEAL

A. The Seal of the Association shall be in the form of two (2) concentric circles with the words "Waikoloa Village Association" appearing between said circles in the upper periphery and the word "Hawaii" appearing in the lower periphery and the date of incorporation appearing in the center thereof. When affixing the seal to any instrument is appropriate, the same may be done by means of a metal die, causing an impression of said seal or by an imprint of the words and figures of the seal in the same form thereof.

B. The Secretary of the Association shall be the keeper of the seal, and subject to the approval of the Board of Directors, a duplicate

original of the seal shall be made available to any accredited agent of the Association.

ARTICLE VIII

INDEMNIFICATION

SECTION 1. INDEMNIFICATION

[Note #8]

The Association shall indemnify every Officer, Director and Committee Member against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon such person in connection with any action, suit, or other proceeding (including settlement of any such action, suit, or Committee Member proceeding, if approved by the then Board of Directors) to which he/she may be made a party by reason of being or having been an Officer, Director or Committee Member, whether or not such person is an Officer, Director or Committee Member at the time such expenses were incurred. The Officer(s), Director(s) or Committee Member(s) shall not be liable for any mistake of judgment, negligent or otherwise, or for the injury or damage caused by any such Officer, Director or Committee Member in the performance of his/her duties, except for their own individual willful misfeasance or malfeasance. The Officer(s), Director(s) or Committee Member(s) shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such person may also be a member of the Association), and the Association shall indemnify and forever hold each such person free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Officer, Director or Committee Member, or former Officer, Director or Committee Member may be entitled. The Association shall, as a common expense, maintain adequate general liability and, if obtainable, Officers' and Directors' liability insurance to fund this obligation, and the insurance shall be written as provided in this Paragraph.

ARTICLE IX

AMENDMENT

SECTION 1. REPEAL: AMENDMENT: ADOPTION

[Note #8]

These Bylaws may be amended or repealed by the vote of not less than two-thirds (2/3) of the members of the Association either present at a meeting duly called and held for this purpose, or voting by a secret mail ballot conducted by the Nominations and Elections Committee with the approval of the Board of Directors. In the case of a special meeting, the votes of not less than two-thirds (2/3) shall be construed as two-thirds (2/3) of the members present after a quorum has been established in conformity with these Bylaws. In the case of a mail ballot, twenty percent (20%) of the eligible membership must vote, and a vote of two-thirds (2/3) of those voting is required for amendment.

ARTICLE X

CONFLICT BETWEEN CHARTER AND BYLAWS

SECTION 1. PRECEDENCE

In any conflict between the terms of the Charter of the Association and these Bylaws, the terms of the Charter shall take precedence.

Notes #1, 2, 3 & 4 pertain to the amendments effective 3/29, 2001

Notes #5 & 6 pertain to compliance with HRS 421J as passed by the 21st Legislature.

Note #7 pertains to the amendment effective April 14, 2007

Note #8 pertains to the amendment effective April 09, 2011

HRS 421J supersedes these Bylaws in all instances, except where the Bylaws are legally more restrictive.

BYLAWS

OF

THE WAIKOLOA VILLAGE ASSOCIATION
AS AMENDED AND RESTATED APRIL 9, 2011