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DOCUMENTARY HISTORY OF THE
WAIMEA PUBLIC HALL ASSOCIATION
(REVISED February 1993)

PART ONE
Organizational Documents
(Reference: DOCUMENT 1, 2, 3, 4)

Original Organization - 1896.

On May 9, 1896, Messrs. C. B. Hofgaard, T. H. Gibson and E. E. Conant spearheaded the organization of the Waimea Public Hall Association at Waimea, Kauai. The original constitution provided for a share-holding organization (but not a corporation) in keeping with the then existing laws of the Republic of Hawaii (the provisional government). The stated purpose of the organization was "to build and maintain in the town of Waimea a Public Hall." Stock of the association was to be sold a \$10.00 per share, each share having one vote. E. E. Conant was selected President, C. B. Hofgaard was selected Treasurer and T. H. Gibson was selected Secretary.

The site of the hall was selected as being that owned by Mr. Knudsen "on that part of Kikiaola bordering on the pali and at present leased by the Waimea Sugar Mill Co., if possible to do so at an expense of about \$125.00."

Additional Capitalization - 1933 (c.)

In the 1930's, under auspices of the WPA, the Waimea Public Hall Association undertook the construction of the current facilities, replacing the previous structures with a building designed by the well-known architect, Hart Wood. (Mr. Wood's design was significant enough to gain the state of Hawaii's recognition for its historical value.)

In order to raise sufficient capital for the project, contributors donated funds and received shares back in return. Also, laborers and others who made contributions in kind or services received shares equal to the value of their in-kind contributions or services rendered. A handwritten summary of the new capital subscribers or shareholders indicates wide community support and participation.

Restated Articles of Association - 1947

In 1947 the Association restated its articles under a new "Constitution" and "By Laws." The purpose of the association was restated to be "the encouragement and coordination for the benefit of the community of civic, educational, social, religious and athletic activities from Olokele (Makaweli) to Mana." In addition, membership was divided into ownership (stockholders) and affiliated community groups. A community hall council was established for management and operation of the facilities.

PART TWO
 Association General Records (1896-1955)
 (Reference: DOCUMENT 4)

Items of Interest

No. Shares	130	-- May 29, 1897
Present	149	-- May 20, 1899
at Meetings:	133	-- February 2, 1909
	157	-- May 14, 1909
	157	-- June 8, 1910
	164	-- May 8, 1912
	166	-- June 15, 1916
	179	-- March 26, 1923
	142	-- February 8, 1932
	1,064	-- January 8, 1954
Bids for	\$2,000	-- H.S. Pratt
First	\$2,675	-- G. W. Lincoln
Building:	\$2,459	-- P. Anderson
	\$1,625	-- C. B. Hofgaard

1897 Assets: \$2,243.79 (receipts)
 \$2,212.29 (disbursements)

May 23, 1918: Vote to contact shareholders who
 have left the country or are
 deceased with goal of redeeming
 stock from those individuals, or
 their heirs, at not more than \$1.00
 per share (10% of subscription
 price).

Sept. 4, 1926: Kauai Telephone Co. offers to
 purchase piece of land for station

May 15, 1928: Request by Waimea Motion Pictures
 to use hall for movies approved.

June 4, 1931: Proposal by Kauai County YMCA Board
 to "take over the hall and premises
 to be used by that organization in
 connection with their work among
 the young men in this community."
 (no action taken)

Feb. 8, 1932: John T. Moir, Jr., President of
 Kauai County YMCA Board presented
 the YMCA proposal. Vote to "enter
 into negotiation with a
 representative of the Kauai YMCA
 for the drafting of a tentative
 lease of the Hall property to that
 organization for a period of ten
 years at \$10.00 per annum, and to
 present the lease before the
 stockholders at their next
 meeting."

1932/1934: List of various community
 organizations using the Hall and
 names of representatives.

Jan. 9, 1934: Vote to allow Waimea Amusement Co. to show benefit movie, Mae West's "I'm No Angel."

Mar. 13, 1934: Resolution "that the Executive Committee considers the Hall a non-denominational institution and cannot give preference to any church organization by granting it regular use of a club room or the auditorium on Sundays for religious purposes."

Mar. 19, 1935: Discussion on use of Hall on Sundays; avoidance of a religious conflict when Buddhist association requested use of Hall on Sunday, April 17, 1935 for a Flower Festival.

Mar. 23, 1935: Vote to close Hall to all groups on Sundays.

Sept. 1935: Report on use of Hall by Waimea High School

Sept. 4, 1935: YMCA/YWCA offer a person (Ivan Bell) to succeed Douglas V. Magers as director of Hall in association with Hawaii Evangelical Association.

Vote to accept Ivan Bell and to accept service of Sik Kum Tsui, whose father Rev. H. W. Tsui had transferred to Hilo, to help with the Hall as assistant director of Hall.

Nov. 1937: Major discussion on reorganization of association, directions for the operations of the Hall. Presentations filed (on record) regarding history of the hall, recommendations for new directions.

EXCERPTS:

(By Dallas McLaren)

The new hall building and probably the original organization, was the outgrowth of a new kind of benevolent paternalism which found expression in several persons both before and after the building was completed. Ideas and plans tended to originate with a few and then "filter down" to the people of the community. Long before the completion of the new building, a combination of forces had persuaded the Hawaiian Board of Missions, the Kauai County YM-YC CA's, and other agencies and persons to finance a part-time director of the hall program, responsible to an executive committee.

After the completion of the building, the Waimea Public Hall Association officers turned the building and grounds over to the newly created "executive committee," which was partly an outgrowth of the building committee. The committee members had no real connection with the organization, but were selected on account of their interests and abilities as community leaders. This committee was the first step toward democratic control in the hall set-up.

The executive committee soon saw that in order to carry on a real community program, an organization composed of community club leaders was necessary. Out of this idea grew the original hall council, an organization of some twenty-five members. The creation of the council was the second step toward democratic control of the hall program. Both the executive committee and the council were "breaking new grounds" and had no precedent or tradition to guide them in making

decisions or promoting a program. Attempts were made to allocate functions and responsibilities, and by the exercise of much patience and hard work, was a growing feeling of lack of fixed responsibility and coordination in the development of a program. Particularly the council felt that it had no real standing and no real power to sponsor a program. After several months, the council voted to dissolve itself, and in its place a new centralized council of committee chairmen was appointed by the executive committee. Thus ended the period or phase in the community hall program. During this first period of about two years both the executive committee and the council had, by common consent, assumed responsibility not only for the setting up of a program but also for needed supplies and equipment, additions and improvements, and hall repairs and maintenance, - a large responsibility indeed.

Sometime prior to the arrival of our second hall director, the YM-WCA's had acquired a large block of shares and were, in co-operation with their large share-holders, in a position to direct the major policies of all, which they have done during the second two year period. This development, in combination with the change in the composition of the council and with other factors, probably tended to lessen community interest and responsibility for the success of the hall program.

With this background outlined, it is now possible to propose a plan of re-organization for the consideration of this group today. Before presenting such a plan, however, it seems in order to state certain basic principles that may be assumed in any such re-organization.

First, it seems basic that any organization for community betterment should have a broad base of support and be thoroughly democratic in composition. This is to say that every member of the community should have some voice, even though indirect, in the support and management of a hall program. This seems to be in close harmony with our usual American way of self-government and self-direction. * * * The various organizations,

who have a part of would like to have a part in the hall program should each have only one vote in establishing and promoting a suitable community program, of activities. The original hall council was organized largely upon this co-operative idea, but its powers were limited.

There are two or three possible alternatives in any re-organization that we might undertake. First , we might turn the entire responsibility for a hall program back to the stockholders and Waimea Public Hall association officers , and ask them to determine by majority vote what the program should be a and who should promote it. *

* *

Second, we might recognize and accept the trend of the past two years, and recommend to the stockholders that they turn the hall and the program over to the Kauai YMCA and YWCA for development s a part o their county-wide programs. This would mean the inclusion of the hall program finances in the annual "Y" budget and financial campaign. * * *

A third alternative calls for a division of function and responsibility between he stockholders of the Waimea Public Hall Association and a local organization which might be set up or permitted to operate the hall program.

CHART OF CURRENT OPERATIONS/STRUCTURE

Waimea Public Hall Association
(Comprised of old and new stockholders)

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Waimea Community Hall
(Operated by an Executive Committee)
[Hall Director]

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Hall Council

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Hall Committee Chairmen
(Representing about 12 affiliated clubs,
and about 250 individual members)

An extensive discussion and charts of the re-organization proposal are set forth in the minutes.

- 1938 (c.): Ivan Bell reports on Hall activities and programs 1935-1938. Notes a Poipu Beach Conference was held to evaluate goals, directions, purpose, operation, management of Hall.
- Nov. 1941: Kauai Library Association requests use of Hall for a branch library.
- Dec. 7, 1942: Japanese Navy bombers attack Pearl Harbor, Oahu. World War II begins in the Hawaiian Islands.

PART THREE
World War II -- USO Operations
(Reference: DOCUMENT 5)

PART FOUR
After the War -- New Directions
(Reference: DOCUMENT 6 and 7)

County of Kauai

In March of 1946, the County of Kauai inquired into the county's acquisition of the Hall. The county, in consideration, would maintain and improve the building to meet the requirements of the Waimea community.

Continued Operations

Rev. Higuchi, of Waimea Christian Church, became an active leader in the community. His brother, Etsuo Higuchi, arrived to head up the YMCA's program at the Hall.

In 1947, Etsuo Higuchi rebuts the comment that "Waimea Community Hall is only a Hall of Memory and that very little activities are going on." By September 1948, finances occupied a prominent place in the record. The County of Kauai was renting the Hall during school days for physical education (counties were still responsible for school buildings then). "The financial support has not kept pace with the increase in individual and group participation." "Some form of membership drive was the most plausible means of raising funds. In addition to raising funds it would be possible through such a drive to determine the real interests of the community in the future operation of the hall." "Local merchants have carried far more than their share of the financial burden of the hall." "If the necessary financial support cannot be realized, possible means of disposing of the hall should be investigated."

PART FIVE
Waimea Christian Church Management
(Reference: DOCUMENT 8 and 9)

Hawaii Evangelical Association (HEA or Hawaiian Board)

In 1949, the Hawaii Evangelical Association, the body of affiliated congregational churches in Hawaii, being familiar with the operations of the Hall and having had ministers in the community over the past 50 years, prepared a summary of the current status of the Hall.

The Waimea Christian Church made a proposal to the Waimea Public Hall Association for a lease to the premises, which would allow the church to operate and manage the Hall and to relocate its sanctuary to the Hall grounds (after the Waimea flood of 1949). A lease for that purpose was approved for 15 years, with a right of renewal, from 1950 to 1964.

PART SIX
Title Problems -- 1953
(Reference: DOCUMENT 10 and 11)

Territorial Condemnation for Roadway

The Territory of Hawaii needed a portion of the property to build the new road to Kekaha. As part of the title search, the territorial officers noted that the original trustees who took title to the land (Hofgaard, Conant and Gibson) in 1896 had all died and that the territory needed to negotiate with their successors. Steps took place to have Lindsay Faye appointed by Judge Tashiro as the successor trustee.

Vote to Form a Corporation

At the same time, the Association was faced with the issue of long-term goals. A meeting was held in 1954 to discuss how the title to the premises should be held in the future. The stockholders then voted to seek a vesting order for Lindsay Faye as successor trustee and to form a corporation.

PART SEVEN
Identifying Members of the Association
(Reference: DOCUMENT 12)

Review of List

The names of shareholders in the stockholding Association were reviewed and updated. Heirs or successors were identified to the extent possible. An October 18, 1954 "Active Stockholder Mailing List" was compiled.

PART EIGHT
Lindsay Faye Appointed Successor Trustee
(Reference: DOCUMENT 13)

On July 25, 1955, Judge Tashiro appointed Lindsay Faye as successor trustee, vesting title of the Hall property (land and buildings) in Lindsay Faye, trustee.

PART NINE
Interim Plans - Now What?
(Reference: DOCUMENT 14)

Hawaii Evangelical Association Proposal

Since the HEA held a lease for 15 years, with option to renew, for the Waimea Christian Church, the HEA looked into the possibility of remodelling the premises. The HEA considered acquiring the stock of the major stockholders (at least 90% -- Robinson, Kekaha Sugar Co., American Factors, Ltd., YMCA, H.P. Faye, Ltd., Wilcox [assigned to YMCA]) and to take over the property and operations. Kenneth Sato, engineering consultant, submitted a plan for such a proposal.

Of Note to the Three Christian Churches in Waimea

The HEA proposal is quite prophetic:

"We told them of * * * our desire to get the Association's property in fee simple with the hope that the Foreign, Christian, and Hawaiian churches would unite, using the Foreign Church for the place of worship, and the Christian Church and hall for Sunday school purposes."

Nothing Firmed Up

The HEA and Lindsay Faye continued communication while Lindsay Faye was being appointed successor trustee. The HEA abandoned the idea. As noted in its letter, the HEA states:

"[T]he hall not only got in poor shape but the building of a gymnasium close by [at Waimea High School] stopped what activity what was going on. The church could have used the hall for classrooms or something of that kind, but the bills for repairs and alterations were going to be so high that we never cared to proceed in this regard"

"You will also note that the YMCA was willing to give up their 400 shares to us to get out from under this big burden. We do not want these and would rather not get mixed into the property * * * "

PART TEN

Formation of a Nonprofit Corporation Under the Same Name, "Waimea Public Hall Association [Inc.]"
(Reference: DOCUMENT 15)

Organization of Nonprofit Corporation

The Waimea Public Hall Association [Inc.] was organized on November 9, 1955. This corporation still exists and is the current owner of the land and Hall (the sanctuary and classroom buildings are owned by the Waimea Christian Church).

The charter of incorporation notes that all members who were members, i.e., stockholders, of the unincorporated Association would be members of the nonprofit corporation. New members could be added by the Board of Directors. As a nonprofit corporation, "the corporation is not organized for profit, [and] will not issue any stock."

The charter of incorporation also provided that the Board of Directors could "fill vacancies occurring in its [the Board's] membership."

Annual meetings are in April of each year with five (5) days notice in writing or by publication in "The Garden Island." Ten (10) members constitute a quorum.

Nonprofit Corporation Law

General laws of associations and nonprofit organizations note the distinct features of such entities: (1) there is no stock or capitalization, i.e., there can be no shareholders, (2) membership is determined by the articles, by-laws and acts of the Board of Directors, i.e., membership is not "inherited" or "passed on" on the death of a member or dissolution of a member, (3) unless otherwise fixed in the articles and by-laws, each member has one vote.

Apparent Confusion on the Effect of Incorporation

A news article of November 19, 1955 reported:

"The association was formed during the depression years to provide work for many residents here who were out of jobs."

[In fact, the Association was formed in 1896.
In the 1930's the Association built the existing building, taking in new shareholders as part of the capital program.]

"Each of the workers was given a share in the hall in lieu of wages. Others contributed money. Between 200 and 300 people have a share in the hall."

"Today, the Kauai County Y.M.C.A. has controlling interest in the hall, because the late G.N. Wilcox, who had the majority of the shares, turned them over to the organization. Mr. Wilcox was one of many citizens who contributed money to the association for materials needed for the hall.

[As the assignee of the Wilcox family's 400 shares of stock in the Waimea Public Hall Association, a stockholding association, the YMCA held 400 out of approximately 974 shares of stock known to be outstanding as of 1954. The article refers to this period of time, immediately prior to the formation of the nonprofit corporation in November 1955. After the publication of this news article and after the organization of the nonprofit corporation, the Judge of the Fifth Circuit Court ordered the Hall - land and building - transferred to the new nonprofit corporation. The YMCA's interest in the stockholding Association (400 shares) remained "controlling" but in an entity which had no more assets and which was being dissolved de facto. As a member of the newly formed, nonprofit corporation, the YMCA, like all other former Association members who wished to "stay in" as members of the new nonprofit corporation, had one vote only. This act of democratization was consistent with the law and the concerns of the then current members and users. (See excerpts of Mr. McLaren under Part Two, above.)

"Those who contributed money received shares in the hall according to the amount of money contributed."

These points, that the new nonprofit corporation could not issue stock and that all members of the new nonprofit corporation were all "democratized" - one man, one vote - were never appreciated. Reference continue over the years (as recent as the 1970's and 1980's) that the YMCA had "400 shares" in the new nonprofit corporation.

PART ELEVEN
Lindsay Faye Transfers Premises to
New Nonprofit Corporation
(Reference: DOCUMENT 16)

In accordance with the vote of 1954 and their being no alternatives finalized (such as the HEA proposal to acquire the property in 1954-1955), Lindsay Faye transferred the property pursuant to court order to the new nonprofit corporation.

This constituted a de facto dissolution of the unincorporated Association.

PART TWELVE
Nonprofit Corporation Records
(DOCUMENT 17)

PART THIRTEEN
Renewal of 1950 Lease to HEA
for Waimea Christian Church
(DOCUMENT 18)

Lease Renewal

In 1964, the lease to the HEA was to expire. Renewal discussions did not go anywhere, largely due to the inactive status of the corporation. The corporation's officer replied, "I have no doubt that action will be favorable for a renewal of the lease, and, in the meantime, see no reason why the Church should not continue to use the facilities as in the past, until definite action is taken on the question of the lease."

In 1969, the Waimea Christian Church had formed an association with the Waimea Hawaiian Church and Waimea Foreign Church to constitute the "Larger Waimea Parish." The new association of churches proposed not only a new lease, but a long-term lease if the churches invested capital to remodel the Hall. The churches recognized that the original purpose of the Hall was to be community oriented, and not exclusive or sectarian.

A special meeting of the corporation was convened on May 9, 1968. The lease proposal was discussed and the churches again observed that "other organizations will be welcome to use the facilities at a nominal cost as they have been doing in the past." A representative of the YMCA, Paul Matsunaga, noted, "Their organization would be willing to go along with a long term lease as they can foresee no construction plans on this site within the near future."

The lease was approved and was delivered to a newly formed corporation, called the WAIMEA UCC EDUCATIONAL CENTER, INC. This corporation is a nonprofit corporation organized by the Waimea Christian Church and Waimea Hawaiian Church for the purpose of taking title to the lease. The "Larger Waimea Parish" in 1969 was not a legal entity so title was taken in the name of this new nonprofit entity. The members of the Waimea UCC Educational Center, Inc. are those persons who are members of the Waimea Christian Church and Waimea Hawaiian Church and who are admitted to the corporation. By practice, the two churches nominate representatives to be members and to sit on the Board of Directors of the Waimea UCC Education Center, Inc.

The lease is for a term of fifty-five (55) years, ending in the year 2024.

[NOTE: In 1993 the three churches constituting the "Larger Waimea Parish" voted to form a legal entity, merging the three churches into a single body. The terms of merger must address where the title to the lease will go.]

PART FOURTEEN
Observations on Title to the Land
(DOCUMENT 19)

Original 1896 Conveyance

The 1896 deed from Knudsen to the three trustees who held the title of the property for the unincorporated Association contains no restrictions or limitations of any kind. Fee simple absolute title was conveyed.

Association and Corporation Documents

The unincorporated Association and nonprofit corporation documents contain purpose clauses that the assets would be used for a public hall. The community nature of the uses made of the Hall after the 1930's (when the existing building was constructed) has long been recognized. To this extent, it is arguable that a trust or similar equitable charge attaches to the property.

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NOTE: The original documents referred to were obtained from various sources -- Ichiro Okada, Elsie Okada, Hawaii Conference Foundation, Department of Commerce and Consumer Affairs, Fifth Circuit Court, Bureau of Conveyances, Waimea Public Hall Association, Larger Waimea Parish, Waimea Christian Church.

A COPY OF THE DOCUMENTS MAY BE OBTAINED AT THE
WAIMEA MAIN STREET OFFICE AND WAIMEA CHRISTIAN
CHURCH OFFICE.

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MICHAEL J. MATSUKAWA