

# **Bylaws Of The KONA SOIL & WATER CONSERVATION DISTRICT**

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## **Article I Introduction**

### Section I: Identification

The Kona Soil and Water Conservation (KSWCD) is a subdivision of the government of the State of Hawaii, authorized within the Hawaii State Constitution and created pursuant to Hawaii State Law – Chapter 180. Landowners within the Districts of North and South Kona elect the Board of Directors of the KSWCD. The Board of the KSWCD is authorized by the State of Hawaii to perform those functions described in Chapter 180. The KSWCD hereby adopts the following bylaws to guide its operation. In the event any of these bylaws are in conflict with any authority granted by or limitations in the above-cited chapter, the conflict is resolved in favor of the relevant Hawaii State Law Section, which shall then govern the District's operation.

### Section II: Name, Location and Address

The name of this organization is the Kona Soil and Water Conservation District. It maintains its office within the borders of either the North or South Kona districts, County of Hawaii. At the time of the adoption of these By-Laws, its offices are located at 81-948 Waena 'Oihana Loop, Kealahou, Hawaii 96750.

### **Section III: Mission**

**The mission of the Kona Soil and Water Conservation District is to encourage:**

- **the prevention of soil erosion,**
- **the conservation of water resources; and**
- **the prevention of floods.**

**Through education and working with federal, state and county agencies, the district shall cooperate with and assist managers of public lands, ranches and farms in North and South Kona Districts; in addition the KSWCD shall promote and encourage research, and dissemination of information to achieve the above.**

## **Article II Board of Directors**

### Section I: Directors

1. The KSWCD shall be governed by a five (5) member Board consisting of three (3) Directors elected at large and two (2) Directors appointed by the State Of Hawaii, Department of Land and Natural Resources (DLNR), pursuant to *HRS* 180-7.
2. Directors shall reside or work in the North or South Kona districts of the County of Hawaii. All Directors shall share a devotion to the purpose and mission of the KSWCD and shall

represent the interests of all residents of the Districts. The Directors shall represent a diversity of backgrounds; and, shall be drawn from as many geographic areas as practicable.

3. Directors may be removed from office for failing to participate in the governance of the KSWCD, as determined by the remaining Directors of the KSWCD, in their sole capacity.
4. Though directors may perform staff functions, they may not receive compensation for such work and may only be compensated for expenses, including travel expenses, not to exceed amounts provided by law for county officials.

## Section II: Vacancies

1. Elected and/or appointed Directors: Resigning directors must do so in writing. Vacancies may be filled by an appointment of an interim director by a majority of all of the remaining directors. Such appointment expires at the end of the term of the departing director. The replacement process shall include the following steps. Upon knowledge of a vacancy or imminent vacancy, Board directors shall review and consider all candidates and make an appointment of a replacement at the next available Board meeting subject to statutory constraints.

## Section III: Powers, Duties and Responsibilities of Governing Directors.

Subject to the provisions of Hawaii law, the business and affairs of the District shall be managed, and all District powers shall be exercised by or under the direction of the governing Directors. The governing Directors shall exercise all duties and responsibilities required of them pursuant to HRS 180-12 and have all powers allowed there under. A district organized under this chapter, and the directors thereof, shall have the power to:

- (1) Provide for and encourage surveys, investigations, and research relating to soil and water conservation, and publish and disseminate information concerning such subjects;
- (2) Provide for and encourage demonstrations relative to control and prevention of erosion and conservation of soil and water resources, and carry out preventive and control measures, on publicly owned lands within the district with the consent of the agency having jurisdiction thereof, and on other lands with the consent of the occupier of the lands;
- (3) Cooperate or enter into agreements with, and furnish financial or other aid, including machinery, equipment, fertilizer, seeds, and other material, to any agency or any occupier of lands within the district, for carrying on soil and water control conservation and operations, subject to such conditions as the directors may deem necessary;
- (4) Acquire property, real or personal, or rights or interest therein; maintain, administer, and improve the property, receive income from it, and expend the income in carrying out the purposes of this chapter; and sell, lease, or otherwise dispose of any of such property;
- (5) Construct, improve, and maintain any structures necessary for carrying out the purposes of this chapter;

(6) Develop plans for conservation of soil and water resources and control and prevention of erosion within the district, and publish or otherwise bring them to the attention of district land occupiers;

(7) Accept contributions in money, services, materials or otherwise from any source, and use or expend them in carrying out its operations;

(8) Sue and be sued; have a seal, which seal shall be judicially noticed; and make and execute any necessary contracts or other instruments;

(9) As a condition to the extending of benefits, or the performance of work upon lands under this chapter, require land occupiers to contribute money, services, materials, or otherwise to any operations conferring such benefits, and impose any other reasonable conditions therefore;

(10) Form associations to coordinate their policies, objectives, and actions, with power to create staffs, set policies, obtain and administer soil and water conservation district program funds, provide surety bonds, coordinate soil and water conservation district projects, and conduct director training. Other powers shall require the approval of the districts; and

(11) Appoint associate directors to aid districts, but without director voting powers. [L 1947, c 191, §7; RL 1955, §28-16; HRS §180-13; am L 1991, c 94, §4]

Though directors may perform staff functions, they may not receive compensation for such work and may only be compensated for expenses, including traveling expenses, not to exceed amounts provided by law for county officials.

#### Section IV: Other duties of the Board of Directors

1. Appoint committees.
2. Hire and fire district employees, develop and review staffing patterns, job descriptions, compensation packages, staff supervisory systems and performance evaluations.
3. Develop annual work plans.
4. Develop five-year plans.
5. Develop annual budgets.
6. Submit periodic reports to relevant government agencies.

#### Section V. Associate Directors

1. In addition to the five (5) voting directors, the board may appoint individuals to serve in the capacity of associate directors. Associate directors are individuals who are interested in promoting the long-range goals and objectives of the district. Associate directors to assist the board in implementing its activities except they may not vote.

2. Associate directors may be appointed at any meeting of the board. Associate directors shall be appointed for a term expiring in the next fiscal year divisible by 5 and may be reappointed for five-year terms thereafter.
3. Associate directors may be removed from duty at any time for lack of participation in district affairs as determined by the directors in their sole capacity.
4. Though an associate director may perform staff functions, they may not be compensated for such work but may be reimbursed for district related expenses. Reimbursed travel expenses may not exceed that provided for county officials by law.

#### Section VI: Directors Emeritus

Director Emeritus status may be granted by unanimous vote of the five Directors to an individual who has served the district in the capacity of Director. Individuals receiving Director Emeritus may not vote.

### **Article III Officers**

#### Section I: Responsibilities of Officers.

The Board shall elect the following officers: Chairman, Vice Chairman, Secretary, and Treasurer though the office of Secretary and Vice Chairman may be combined. Such officers shall be governing directors, either elected or appointed as described in HR - 180.

1. The Chairperson shall prepare the meeting agenda and conduct the district meetings efficiently and in accordance with the published agenda; and shall have power and duties as may be prescribed by a majority of directors.
2. The Vice Chair shall discharge the duties of the chairperson in the absence of or the inability or refusal to act of the Chairperson and shall exercise and discharge any other duties as may be prescribed by the board.
3. The Secretary shall certify the minutes of District meetings and shall cause to be kept, at the principle office or such other place as the Directors shall direct a book or file of minutes of all meetings and actions of the Board. Further, the Secretary shall give or cause to be given, notice of all District and District Subcommittee meetings and shall ensure the safekeeping of all official correspondence and District records.
4. The Treasurer as the chief financial officer shall insure that a draft annual budget and relevant updates are produced for Board approval, ensure that the District financial affairs are conducted pursuant to its financial policies and generally accepted accounting principles. The Treasurer shall ensure that adequate and correct books and records of accounts of the assets and business transactions of the District are maintained and shall ensure that the book of accounts shall be open to inspection by any Director at any reasonable time. The Treasurer shall chair the finance committee.

#### Section II. Terms and elections

1. Officers shall be elected by the Board at their first meeting of each even numbered fiscal year (This will be in July of each odd-numbered year).
2. Officers serve two-year terms.
3. Officers may serve up to two consecutive terms in an office.
4. Vacancies occurring prior to the end of a two-year term shall be filled by a majority vote of the governing directors to fill the unexpired term.

## **Article IV Committees**

### Section I: General

1. The Board, by majority vote of all its directors, may designate one or more committees, to serve at the pleasure of the Directors to assist in performing district duties. Associate directors including those with no affiliation may serve and be encouraged to serve as members of the committee, except finance and personnel committees.
2. There shall be at least one director on each committee.
3. Though such committees shall perform all responsibilities and duties explicitly assigned it by the directors, the directors may not delegate any of its statutory duties to such committees nor delegate the powers to enter into contracts, or to hire and terminate employees to any such committee. Unless the full Board of Directors, by a vote of a majority of all governing directors at a regularly scheduled or special board meeting, explicitly authorize to the contrary, no committee of the Board may commit resources of the District, approve an action on behalf of the District, or assume an obligation on behalf of the District.
4. Upon the creation of a committee, the Board shall outline its responsibilities, duties, tasks and authority with enough specificity to allow such committee to clearly understand its role and assign the appropriate staff.
5. The Board may unilaterally revoke by a majority of its directors any delegated activity or decision making authority it has given to any such committee at any time.

## **Article IV Financial Affairs**

### Section I: Audit

The Board of Directors shall cause a complete audit its books to be made annually. The Board of Directors may appoint some person, firm or auditing to act as the auditor of the district books.

### Section II: Fiscal Year

The Districts operating year shall be from July 1<sup>st</sup> to June 30<sup>th</sup> of the following calendar year.

### Section III: Budget

The District shall prepare an annual budget and shall prepare updates of such budget to address changes in expenses and revenues over the year. The annual budget shall be prepared at the direction a finance committee headed by the treasurer and submitted to the Board of Directors for approval.

## **Article V Meetings**

### Section I: Regular Meetings

The District, by a majority of its directors, shall establish a regular day and place for meetings that shall occur no less frequently than monthly. All of the majority of directors may cancel or reschedule a regular meeting, but only upon agreement.

### Section II: Special Meetings of the Board

Special meetings of the Board for any purpose may be called at any time by any of the officers, any two directors upon notice sufficient to meet the requirements of the Hawaii Open Meeting Law.

### Section III: Annual Meeting

The annual meeting shall occur within the first 60 days of each year fiscal year. Such meeting shall take place within the first ten days of the month of the regularly scheduled meeting for that month and is the meeting at which elections of directors take place.

### Section IV: Open Meeting Law

Notice of the Districts meetings and the meetings of the District's committees are subject to the Hawaii Open Meeting Law. Therefore, notice of such meetings and the agenda related thereto shall be posted at least six calendar days prior to the meeting. The District shall maintain a list of all those who wish to be notified of the District's regularly monthly meeting and the meetings of any of its committees and shall send notices to the directors and associate directors and all those who request notice of relevant meetings at least six calendar days prior to the meeting date.

### Section V: Agenda for Regularly scheduled Board meeting

1. Format of the agenda: The agenda's format shall conform to effective and efficient meeting practice. Committee reports, if any, should be provided in written format and unless the relevant committee or the Board requests a recommendation for decision or substantial discussion, the committee shall be given no more than 10 minutes on the agenda.
2. Creation of the Agenda: In addition to those items described and requested at the previous meeting, any director may provide additional agenda items for the following meeting by providing via e-mail, fax or regular mail a written rendition of the request to the chairperson,

noting its appropriate place on the normal agenda format and a realistic time requirement for such item. This information must be received by the Chairman at least 10 calendar days prior to the next Board meeting.

3. Prioritization: The Board may delete agenda items for a given meeting at such meeting during the time provided for prioritizing agenda items at the beginning of all Board meetings.
4. Action items: Any item upon which there is potential Board action shall be sufficiently described to enable a person reading the agenda to know the specific subject of the proposed action and the decision requested.
5. Length of meetings: Board agendas shall be structured so that the normal business of the Board will be accomplished in a two-hour period of time. The chair shall responsibly enforce the agenda and the time frames given
6. The Chairman shall approve the published agenda.

#### Section VI: Quorum

A majority of the directors shall constitute a quorum for the transaction of business. Except as described in these bylaws (e.g. where a majority of all directors is required) any act or decision done or made by a majority of the directors present at a meeting duly held at the time a quorum is present, shall be regarded as an act or decision of the District, subject to the provision of Hawaii law.

A Director participating by telephone may contribute to a quorum for any decision or act made or done if such person was present by phone and available to interact during all of the presentation(s), discussion and decision relevant to the decision or act.

#### Section VII: Executive Session

Any Director may call an executive session during any special or regular Board meeting where issues concern those of personnel or other matters requiring confidentiality. All persons except directors may be excluded from such executive sessions. Following such meeting an officer, preferably the District Secretary, shall provide a general description of the matters discussed, if any, to be provided as the minutes of said executive session

### **Article VI Amendment of Bylaws**

These bylaws may be amended by a two-thirds majority of its then existing directors, providing a fourteen day written notice has been given prior to the meeting during which the by-laws are amended and that the issues generating the proposed by-law change were discussed at the prior regularly scheduled meeting.

#### Certification

I, the undersigned, certify that I am the presently elected Chairman of the Kona Soil and Water Conservation District, a subdivision of state government and created pursuant to Hawaii Statute,

and the above by-laws, consisting of \_\_\_\_ pages, are the bylaws of the District as approved at a meeting of the Board of Directors held on \_\_\_\_\_.

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Chairman, Kona Soil & Water Conservation District

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