

HPPOA Bylaws Committee Meeting Minutes 23 July 2015

APPROVED

The meeting was called to order at 5:11 PM by Tom Jennings, substituting for Craig Creilly, Chairperson.

Present: Ron Haskin, Tom Jennings, Randi Larzalere, Milton Pavao, and Mayelin Stillwell
Craig Creilly arrived at 5:18 PM and Ron Vizzzone arrived at 5:25 PM

Guests: Beth Evesong and Jo Maynard

23 July 2015 Agenda was approved.

OLD BUSINESS:

1. All approved 9 July 2015 minutes. Janice Ashford, previous BLC secretary, is checking to see whether she has her copy of 18 December 2014 minutes. If she doesn't, we'll revisit this at our next meeting to discuss a solution.
2. Organizational proposal for previously approved bylaws amendment proposals was to be reviewed by BLC members. Also to include reviewing the format and comments. Tom handed out printed copies of approved proposals to BLC. There were a few typos on dates but all members liked and approved the format and comments. Article V, Sec 1 should show date approved 6/25/2015. Article V, Sec 6 & Sec 12 should show date approved 7/9/2015.

Article V, Bylaws Definitions, Quorum of the Membership, Sec 12 P4 - Correction in already approved wording done 9 July 2015. It should be: "A majority of the members in good standing or 30 members in good standing, regardless of number of lots owned, whichever is less."

There was discussion on Tom's expenses for printing all the proposals for the BLC. We would like to make sure he is reimbursed if he continues to print all the proposals for us. This will be put on next meeting's agenda.

3. BLC response letter to board status - emailed 17 July 2015, and hard copies sealed in envelopes and hand delivered 20 July 2015 to board members' inboxes to ensure all board members received the BLC letter.

NEW BUSINESS:

1. Conflict of Interest? Discussion ensued. Craig as new board President and BLC Chair technically isn't a conflict of interest. The consensus is that we should avoid perceptions of conflict of interest for the integrity of the BLC. Milton 1st, Randi 2nd that things could be perceived as a conflict of interest. Motion was rescinded when Craig volunteered to step down as Chair. Unanimous vote for Milton Pavao to be chairperson. He can't attend all board meetings but Craig can give our reports when needed since he attends board meetings regularly. Randi will be in charge of picking up the library keys.
2. Article V, Bylaws Definitions, Sec 7 - 11 P4: Sec 7 Majority Vote, Sec 8 Two-Thirds Vote, Sec 9 Member, Sec 10 Member in Good Standing, Sec 11 Quorum of the board of Directors. Sec 7, 8 and 9 have no changes.

Sec 10 Member in Good Standing - new wording: "A member whose road maintenance **and special assessments** are not in arrears." Milton 1st, Randi 2nd, 6 approve and 1 nay.

Sec 11 Quorum of Board of Directors. Discussion ensued about the 5-5-5 Rule the BLC had previously approved for their proposals. The 5-5-5 Rule is:

- (a) A board meeting is any gathering of five or more members of the board discussing HPPOA matters, without regard to whether a decision or vote is intended or taken.
- (b) A board quorum is five or more members of the board without regard to existing vacancies on the board, except as described in Article VIII, Sec 6.
- (c) A majority vote of the board is five or more votes, without regard to existing vacancies, except as described in Article VIII, Sec 6.

Jo Maynard suggested a clause for times of emergencies when the board can't fill vacancies to make the quorum of 5 to do business, as what occurred last year. Ron V responded that to have less than 5 is a rare event and this would encourage the board to make sure all board members are present at the meetings if they want to do business, and/or to fill at least 1-2 of the vacancies promptly instead of spending time vetting candidates outside of board meetings. Doing business with less than 5 board members isn't in HPP's best interest. Discussion to continue at our next meeting.

Homework: Review Article V, Sec 7-11.

Meeting adjourned 7 PM. Our next meeting is 6 August 2015 at 5 PM.