

## **HPPOA Bylaw Committee Meeting Minutes 22 September 2016**

APPROVED

Meeting called to order at 5:05 PM.

Present: Milton Pavao (Chair) and Mayelin Stillwell (secretary).

Absent: John Rudolf and Randi Larzalere

Guests: Steve Crawford, Bruce Derrick, David Prager and Ruth Mizuba (arrived 5:10 PM and left 6 PM)

Agenda: Add new members to regain quorum to hold meetings so we can carry on with the task the membership had assigned us at Oct 2014's membership meeting.

BLC has had obstacles from performing our work starting in May 2016 due to quorum issues from chronic absenteeism, resignations and board and member disruptions. There's less than 5 members which is the minimum for this committee, per our bylaws Article X-Committees, Sec 1 (b) 1. Bylaws committee.

The meeting began w/discussion on John Rudolf's status as a BLC member. Due to his recent promotion to President at yesterday evening's board meeting, he's ex officio of all committees and no longer a member of the BLC. This brings us down 1 more BLC member to 3 BLC members.

Two is a quorum of 3, allowing us to hold a meeting to vote in new members per bylaw Article X, Sec 4 Vacancies.

Guest board rep Ruth Mizuba VP, stated the reason for her visit. She's representing a few BLC members and requested the BLC meet with her and the others on Monday night, 26 Sep 2016 to discuss them. BLC informed her that one of the BLC members she's representing, Leilani Bronson-Crelly, had given her verbal resignation at our last meeting 11 Aug 2016 so is no longer a BLC member. The VP stated concerns were that we had issues with not turning in our minutes and issues with our meeting schedule. They felt they needed to guide us in scheduling our meetings. We declined attending the Monday meeting as we need no board guidance.

The VP's visit was a follow up to an earlier action instigated by BLC member and board rep who made claims via email to Pres Crelly (now former as he resigned last night) and the VP, Ruth Mizuba and BLC, stating that the BLC was off task, had done no committee presentations and was behind on reports. She wanted the membership to vote in all new committee members, and give new tasks at the upcoming membership meeting. She had also requested that the Pres and VP suspend BLC from holding meetings starting 24 Aug 2016 until the next membership meeting in October. Based on this board rep/BLC member's email request, the VP emailed the chair that BLC was being suspended until she met with us after her return from the mainland. The BLC then consisting of 4 members, couldn't hold a meeting due to lack of quorum because 2 board reps who are also BLC members would not attend.

At today's meeting, the chair told the VP she had no authority to suspend the BLC from holding meetings because of our membership committee status, and had exerted power without full board authority. That she was misinformed as we had no meeting scheduling issues as it's the same schedule we've had since Mar/April 2014 and we intend to maintain it. She was informed that if she checks HPP's website, the BLC is up to date with our minutes compared to all the other committees. That BLC minutes weren't posted after our 1st meeting in April 2016 up to now after the termination of the ofc girl in March. There hasn't been any other committee posting minutes as one can see by the lack of their minutes on the website.

The VP was told if she checks the website, she would see that, and the Finance Committee hasn't posted minutes since 2015. There are committees who had no minutes since being formed, ie. Fugitive Dust Committee #2, and HRC. One guest stated all HRC business is private and another guest replied that not all HRC business is private. Ruth stated she would check into who was posting in the office as she didn't know who if anyone was doing so. We told her we'd forward the remaining minutes up to present to post onto the website if/when there's someone in the office to do so. Ruth said she'd get back to us.

The BLC stated that we've been on task contrary to what the BLC member/board rep claims. That the VP only listened to one side of the story when she attempted to suspend the BLC. The BLC has made reports to the membership and the latest presentation was done in Feb 2016. We are on task and doing what the bylaws states is the task of the BLC, Article X-Committees Sec 1 (b) 1. Our minutes are proof and the accuser had misinformed the VP and Pres with false claims and caused disruption to the BLC's task to the membership. It was recommended that the VP check the website herself.

Ruth Mizuba left and BLC continued with our meeting Agenda.

The remaining members of the BLC reaffirmed Parker Nicholson's appointment originally done 11 Aug 2016. There were 3 individuals who caused disruptions at the 11 Aug 2016 mtg which made it difficult to conduct business. We also voted in Steve Crawford and David Prager as new members. There are 6 BLC members now.

There was brief discussion on BLC setting a policy in the near future on unexcused absenteeism and enforcement, and curving the number of board members allowed on the BLC. Through recent experiences we are discovering there are conflict of interest issues. Some previous board rep/BLC members had also noted the conflict of interest.

Meeting adjourned 6:15 PM. The secretary requested for early adjournment prior to the meeting. Next meeting 13 Oct 2016.