

## **HPPOA Bylaw Committee Meeting Minutes 28 July 2016**

**APPROVED**

Meeting was called to order at 5:02 PM.

Present: Milton Pavao, John Rudolf, Leilani Bronson-Crelly

Absent: Ron Haskin, Randi Larzalere and Ron Vizzone

Guests: Parker Nicholson, Steve Crawford and Craig Crelly (arrived 5:10)

Approval of Agenda: All approved agenda.

Member Input: None

### **OLD BUSINESS:**

1. Approve 14 July 2016 Minutes. John 1st, Mayelin 2nd, all approved.

2. Article V Sec 19 Definitions P 5 and Article VIII Sec 8 Powers and Authority (a-c) P 9 - Milton passed out drafts.

Article V Definitions, Sec 19 - After discussion we agreed to add the following proposed definition:  
**Section 19. Capital Improvements. Any new construction, expansion, improvement, renovation or replacement project for a facility or existing facility(ies) or roadways excluding normal existing road maintenance.**

Leilani asked when she will be getting a folder. She suggested that when someone resigns, they should pass on their folder to a new member. We agreed a master folder with the past year and a half's work will be put together for all members to go through and make copies.

Article VIII Sec 8 - After much discussion we agreed to the following proposed amendments in the 1st paragraph, and (a & c):

"Except for the.....The directors shall have such power and duties, **in accordance with the bylaws**, as may be necessary or proper including but not limited to the following:"

(a) "Prepare short and long-range plans to support the Association Objects and Purposes as per Article IV **subject to the approval of the general membership.**"

(b) Leave as is.

(c) "Maintain, repair.....and alterations thereto, **providing however, that any Capital Improvement project in excess of \$200,000 shall be first approved by the general membership.** The board shall...."

(d) "Supervise the immediate management and operation of the Association."

Discussion ensued on whether there was conflict with Article XII Sec 1 (a-d) and Article IX Officers.

Proposal for subsection 1 was discussed. Consensus was that it's more of a policy and doesn't belong in the bylaws.

(e) After discussion we agreed to the following proposal: " Maintain Policies and Procedures for the Association including an employee handbook and a detailed written job description for **the general manager all employees.**"

Discussed new proposed subsection 1 and all agreed to add: "**Any proposed employee job description changes shall be directed, reviewed, and approved by the full board to ensure compliance with the board's directive and HPPOA Bylaws.**"

(f) Discussion ensued and the following proposals were agreed upon by consensus: "Employ, supervise, and dismiss **such** personnel or independent contractors as may be necessary for the maintenance, **improvement** and operation of the Association and it's committees, and prescribe **such** duties for them as are consistent with law, the Articles of Incorporation, and these bylaws."

Milton will make up drafts for the above proposed changes.

#### **NEW BUSINESS:**

1. BLC Meeting time change to start at 4:30 because of the library key issue? Because the office closes at 4:30 now instead of 5, and being directed by office staff to pick up the key at 4 PM, has caused great inconvenience to whomever has to pick up the key, go home, and come back again to attend the meeting. Especially to those that don't live close to the office. Discussion ensued and it was agreed that we'd table this upon further investigation by John to see if there are any options to this issue, other than changing the meeting time.

2. Continuation of Article VIII Sec 8 Powers and Authority (g-t) P 10-11

(g) "Review and approve performance appraisals of the general manager and contractors hired to provide ongoing administrative or road services on a long-term basis (six months or longer)." After great discussion we agreed to Leave as is.

1. "General Manager - no less than annually." After lengthy discussion, we agreed to Leave as is.
2. "Contractors/Independent Contractors - no less than at mid-contract and before renewing any contract." After discussion we agreed to Leave as is.

(h) "Delegate authority to or limit the authority of the president or other officers except where such actions would conflict with provisions of these bylaws." After lengthy discussion in regards to examples and intent of this, we agreed to Leave as is.

(i) After discussion we agreed to add new proposed word to existing verbiage: "**Shall** keep accurate records of board meetings, maintain records and make reports as required by law and ensure that organizational documents are protected."

(j) After discussion we agreed to add new proposed words to existing verbiage: " Ensure that adequate protection is **obtained**, including but not limited to liability, hazard, fidelity, and Directors and Officers liability insurance. Insurance, except for Fidelity Bond, may be waived for good cause by a two-thirds vote of the **full** board."

(k) After a lengthy discussion it was agreed we would table this and do homework focusing on other areas of the bylaws where "road maintenance" or "road maintenance activities" was used. Definitions may be required on these terms to clarify the intent of our bylaws as there seems to be varying interpretations.

Discussion ensued at this point regarding the current BLC membership. The chairperson said no one has responded to his email requesting committal or resignations from members who've had numerous absences and no courtesy call.

The consensus was that an extra effort needs to be taken to find out if 3 of our members are resigning/have resigned since there was a lack of response to the chairperson. The chairperson designated the BLC secretary to contact them. Discussion was that the BLC needs to move forward and get back to work for the membership and are having intermittent quorum issues including the whole month of June. There are 2 members who've been attending as guests and are showing interest to be on the BLC when/if there are openings.

Homework: Article VIII Sec 8 (k). Review other portions of the bylaws where "road maintenance" and "road maintenance activities" are stated.

Adjournment 7:03 PM. Next meeting is 11 August 2016.