

## **HPPOA Bylaw Committee Meeting Minutes 13 July 2017**

APPROVED

Meeting was called to order at 5:20 PM.

Present: Steve Crawford, Parker Nicholson, Milton Pavao (Chair), Christian Pearson and Mayelin Stillwell (Secretary)

Guest: Rosie Brown

Approval of Agenda.

Member Input: Rosie had questions about membership meeting quorum after observing the chaos over what constitutes a quorum at the June 2017 membership meeting. We read the bylaws together, Article V Sec 12, and had discussion on the proper definition of quorum. When assessing quorum the number of members present in good standing is counted, not the number of voting paddles.

### **OLD BUSINESS:**

1. Approve 22 June 2017 minutes. All approved.
2. Article V Definitions Sec 22 Association P 5 - All approved the final draft for proposed new definition.

**"Section 22. Association. Lot owners of record of Hawaiian Paradise Park in increments I and II, having a formal structure with common purposes as they desire in accordance with these bylaws."**

3. Article V Definitions Sec 21 Assets P 5 - This section's new definition was previously approved. We further discussed whether to have subsections or not to further define "Assets". There is confusion and disagreement between board members and members regarding the definition of "Non Road Maintenance Assets" which currently has no definition in the bylaws. This term is currently used in various areas creating conflicts within our bylaws. There was debate and long discussion on our interpretation, and options to resolve the misinterpretations that exist. One thought is to define "Assets" in three sections (instead of two that was originally intended):
  1. Road Maintenance Assets
  2. Road Maintenance Support Assets and create a 3rd provision and possibly delete the term "Non Road Maintenance Assets" which is vague. More thought needs to be put into the verbiage for provision 3.

The revenue for the Activity Center and Library rental isn't defined in the current bylaws or defined as a road or non road maintenance asset. We have one employee that maintains the Activity Center, the administrative office, and the grounds.

Term "Non Road Maintenance Assets" is used in Article VIII Sec 8 (k) and (o), Article X Sec 2 (c), Article XI Sec 3, and Article XII Sec 6. We need to review how these areas will be affected if we propose deleting this term. This will be our homework.

NOTE: if we come up with a different term and delete the term Non Road Maintenance Assets, we need to remove it in all areas of the bylaws.

4. Article VIII Sec 8 Power and Authority (p) Voluntary Association Donations P 10 Discussion ensued. Previous new proposed verbiage discussed:

"An annual Donations may be solicited by the Association **for a specific project(s)** to be paid **for** by **the members on a** voluntary **donations basis by the membership and other sources**. Suggested **annual** Association donations may be established by a majority vote of the **board membership by ballot vote and overseen by the Finance Committee.**"

There was new discussion on putting new verbiage all together into a different article..... Article VII Section to be determined, and in Article X under *new* "**Section 1. 4. Special Projects Committees**"

Verbiage discussed: "**The Association may form committees to solicit donations for a specific project(s).**"

More thought is needed so tabled pending further review and discussion.

5. Article IX Sec 1 Officers P 14 - Reviewed and discussed proposal. All approved verbiage to be added. Milton will make a draft.

"The officers of this Association, who shall also serve as officers of the board, shall be a president, vice president, secretary, treasurer, and such other officers as in the judgment of the board may be necessary, or advisable. The outgoing secretary shall provide each officer with a copy of the board approved practices and procedures for their elected office. **Officers shall be bonded which will include a background check.**"

Discussion ensued on needing a separate meeting to go over all the proposed amendments we each have to ensure we all have the proposed amendments that we've approved and completed thus far. Discussed getting a master folder together that holds all the finished proposed amendments.

Homework: Review how deleting the term Non Road Maintenance Assets will affect other areas of the bylaws as noted above in number 3.

Meeting adjourned at 7:17 PM. Next meeting 26 July 2017.