

**Hawaiian Paradise Park Owners Association
DRAFT-UNAPPROVED – General Membership Meeting Minutes
February 25, 2017**

I. Call to Order: President, Craig Crely (District 3) called the Board of Directors meeting to order on February 25, 2017 at 3:21 p.m. Quorum was established. The meeting took place in the HPPOA Hui Activity Center.

II. Roll Call: (30 people required for Quorum, which was established)

Members: Peter Frost, Lori Laucik, David Wacker, Robert Chang, Thomas Cioch, Milton & Paula Pavao, Steve Crawford, Jeff Krum, Rosemary L. Brown, Andres Eftink, Dana Jones, Wes Peters, David Fithian, Glenn Brown, Ken McGilvray, Terri Stratton, Bruce Derrick, Leslie Estep, Connie Bruchard-Burr, Sandra Collins, Floyd Branchfield, J. Walters, Joan Pieper, Anna Rainie, Dorothy Heinrich, Fran Calvert, Kathleen Tilton, Olivia Kelcher, Judith Sumter, Patrick Murdoch, Mary Cornish, Tom & Lucy Jennings, Joyce & Takoor Beharry, Eloise & Brendan Freitas, Beth Evesong, Arthur Pavliska, Paula Willett, Lynn Walker, John Barry, Nelson Dameg, James Sheldrake, Rodrik Thompson, Josette Gomes, Keanan Miyasato, Christian Staszko, Noel Freytag, Paula Guay, Gerard Silva, Kathleen Brady, Darien C. Morris, Jon Davis, Kathryn Crawford, Ruth Mizuba, Mary A. Couch, Wendall Lewis, Manuel A. Amaral, G.L. Foster, Susan Escobar, Barbara Robertson, Gerard Deutsch, Robert Blinn, Marion Price, Susan Hawkes, Al Bandur, Mike Mentnech, Leo Warden, Leslie Blyth, Briana Staples, Mayelin Stillwell, Doug Stillwell, Alexa Von Alemann, Don Besse, Kathleen Shaw, Parker Nicholson, Brian Phillips, Teresa Cronister, Dave Cronister, William Eaker, James Vick, Mike Smith, Elgin and Patreena Santos, Russell Ribordy, Alec Gouveia, Donny Bartolome, Richard Koval, Lorie E. Comb, Joan A. Galante, Richard Solie, Eric Baicy, David Miller, Christine Bachman, John Seastrom, Brian Ogawa, Dylan Trooien, Ashley Kierkiewicz, Craig Crely, L. Cacpal, Travis Andrade, Elizabeth Bonnell, Oliver Buck, Keone Oskid, Desire Montgomery, Kaynan Kaku, Albert Rezentes, Roberta Tanner, Lauri & Thomas How, Ray Kottke, Esther Kottke, Jennifer Gardham, Judi Houle, Frances G. Lee, Jacquelyn B. Ching, Jeffrey Finley, Robert Silva, Stafford Lombard, Taki Walter, Bridget Haley, Nathan Makino, Gregory Dayanan, Joy San Buenaventura, Quintin Quinories, Jack Oskins, Gloria Pandela, Leilani Bronson-Crely.

Guests: Eileen O'Hara

Board of Directors: (*Moved to audience per membership vote, but before allowing the President to conduct a formal roll call and then procedurally yield the floor to the chosen community member, per the bylaw protocol*): Leslie Blyth (District 7), Craig Crely (District 3), Ruth Mizuba (District 2), Patrick Murdoch (District 6), Jack Oskins (District 4), Larry Kawauhau (District 1). *Absent:* David Roe, (District 9), Chris Anderson, (District 8)

President, Craig Crely called for a motion to approve the agenda. Instead of offering a motion to approve the agenda, **Steve Crawford moved to allow the member, Lori Laucik to be made the chair for today's General Membership Meeting. Rod Thompson seconded the motion.** Discussion: It was stated that per the bylaws, the membership can name a chair for the General Membership meeting. It was stated that per Bylaw Article 9 Officers Section 2C, as cited – "...President presides as needed." Someone stated that the bylaw does not allow for removing the President. Another wanted to discuss further. Several minutes of cacophonous angry discussions occurred with many thoughts being voiced regarding the interpretation of the bylaws and in regards to not being required to have the President of the Board Chair the meeting. Steve Crawford wanted to move forward because he stated that there was a lot he wanted to cover today with the community, he took control of the din from everyone in the room cross-talking by calling out for the **Vote: Yes-68, No-3, Abstain-1. Motion carried.** The President did not actually have an opportunity to yield the floor to the appointed presiding chair, so, after the vote count, he moved into the audience and Lori Laucik came up from the audience to take over chairing the meeting at 3:30 p.m.

III. Approve Agenda

Richard Solie moved to approve the Agenda. Leslie Blyth (District 7) seconded the motion. Discussion: Several items were moved, removed, and added. **Rod Thompson "proposed an amendment to the agenda in order to make bylaws be the next thing" up for discussion. No second was heard, but the crowd sounded in agreement, the formal second was dispensed/not called for, and it was quickly moved forward to a Vote to accept the amended agenda: Yes-79, No-4 Abstain-0. Motion carried.**

IV. Bylaws Committee – Milton Pavao – [Report-SEE ATTACHED]. Organizations changes and by law revisions can only be done through you the membership, so all were encouraged to stay for the presentation after his report and give approval after the two presentations to be done next to give them the approval to initiate implement the changes, which the bylaws committee feel are in the best interest of the membership with the hoped for outcome of more efficiently as an association and organization transparency that all have demanded so that we can all accomplish the goals of our association.

Mayelin Stillwell then gave a detailed report about the proposed bylaw revisions and an explanation of how bylaw changes and the bylaw amendment process works. This information included bylaw sections to support her report and which showed the current and proposed changes with red as removals and embolden as additions on a handout [SEE ATTACHED]. The Amendment proposals for change in summary were as follows (see attached Stillwell report for more details):

1) **Article III Section 7 Removal** – Change requirements for a petition for Removal from the 200 member signatures required now to 100 from the director in question's district and to read as follows: (a) A recall election for a director may be called by two-thirds majority vote of the board, or by a petition of not fewer than 100 signatures of members from the director's district.

- [See Page 1 of Mayelin Stillwell Report].

2) Amendment proposal change for **Article V Section 14 Definitions** to become: A conflict of interest exists when any director, officer, committee member, or employee of HPPOA, has a direct or indirect beneficial or financial interest in any matter involving the Association. See Article VIII Sec 11. – [See Page 2 of Mayelin Stillwell Report].

3) Amendment proposal change for **Article VIII Section 11 Conflict of Interest**, The board shall annually adopt a Conflict of Interest Policy that conforms to these bylaws and will apply to any board director, officer, committee member or employee o HPPOA. The policy shall include the following:

- (a) Relationships that suggest a conflict of interest shall be avoided. No director shall be employed by the Association for any reason, or have any direct or indirect beneficial, financial or business transaction with HPPOA. Any direct or indirect beneficial, financial or business transaction to a family member of any director, officer, committee member or employee shall be prohibited.
- (b) No employee shall serve on the Finance committee, the Human Resources committee or any future committee that has any direct or indirect business that impacts employees with the exception of the general manager who is an ex-officio member of the finance committee.
- (c) A board director shall excuse themselves from participating in any board meeting discussion in which such member has a conflict of interest. No director shall vote at any board meeting on any issue in which such member has a conflict of interest. The director shall disclose the nature of the conflict of interest prior to vote at the board meeting, and the minutes of the meeting shall record the fact that a disclosure was made.
- (d) Any after-the-fact disclosure of a conflict of interest on the part of any director shall result in the nullification of any relevant vote of the director and shall be grounds for removal from the board. See Article VIII Section 7 Removal.
- (e) Any candidate for a board director seat through district election or by board appointment, shall not be eligible if there is a conflict of interest. If a conflict of interest is determined after the board director has been installed, the director shall be disqualified from serving and shall resign from the board. -- [See Page 3 of Mayelin Stillwell report for details]

Mayelin Stillwell moved that all three bylaw amendments, Article III Section 7 Removal, Article V Section 14 Definitions, and Article VIII Section 11 Conflict of Interest changes be approved by the membership as presented and be included on the ballot that the bylaws committee intends to send the entire membership for their vote. Steve Crawford seconded the motion. Discussion: recall 200 to 100, but 2/3 override? The recall bylaw also includes the board. Members and board members can remove a director. The board needs 6 votes of their peers to prompt a recall by board, so they need 2/3rds, 6 of 9 can get a recall. Also members can get a recall with 100 signatures to prompt a recall vote to the entire district. Then 2/3 vote has to come back on the ballot to remove the director. It was clarified that the 100 signatures is only required to initiate a vote, not get rid of anyone. The change is hoped to be fair to both the director and members. Lori Laucik affirmed that there would be legal review of the proposed bylaw changes in reply to a community member's inquiry. It was further stated in affirmative to another member's question that the changes are within compliance of State law and they checked it was legal by studying other similar statutes. Lori Laucik explained that if motion gets approved to move forward then the board will have to get the legal review because the membership has required them to move forward and do so.

Rod Thompson spoke and stated that he was the original bylaws committee chair in 2014, but resigned in 2015. He wanted to offer his personal viewpoint that Milton Pavao is competent and honorable man, but from Mr. Thompson's years of doing this, he felt that the motion on the floor to approve sending this to all our membership today is something he is going to vote against, not in opposition to what is being presented, but because it wasn't easily heard on the mics, seen on the screen and it seems to be being pushed through after we've taken four years to work on these points, so simply voting in half an hour seems hasty.

Rod Thompson, moved to make an amendment to the motion that we (the membership) continue this discussion but no vote be held on sending these matters to the general membership by mail for at least one month, that may mean holding a special meeting, or a special general membership meeting to be held in March in order to vote on these matters.

He felt that it would give everyone one month to see and think through what we're doing before making a hasty move after four years of hard work. **Mayelin Stillwell didn't accept Rod Thompson's amendment** because then mailers would have to go out to the entire membership. A member spoke in support of Rod's suggestion stating that it is important for the membership to make informed decisions. The member also noted that a written proposal of what the bylaws committee has proposed should have been here in paper for the membership to actually see, especially due to the poor audio visual quality. A member proposed getting more info before presenting this to the entire community. One member stated that he couldn't hear the presentation so he asked to be mailed out a copy of the proposals. One member questioned that if this as a bylaws committee member stated that these proposal are just a small portion of the changes to be made, then the question begged why we are making only a couple provisions and then will be spending another \$5,000 for sending more bylaw recommendation changes rather than just sending out all the proposed changes as one whole document to cut down on confusion and expense. Another was concerned and noted that the committee has been in existence for over three years, but now they come without paper, a poor resolution slide show, and after three years of work they have one section? Mailing of 8,000 plus lot owners is going to be a lot of money. A person encouraged you to ask this committee to show it to us with a transparent, efficient readable version of the changes.

The chairman, Milton Pavao stated that this was a small part read today, but the major part of the changes will require the mailing. This is just to get approval to initiate the process. He stated that it's just your approval to send out more information and this was just a small part of what we intend to do. He stated that the next presentation by Steve Crawford was going to show why it is worth the money to make these changes, which will be further proposed. This is not to send out ballots, just information of the proposed changes.

Vote: Yes-92, No-11, Abstain-0. Motion carried.

Steve Crawford then presented the major part of the rest of the proposed bylaws changes presented during his report in the following sections [See Steve Crawford Report]:

Objectives and Language:

- Forensic analysis
- Restructuring the organization
- Professional management and positive reasons to support bylaw changes
- New bylaw's Proposal called, Special Projects Committee

Objective #1 – Forensic Analysis – **Steve Crawford** moved that the association direct the bylaws committee to Amend Bylaw Article X - Committees Section 1 Committee Scope and Authority (b)2 Finance Committee, to add a new sub-section labeled “h.” The new sub-section will state; Forensic analysis’ of HPOA’s financial state shall be implemented by and under the authority of the Finance Committee. Furthermore, future forensic analyses shall be conducted upon the approval of a 2/3 vote of the Association Membership present at any Membership meeting. The first forensic analysis shall be initiated and contracted within 90 days. He went on to explain that upon the bylaw amendment approval and by means of a professional forensic analysis company. He gave a history about past approval of a forensic analysis to be initiated. A petition was then gathered for this then he explained in detail what the forensic analysis would do. A large and long discussion occurred. Three bids are needed.

[Lori Laucik stated that she would share and email a copy of the hard report for attachment by transcriber to this report]
After screaming, **Stafford Lombard** seconded the motion. Discussion continued.

Peter Frost shouted out that he has his plan and an application to report the association to the IRS and offered them to anyone who’d like one.

There is one forensic auditor desired by some, but the two other bids of other auditors is needed before a decision is made. It costs about \$5,000 to send mailings, so if we can consolidate all of these proposals it would be fiscally good.

A present Board member spoke and wanted it noted that a forensic audit could cost an upwards of \$100,000 plus; therefore, we should seek two more bids before jumping to the first one who presented. Furthermore, the audit should go back not just three years, but it should look back ten years to look at the bond and how that fiasco came about along with other board member decisions in this past decade that have cost our association thousands of dollars. The finance committee was to bring the other two bidders to the board and has not yet. **Vote:** [to add new subsection (h)] **Yes-100, No-11, Abstain-0. Motion carried.**

Objective #2 – Restructuring – A lengthy presentation with pyramid diagrams was presented to show Association Membership at top then there were Special Projects Committee, Nominating Committee, Bylaws committee, Finance Committee, Road Committee, Board and then Professional Management all presented as an inverted pyramid. This visual was explained that the restructuring is to make sure that the organizational structure has the membership at the top and that there is never confusion about who is the authority.

Membership approve Objective 2: The Association shall direct the Bylaws Committee “to recommend” to amend, repeal and adopt new Bylaws pertaining to the Association’s organizational structure as authorized in Article XIV – Amendments to the Bylaws. Mr. Crawford just continued speaking that this is a simple majority vote, not necessarily 2/3rds, but it will be great if we get it. He went on to state that Article XIV Section 1 states that these bylaws can be altered amended and repealed and new bylaws may be adopted by not less than 2/3rd majority membership voting by mail in ballot, that’s what’s coming up, the amendment shall be implemented upon approval by the membership. This is the bylaw would allow the association to amend and include new bylaws to tell the committees what powers and authorities they have to operate. **These changes shall included, but not be limited to the Finance Committee; a Roads Committee; restructuring the Board of Directors; implementing language for Professional Management and any other changes to the Bylaws that would be required to carry out the directives from the Association for purposes of reorganization.** Mr. Crawford shared more of his written report supporting the reasons why.

Peter Frost seconded **Mr. Crawford’s** motion. Discussion continued including questions from the membership. The crowd was becoming agitated as the report and complaints went on to support his motion. After the lengthy presentation a vote occurred. This would allow the bylaws committee to start writing bylaws to direct the association towards organizing. Richard Solie wanted current bylaws supported and that the Board of Directors is in charge of the association, but they also need to be held accountable and he was worried this would lead in a bad direction. Mr. Crawford assured Mr. Solie, a former treasurer for the Board, that the membership would still have the opportunity to vote on whatever the Finance Committee comes up with to propose. This was just approving the bylaw committee the right to do this. We want to make sure that the association gives us that authority so no one can tell us/the Finance committee we can’t do that. We’d also like to look at reducing the board members down from 9 to 5. Professional management would be running the association. People wanted to understand what the bylaws committee is trying to do and how that power shift looks without a board. Mr. Crawford stated that this is just to authorize looking at bylaw changes. **Richard Solie** moved to amend the motion to state that the Bylaw committee “to recommend” and **Mr. Crawford** accepted that amendment.

Vote: Yes-101, No-5, Abstain-0. Motion carried.

Objective #3 – Professional Management – A long and lengthy report was given to support the proposal. [See Steve Crawford Report]
Steve Crawford moved that a Membership Committee shall be elected and formed at the (February 25, 2018) Meeting today to research and interview prospective professional management companies. The companies and proposals shall be submitted to the Finance Committee for approval and company selection before submission to the Board of Directors for contract signatures. Upon sixty (60) days from the approval of this ballot objective by the Association, the Association shall implement the hiring of a professional management company for the administration of the Hawaiian Paradise Park Association. Furthermore, the Association shall direct the Bylaw Committee to propose to amend, repeal and adopt new bylaws pertaining to professional management administration.(b) The Professional Management Research Committee shall consist of at least five (5) members. Two of the Professional Management Research Committee members shall consist of one member from the Finance Committee and one member from the Bylaw Committee. **Peter Frost** seconded the motion. Discussion: None, those left were just angry and wanted to be done with this presentation. A woman asked for clarity as to where all this was on the Agenda. Another gentleman felt the meeting was extremely upset and wondered why this one committee has had the entire two hours thus far of the meeting when so many people were waiting for the rest of the meeting as agreed upon for the approved Agenda. **Vote: Yes-91, No-3, Abstain-4. Motion carried.** Mayelin Stillwell collected sign-ups in the back of the room. Steve clarified that the bylaws committee wants this to go out in the ballot as well.

Objective #4 – Special Projects Committee – Steve Crawford offered a lengthy report.

Steve Crawford moved that the membership approve Objective 4: Amend Bylaw Article X – Committee Section 1 Committee Scopes and Authority (b) Committees of the Membership subsection 4, this new subsection shall state: 4. Special Projects Committee. The Association may establish, by a majority vote of the members at any membership meeting, a committee of at least three members to solicit voluntary donations, oversee all phases of a specific project. Project funding may also include other funding sources excluding road maintenance assessments, as approved by a majority of the membership. Voluntary donations and other funding shall be overseen by the Finance Committee and deposited into a separate checking account. Monies drawn from the separate checking account shall require the signatures of two officers of the Board of Directors. General accounting practices shall be adhered to by the HPP bookkeeper and overseen by the Finance Committee. The Finance Committee shall also determine the project's scheduling based on funds available. Should funds be insufficient to cover the cost of the project, reasonable efforts shall be made to return the funds to the original sources within one (1) year. Rosy Brown seconded the motion. Discussion: A lengthy discussion occurred including concern about the wording of the date. **Vote: Yes-85, No-3 Abstain-0 Motion carried.**

Bylaw Proposal 5:

Steve Crawford move that the Membership approve the four Bylaw objectives, which are Forensic Analysis, Organizational Restructuring, Professional Management and Special Projects Committee, that the Ballots shall be prepared as Ballot votes as required by Article XIV – Amendments to Bylaws Section 1 (a) and mailed within forty five (45) days to all Association members from this date of the February 25, 2018 Membership Meeting. The Ballot vote return deadline shall be four (4) weeks from the date of mailing and shall be indicted on the Ballot. Mayelin Stillwell seconded the motion. Discussion: Another lengthy discussion with questions including if the changes will be approved by an attorney before being given to the membership. Won't it go out to everyone? The wording sounds like it's going out to only those in attendance at this meeting – 'from' this date was corrected. Yes, this will be a vote to approve this to go out to the entire association. All this information presented today will go out on the ballot? A sample ballot has been prepared and not all the information given today will be on the mailing. When asked by a member if these changes would be going through a legal review, Mr. Crawford stated no need with a reply to that member to show him the bylaw(s) that require it. Article 14 Section 1 – Amendment to the bylaws was quoted by a member and it stated that these bylaws will be subject to Hawaii Revised Statute 414D and any conflict shall be resolved. Mr. Crawford stated there is no conflict with State statute for any of his proposals. Will the changes be approved by an attorney before being submitted to the membership. He answered that it's not in the bylaws so it's not needed to be done, nor for money to be wasted. It's not okay to have them legally reviewed. He stated she can't prove they're not legal. They went through the state statutes so they feel they made sure they are legal and don't need any legal review before sending them out to the membership for a vote on them. **Vote: Yes-81, No-9, Abstain-1. Motion carried.**

Bylaw Proposal #6

Steve Crawford moved to that as authorized in Article X Section 1. (b) 1. b., to immediately prepare the Ballots for the four approved Bylaw objectives and that they shall then submit the Ballots to the General Manager to be properly prepared and mailed to the Association Membership within forty five (45) days from this date of the February 25, 2018 Membership Meeting. Jerry Deutch seconded the motion. Discussion: To prevent obstruction. **Vote: Yes-89, No-4, Abstain-0. Motion carried.**

Bylaw Proposal Change #7

Steve Crawford moved that the Membership authorize and direct that:

- the Bylaw Ballot Objective votes shall all be labeled with a return address to the League of Women Voters of Hawaii County or other recognized ballot voting organization as determined by the Bylaw Committee.
- The counting of the ballot votes shall be in conjunction with an updated or current HPPOA lot owners of record log that shall show all current owners in good standing as required in Article VI Section 2. and supplied by the Association General Manager.
- The Association General Manager shall supply the updated or current HPPOA lot owners of record log to the selected ballot voting organization within one week of the Bylaw Ballot Objective vote deadline.

Mayelin Stillwell seconded the motion. **Vote: Yes-97, No-4 Abstain-0. Motion carried.**

Proposal #8

Steve Crawford moved that the Membership elect a Mailbox Committee following the authorization in Article X Section 1 (b) and upon newly adopted Bylaw for a Special Projects Committee, to research and pursue the goal of mailbox installation coverage in HPPOA. Mary Couch seconded the motion. Discussion. All will volunteer after the vote. The mailbox committee was stated to be a board committee rather than a membership committee, but then another refuted that stating that was not so. **Vote: Yes-76, No-3, Abstain-0. Motion carried.**

Signups for membership property management committee were: Peter Frost, John Davis, Richard Solie, Jenny Garden -- **A vote was called asking for all in favor of those signed up (Peter Frost, John Davis, Richard Solie, Jenny Garden) to be appointed to the Membership Property Management Committee. Vote: Yes-86, No-5, Abstain-0 Motion carried.**

Signups for the Mailbox Committee: Mary Couch, Mike Smith, Katherine Crawford. **All in favor of the three (Mary Couch, Mike Smith, Katherine Crawford) who signed up to be on the mailbox committee? Vote: Yes-86 No-1 Abstain-2 Motion carried.**

V. Approve Past Minutes

Steve Crawford moved to approve the October 29, 2017 General Membership Meeting Minutes. Kathleen Shaw seconded the motion. Quorum was taken 6:07 p.m. Count was: 71, so quorum was holding despite many starting to leave at this time. **Vote: Yes-80, No-0, Abstain-3 Motion carried.**

VI. President's Report – Three days ago, at the February Board of Directors Meeting of February 21, Craig Crelly was newly assigned as Board President, so no report was submitted.

VII. Treasurer's Report – submitted in writing and available at the meeting. **[SEE ATTACHED REPORT]**

VIII. Community Resource report by Judi Houle who has lived here almost 29 years in District 9.

Free services we provide for our residents are:

Neighborhood Watch - They meet on the first Saturday of every month in the Hui library. They have a camera loaner program, training program and are here to discuss the safety concerns of our community. The local community law enforcement officer comes to the meeting. They have a Radio team who will be out in streets reporting any damages or medical emergencies in the event of a disaster and the CERT team is also working and training to provide for the community, if there's a disaster. We're here for you. Yesterday they were at a civil defense offering for the community sharing disaster preparedness information for families.

The Food pantry is on the fourth Tuesday of the month and since it's short inception, over 2500 people have been provided food. We need volunteers. It is a bit of physical work. We sort, bag, and often walk the food to car for the disabled. We have tables of donations offered by you the community including clothing and fresh fruit, there's a Veteran's representative there as well as Medicare and Medicaid to discuss medical needs. They are arranging for an eye mobile van to give free screenings once a year and many more things to help our community members in need of a bit of help.

We have two upcoming workshops on the Albizia and ROD problems. It's important we protect our Ohia trees. We meet on the third Saturday of every month and every other month we help neighbors with their non-hazardous albizia trees. Monies through a grant secured by Joy San Buenaventura for clearing dangerous albizia trees along Maku'u drive per it's being designated as an emergency access road between railroad and the highway.

Nominating committee volunteers needed. A small group started and they need to be confirmed or new group of people need to take over. Mayelin Stillwell, Sandra Collins, Bruce Derrick, Steve Crawford and David Roe (not present tonight) had been serving as an ad hoc committee and one of them stated that they couldn't wait to start because the elections are coming up, so they are ready to hand off their duties to new people or to continue to volunteer for the to be newly formed committee. **Mary Couch moved to approve the current people already working on the nominating committee as an ad hoc group. Linda Krum seconded the motion Vote: Yes-78, No-0, Abstain-0, Motion carried.**

Equity Road Fees Committee: Peter Frost moved to get the board to act on doing the test strip he wanted done on 14th previously voted upon within the next 30 days. John Davis seconded the motion: Discussion: A community member said all are for it on his road. Another community member stated that the board provided an alternative to what Peter Frost has proposed for his road to throw down concrete dust and add water. It was noted that there's a handout of another product that is useful and good for us to get a demo and try out called AggreBind. She asked him and everyone to please check out the handout offered at the meeting. We want the board to tell the road crew to get on that now. **Vote: Yes-44, No-11, Abstain-7. Motion carried.**

IX. Owner Input

Peter Frost – **moved that it be put on the ballot going out that we don't think it's fair that we have to pay for dirt roads. Why should we pay the same as people on paved roads? Francis Lee seconded the motion.** Discussion: We're paying of the loan so we want the question asked of the membership if they think it's fair that we on dust roads have to pay as much as those on paved roads. Mary Couch – bylaws have brought a lot of stuff for us to consider. I have potholes but maybe lets table this to see what we might be able to do with these bylaws changes today. Peter stated that we can try polymer, but we don't know if it's good. We raise crops and don't want slag dumped on our roads. This would be in front of his house on 14th between Paradise and Maku'u. **Motion died** because a questionnaire would have had to be added by a vote by the bylaw committee when they were doing that proposal of what they wanted on the ballot.

Brendan Frietas – lives on 31st and Maku'u – was told that his street was going to be paved next. It takes forever to go up the road [INAUDIBLE/ROOM LOUD]. He had filled out a form and emailed, but has heard nothing. He feels that management doesn't care about us and we are their supervisors. Wants a simple phone call and to know why he has to complain repeatedly stated that if they would call and say there is the reason perhaps it would alleviate some of his anger, but he feels there needs to be more communication and that if the GM cannot find a way to communicate with us as his supervisor, then he needs to go.

Wendel Lewis – waited hours to speak on the rooster issue. Stated that his street just bought gravel and paved the road themselves. The Association said we were good neighbors for doing this, but now they put liens on our house because we don't need the help with our road.

Jenny Garden – Was concerned how and why there were officer removals at the last board meeting - if it's explained somewhere please tell me. I want to know why the people were removed and other people replaced them. Asked to be educated by anyone on the situation.

Joy San Buenaventura – I know that you folks did a lot of work and I'm proud of you. Thanks to all the people who volunteered on the board, they have done their best and done what they thought was right, so thank them, even if we don't agree. The Bill 2570 is to address these problems and she explained the origin and how the bill has changed to a version wherein the county should come up with rules and regulations regarding management and some oversight for the charges. Some in HPP think that the county will charge a lot for this, so they are opposed. It might die because the county doesn't really support having to be in charge of that oversight.

Kea Kobie – When will the roosters start? I've been waiting three hours to talk about them.

X. Old Business – None - Lori reported that the vote of non-confidence for the GM was not acted upon by the board when she was still President and she was not sure why the answer regarding a question about a line on the treasurer report was not answered.

PMAR – No report.

XI. New Business:

Review the County of Hawaii's Propose Ordinance to Prohibit Rooster Farms.

Councilperson Eileen O'Hara brought handouts for her Bill 112 –she explained the genesis from this bill was from a group of 25 people from HPP who went to mayor about their problems with roosters. She stated that she lives in a community with CC&R's, so we don't have those problems. She stated that these land use conflicts seem to be in many communities and that she has spoken to some who raise roosters tonight and this bill will be heard on March 13 by the planning committee. Time was not known, but she will know 6 days in advance and then broadcast for people to come give oral or send in written testimony. This bill has a distance discrimination and that came about with the people who were meeting with planning department. These non-conforming Ag lots created before 1976 having let this not productive land be turned into substandard agricultural subdivisions. We have two designations Residential Ag and Family Ag. This room erupted into a hugely contested upset with many legitimate rooster farmers who waited hours to speak, having come to share about their chickens and the importance of them to their culture and life. None were given a chance to speak after they waited hours, but all were encouraged to attend the meeting at the planning department.

Quorum was lost at 7:07 p.m. so meeting came to a close.

XIV. Announcements

- 1. **Next Board of Directors Meeting: Wednesday, March 21, 2018 at 6 pm**
- 2. **Next General Membership Meeting is Sunday, June 24, 2018 at 3 pm**

Respectfully Submitted and Approved:

Susan Bambara, Recording Secretary

Secretary

Date

Date

General Membership Meeting Motions Log 2-25-18

Steve Crawford moved to allow the member, Lori Laucik to be made the chair for today's General Membership Meeting. Rod Thompson seconded the motion. Vote: Yes-68, No-3, Abstain-1. Motion carried.

Richard Solie moved to approve the Agenda. Leslie Blyth (District 7) seconded the motion. Rod Thompson "proposed an amendment to the agenda in order to make bylaws be the next thing" up for discussion. No second was heard, but the crowd sounded in agreement, the formal second was dispensed/not called for, and it was quickly moved forward to a Vote to accept the amended agenda: Yes-79, No-4 Abstain-0. Motion carried.

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Rod Thompson, moved to make an amendment to the motion that we (the membership) continue this discussion but no vote be held on sending these matters to the general membership by mail for at least one month, that may mean holding a special meeting, or a special general membership meeting to be held in March in order to vote on these matters.

Mayelin Stillwell didn't accept Rod Thompson's amendment. Vote: Yes-92, No-11, Abstain-0. Motion carried.

Steve Crawford moved that the association direct the bylaws committee to Amend Bylaw Article X - Committees Section 1 Committee Scope and Authority (b)2 Finance Committee, to add a new sub-section labeled "h." The new sub-section will state; Forensic analysis' of HPPOA's financial state shall be implemented by and under the authority of the Finance Committee. Furthermore, future forensic analysis' shall be conducted upon the approval of a 2/3 vote of the Association Membership present at any Membership meeting. The first forensic analysis shall be initiated and contracted within 90 days.

Stafford Lombard seconded the motion. Vote: Yes-100, No-11, Abstain-0. Motion carried.

Membership approve Objective 2: The Association shall direct the Bylaws Committee "to recommend" to amend, repeal and adopt new Bylaws pertaining to the Association's organizational structure as authorized in Article XIV – Amendments to the Bylaws. These changes shall include, but not be limited to the Finance Committee; a Roads Committee; restructuring the Board of Directors; implementing language for Professional Management and any other changes to the Bylaws that would be required to carry out the directives from the Association for purposes of reorganization. Peter Frost seconded Mr. Crawford's motion.

Richard Solie moved to amend the motion to state that the Bylaw committee "to recommend" and Mr. Crawford accepted that amendment. Vote: Yes-101, No-5, Abstain-0. Motion carried.

Steve Crawford moved that a Membership Committee shall be elected and formed at the (February 25, 2018) Meeting today to research and interview prospective professional management companies. The companies and proposals shall be submitted to the Finance Committee for approval and company selection before submission to the Board of Directors for contract signatures. Upon sixty (60) days from the approval of this ballot objective by the Association, the Association shall implement the hiring of a professional management company for the administration of the Hawaiian Paradise Park Association. Furthermore, the Association shall direct the Bylaw Committee to propose to amend, repeal and adopt new bylaws pertaining to professional management administration.(b) The Professional Management Research Committee shall consist of at least five (5) members. Two of the Professional Management Research Committee members shall consist of one member from the Finance Committee and one member from the Bylaw Committee. Peter Frost seconded the motion. Vote: Yes-91, No-3, Abstain-4. Motion carried.

Steve Crawford moved that the membership approve Objective 4: Amend Bylaw Article X – Committee Section 1 Committee Scopes and Authority (b) Committees of the Membership subsection 4, this new subsection shall state: 4. Special Projects Committee. The Association may establish, by a majority vote of the members at any membership meeting, a committee of at least three members to solicit voluntary donations, oversee all phases of a specific project. Project funding may also include other funding sources excluding road maintenance assessments, as approved by a majority of the membership. Voluntary donations and other funding shall be overseen by the Finance Committee and deposited into a separate checking account. Monies drawn from the separate checking account shall require the signatures of two officers of the Board of Directors. General accounting practices shall be adhered to by the HPP bookkeeper and overseen by the Finance Committee. The Finance Committee shall also determine the project's scheduling based on funds available. Should funds be insufficient to cover the cost of the project, reasonable efforts shall be made to return the funds to the original sources within one (1) year. Rosy Brown seconded the motion. Vote: Yes-85, No-3 Abstain-0 Motion carried.

Steve Crawford move that the Membership approve the four Bylaw objectives, which are Forensic Analysis, Organizational Restructuring, Professional Management and Special Projects Committee, that the Ballots shall be prepared as Ballot votes as required by Article XIV – Amendments to Bylaws Section 1 (a) and mailed within forty five (45) days to all Association members from this date of the February 25, 2018 Membership Meeting. The Ballot vote return deadline shall be four (4) weeks from the date of mailing and shall be indicted on the Ballot. Mayelin Stillwell seconded the motion. Vote: Yes-81, No-9, Abstain-1. Motion carried.

Steve Crawford moved to that as authorized in Article X Section 1. (b) 1. b., to immediately prepare the Ballots for the four approved Bylaw objectives and that they shall then submit the Ballots to the General Manager to be properly prepared and mailed to the Association Membership within forty five (45) days from this date of the February 25, 2018 Membership Meeting. Jerry Deutch seconded the motion. Vote: Yes-89, No-4, Abstain-0. Motion carried.

Steve Crawford moved that the Membership authorize and direct that:

- a. the Bylaw Ballot Objective votes shall all be labeled with a return address to the League of Women Voters of Hawaii County or other recognized ballot voting organization as determined by the Bylaw Committee.
 - b. The counting of the ballot votes shall be in conjunction with an updated or current HPPOA lot owners of record log that shall show all current owners in good standing as required in Article VI Section 2. and supplied by the Association General Manager.
 - c. The Association General Manager shall supply the updated or current HPPOA lot owners of record log to the selected ballot voting organization within one week of the Bylaw Ballot Objective vote deadline.
- Mayelin Stillwell seconded the motion. Vote: Yes-97, No-4 Abstain-0. Motion carried.

Steve Crawford moved that the Membership elect a Mailbox Committee following the authorization in Article X Section 1 (b) and upon newly adopted Bylaw for a Special Projects Committee, to research and pursue the goal of mailbox installation coverage in HPPOA. Mary Couch seconded the motion. Vote: Yes-76, No-3, Abstain-0. Motion carried.

A vote was called asking for all in favor of those signed up (Peter Frost, John Davis, Richard Solie, Jenny Garden) to be appointed to the Membership Property Management Committee. Vote: Yes-86, No-5, Abstain-0 Motion carried.

All in favor of the three (Mary Couch, Mike Smith, Katherine Crawford) who signed up to be on the mailbox committee? Vote: Yes-86 No-1 Abstain-2 Motion carried.

Steve Crawford moved to approve the October 29, 2017 General Membership Meeting Minutes. Kathleen Shaw seconded the motion. Vote: Yes-80, No-0, Abstain-3 Motion carried.

Mary Couch moved to approve the current people already working on the nominating committee as an ad hoc group. Linda Krum seconded the motion Vote: Yes-78, No-0, Abstain-0, Motion carried.

Peter Frost moved to get the board to act on doing the test strip he wanted done on 14th previously voted upon within the next 30 days. John Davis seconded the motion: Vote: Yes-44, No-11, Abstain-7. Motion carried.