

**Hawaiian Paradise Park Owners Association
DRAFT-UNAPPROVED – General Membership Meeting Minutes
October 28, 2018**

I. Call to Order: Vice President, Kathleen Shaw (District 3) called the Board of Directors meeting to order on October 28, 2018 at 3:11 p.m. Quorum was established. The Vice President yielded the floor to the Membership for them to conduct their meeting. The meeting took place in the HPPOA Hui Activity Center.

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

Members (as received via list): Richard Koval, Tom Cioch, Jane Gibson, Cidel Waiolama, Jane Walters, Floyd Branchfield, Ken McGilvray, Robert Wahler, Mary Couch, Georgia Rawlings, Charles Brister, Francis Ganon, Gerry & Ronna Silva, Roy Linda Broadgate, Jennifer Gardham, Ruth Mizuba, Peter Frost, Ben Leslie, Parker Nicholson, Dan Dolaptchieff, Michael Brown, Kim Kuffell, James Sheldrake, Paula Pavao, Milton Pavao, Dave Bucknell, Nancy Cabral, Mike Mentnech, David Roe, Lester Moore, John Vasko, Bridget Haley, Susan Hick, Kathleen Shaw, Gyongyi Szirom, Shawn & Robert Merrill, Chris Anderson, Laureen Campbell, Terri Stratton, Bruce Derrick, Brian Ogawa, Leo Warden, Julie Leow, Kathy Crawford, Bonnie & Walt McCoy, Frances Calvert, Judi Houle, Craig & Leilani Crelly, Rosemary Brown, Tanya King, Lara Kalilimoku, Sandra Collins, Mayelin & Doug Stillwell, Susan Escobar

Board of Directors: Mayelin Stillwell (District 5), David Roe (District 9), Chris Anderson (District 8), Craig Crelly (District 6), Kathleen Shaw (District 3), Tanya Seaver (District 4)

Seated In Audience: Mary Couch (District 2)

Absent: Leslie Blyth (District 7), Larry Kawaaauhau (District 1)

Guest: Nancy Cabral for Day-Lum Realty

No Ground Rules were shared and the Membership did not have someone they wanted to run the meeting for the membership so some exclaimed that the Vice President should continue to conduct the meeting.

III. Approve Agenda

Charles Brister moved to approve the Agenda. Rosemary Brown seconded the motion. Discussion: None heard. **Vote: Yes-38, No-2, Abstain-1. Motion carried.**

IV. Approval of Past Minutes

Bridget Hayley moved to approve the February 25, 2018 General Membership Meeting Minutes. Charles Brister seconded the motion. Discussion: Typo correction and spelling error corrected. **Bridget Hayley moved to approve the February 25, 2018 General Membership Meeting Minutes as amended. Tanya Seaver seconded the motion.** Discussion: Header year corrected date from 2017 to 2018. **Vote: Yes-44, No-0, Abstain-5. Motion carried.**

Bridget Hayley moved to approve the June 24, 2018 General Membership Meeting Minutes. Ruth Mizuba seconded the motion. Discussion: Correct spelling from *Katherine Crawford* to *Kathryn Crawford*. **Kathryn Crawford moved to correct “Howling” to “Halloween” and approve the June 24, 2018 General Membership Meeting Minutes as amended. Chris Anderson (District 8) seconded the motion. Vote Yes-49, No-0, Abstain-0. Motion carried.**

V. President’s Report – Larry Kawaaauhau (District 1) – (As read into the record) Good day membership, I apologize that I could not attend today’s meeting because I had prior personal obligations. As the newly elected President, I have many subjects I believe need immediate attention regarding the improvements of our community’s roadways and easements. I am hopeful that given the opportunity, this Board can start focusing on the needs of our roads and easements by creating a master plan to include improvements to our signage, drainage issues, striping of the roadways and dust mitigation, as agreed with DOH within our subdivision. I am

confident that if the Board commits the time and energy to this plan, we can also start implementing community functions and other improvements for the benefit of us all as neighbors. Mahalo.

VI. Treasurer's Report – Tanya Seaver (District 4) – [SEE ATTACHED]. She stated that there seems to be some confusion on a few issues, which she wanted to address, noting that some may be under the incorrect assumption that the Treasurer and/or the Association Office is withholding financial information from the Finance Committee. She refuted this and stated clearly why it's untrue. Upon election to the Treasurer's position, she stated that her concern was to know what specific financials the committee was to be furnished. The Finance committee compiled a list of requests; however, some of the documentation, which they requested included private employee information and private information of banking institution of HPPOA. Tanya reported that she brought the FC's request list to the Board via email on August 17, 2018, but the prior President deemed that email votes were not valid; therefore, this was addressed at the September 19th Board meeting resulting in approval of a partial amount of the requested documentations. The Finance Committee was informed. The financial were generated and ready for pickup. She reported this on October 10, 2018. The FC has met on June 29th, July 10th, August 3rd, August 21st and September 11th although she noted the last meeting did not meet quorum due to lack of attendance by Finance Committee members.

The Annual Audit has begun. The Board had a pre-audit meeting with *Taketa, Iwata, Hara and Associates* on October 24th. Mike Iwata addressed the bond indenture regarding timeline of the annual audit and it is in compliance as the process has begun. The annual audit is projected to be finalized between the end of November to early December.

Bank balances as of the end of September 2018:
 Total Checking, Savings, Investments, and Bond Reserve - \$6,208,096.25
 Total Accounts Receivables - \$2,219,637.21

Allowance for Doubtful Accounts balance is \$1,177,399.92
 This is a contra asset account required by GAAP (Generally Accepted Accounting Principles) that records the estimated amount of receivables, which may not be collectible.
 There were 53 property transfers during the month of September.

VII. Committee reports

Bylaws Committee – Milton Pavao – Read and distributed a lengthy report (TO BE ATTACHED). – Summarized the timeline of the 5 ballot changes, which were somewhat different in form/presentation and number of Objectives in comparison to what was presented at the General Membership Meeting of February 2018 (SEE MINUTES FEB GMM MOTIONS LOG BELOW). He admonished the Board for not doing acts of the membership as voted on in a meeting, which he stated is in his understanding of the bylaws binding and that the board must act on the Bylaws Committees proposed changes no matter what.

Today (10-28-18) GMM Five (5) Objectives and Bylaws Changes as presented/desired for Mailing, which included presentation strike outs and the added "5th Objective" [SEE REPORT ATTACHED]:

1. Objective: 1 Forensic Analysis
2. Objective: 2 Special Projects Committee
3. Objective: 3 Board of Directors Removal
4. Objective: 4 Conflict of Interest
5. Objective: 5 Professional Management

February 25, 2018 GMM Approved Four (4) Objectives and Bylaws Changes as presented/desired for Mailing: **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.

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 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. 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.

Nominating committee – needed at least five volunteers for the upcoming elections by today. A signup sheet was placed in the back of the room. The duties were explained for the duty, which includes soliciting people from the districts that are up for election, get them to fill out an application and turn it in by the deadline. The committee is supposed to try to recruit people, turn those people's names over to the board for the board to get those applicant's names mailed out to the community.

~ Volunteers who signed up were then nominated and voted upon in affirmation as follows:

Bruce Derrick was affirmed on to the Nominating Committee by the Membership with VP calling for the vote to accept: Vote: Yes-42, No-1, Abstain-6. Affirmation carried.

Ken McGilvray moved to vote to approve the remaining four nominated volunteers for the Nominating Committee with one motion. Charles Brister seconded the motion. Dan Dolaptchieff seconded the motion. Vote: Yes-54, No-5, Abstain-0. Motion carried.

Kathleen Shaw moved affirm Jane Gibson, Neil Warden, Mayelin Stillwell and Dan Dolaptchieff on to the Nominating Committee. Charles Brister seconded the motion. Vote: Yes-45, No-5, Abstain-0. Motion carried.

Membership Professional Management Committee - Leo Warden presented his Property Management Research Report – [SEE REPORT]

Leo Warden moved to allow Nancy Cabral to share her presentation. Ken McGilvray seconded the motion. Discussion: none heard but one member asked to be heard, although was not heard because it was determined the vote count for Yay's had already begun. Members asked to be heard after the presentation. **Vote: Yes-60, No-0, Abstain-0. Motion carried.** Nancy Cabral, a lot owner, was allowed to speak as Owner and Broker of Day-Lum Management company. Gave a brief bio of herself, what she does including managing about 12 subdivisions. Also manages 17 condo HOA's, over 600 rental houses, many in HPP, and over 300 commercial locations and 5 subsidized housing development properties. Has 26 employees. IN 1998, she was called by Judge Nakamura to be the Court Appointed Management during the receivership. The committee contacted her and she was willing to come out and chat. She understands the bylaws and helped rewrite them during the court receivership. We re-wrote the bylaws, cleaned up and clarified some problems. She identified her understanding of the issues facing HPP and her willingness to learn more about the needs of the community. **Terri Stratton moved that the HPP Membership Professional Management Research Committee continue to work with Day-Lum Property Management to get a full proposal and breakdown of cost relating to the road management and related business. Sandra Collins seconded the motion.**

Discussion: There was question about whether the Chair went to the board to get approval before presenting it to the membership. A loud cacophonous discussion ensued because it was felt by the committee, that no approval of Board was required to call for action, but the bylaws actually did seem to require it, although the member was not opposed to the presentation, she wanted it noted that just as the Board needs to follow bylaws, it should mean that the committees need to follow the bylaws, too. Nancy Cabral knew of and then read the bylaws for clarification that the appointing body (the Board) has the final decision-making powers regarding any committee recommendations. Any committee actions, whether Board appointed or Membership appointed, all are advisory to the board, and the Board must decide all approvals. A long discussion. More information would be needed for further action by Day-Lum or any other possible management company to make an assessment to bid and that information would have to be approved for release by the board. **Vote: Yes-50 No-0, Abstain-5. Motion carried.**

Finance Committee - It was reported the September 11th and October 9th Finance Committee meetings were called, but never reached quorum; therefore, no report.

Membership Mailbox Committee—A plan was distributed and Mike Smith's Resignation as Chairperson was read. It was also reported that there is no longer a co-chairperson on the committee either.

Halloween Committee – Chair jumped in to create something. Thank you, Sears, for the best boxes for creating fun things for the children. A donation letter was written up but we didn't realize that HPP is a 501C4 not 501C3, so that complicated collecting donations in return for a write-off. We received some donations in the office and it helped us tremendously. All the businesses were receptive and enthusiastic. Everyone is excited. We have no idea how many children will come. We need a couple more volunteers. Thanks to Food Pantry and many others for help and donations we received.

Equity Road Fee Committee - Peter Frost – [UNINTELLIGIBLE]. The committee name is incorrect on the website: "equity road USE committee" is incorrect. Speaking about his own lot and situation, he stated that despite the community bylaws and the way the subdivision is created, he felt it wasn't fair and that consolidated lots shouldn't have to pay road fee for each lot, so he stated that by his calculations that he is owed money plus ten percent for his special situation. He declared, "I don't have to pay road fees...[UNINTELLIGIBLE]" and laughed. A member asked Where's the equity? How is that established to be fair with all the intricacies of properties and Zones? One Zone actually owns part of the roads. Another member asked what about those people who don't drive? What about ½ acre lots? Another member from the audience asked him, What is the methodology to establish equity road fee? Based on different compositions of roads? What is the methodology to calculate road fee equity for everyone? No methodology was presented.

Quorum count called.

Community Resource Report - Judi Houle – Almost three decade resident and community volunteer. Tries to listen to the needs of the people in our community and then try to provide that for them.

Neighborhood Watch – We have a lot of new people in our community so we are always welcoming them. They meet and talk about many subjects including crime statistics and ways to prevent crimes.

Radio Team – They have twenty well trained operators on the team, but always looking for more volunteers. They are partnered up with the **Community Emergency Response Team** of which many members are performing dual duties participating in both organizations. They have a practice emergency training coming up wherein they will turn this activity center into a command post including medical units, search and rescue, CERT Team reporting positions and issues, they have all maps and documentation, and they will be observed by the civil defense to monitor how well they accumulate, process and share the simulated data with civil defense to get help for the community in the case of an emergency or disaster.

Albizia workshop is every month on the third Saturday. They also have ROD (Rapid Ohia Death) workshops. The BIISC (Big Island Invasive Species Committee) comes and educates us on methods and information on eliminating albizia trees.

Fire Ant Workshop – These workshops happen at least two to three times a year. Recently, had one this month. They also learn about biology and effective treatment for fire ants. You can sign-up your street, get your neighbors together, and the team will to your street, treat for free and teach how to maintain the fight. It's been very effective on the streets that have done this.

Food Pantry - we are helping the Halloween event. The Food pantry has about 20 hardworking volunteers providing food for over 300 people every month for that one day, from 1:30- 3:30 at the HPP Activity Center Hui. It's easy to apply and qualify. This will be the 3rd year of the holiday tree gift giving event. They are signing up children 12 and under. They will be wrapping before the December 18 Christmas celebration. They need a lot of volunteers. The week previous to the holiday, we'll wrap and prep for the event. We need volunteers. That's how we get things done by coming together and improving our neighborhoods.

Quorum called. Count: 30. Meeting continued.

Owner's Input

Shawn Merrill - For the sake of time, she asked all to see display in back of room regarding Recall of District 5.

Terri Stratton - **Terri Stratton moved to change and reduce the number of committee members from 10 to 6 on the Membership Professional Management Research Committee, so they can achieve quorum.**

Mary Couch seconded the motion. Discussion: It was thought that a motion wasn't necessary because the Committee wasn't established with a required number of members, but Terri stated she wished to still go ahead with the completing her motion, and having a vote, just to be sure it is okayed because of the original ten members, one (1) has resigned and three (3) others haven't attended several meetings. In order to keep the committee in place and working effectively, the committee needs to be composed of a minimum of six members.

Vote: Yes-48, No-1, Abstain-0. Motion carried.

Bruce Derrick – Reported that there was an accident after a meeting in 2016 when a gentleman tripped on the curb retaining blocks at edge of parking. He thought the GM was directed to remove those blocks of that wall. Noted that a lot of people trip over it, even volunteers at food pantry. Please do something to take care of that wall. He was also curious about the striping start date.

Leilani Bronson Crelly – Had two boards up on display regarding her reaction to the proposed Membership Committee Mailbox plan. It goes without question that all want and need mailboxes, but what is at issue are several points including the design shown has a very dangerous situation showing two or three parking areas of 124' width, the proposed site is to have 6 of these stall or areas, that go over 640' deep, which is really the fact that it's two properties, back end to back end, so imagine that volume of cars coming off a main road into that

area, the depth of which is only 20 feet to pull in and out of main roads - that's a bad design. She noted that on the second board display it is shown in two increments; increment 1, which has over 5,250 lots has on their deed, actual ownership of a part of their roads and the proposed lots for the Mailbox committee plan, so, the association needs the joint approval from that increment 1 section of all the lot owners before doing anything.

Tanya Seaver (District 3) - When I ran for my district I was angry and I had a lot of bad thoughts about our board and our association was going. I've learned a lot since then that I didn't know before. This is a volunteer position and it's sucking up a ton of my time, and I'm willing to give it my all, but I'm getting over the whole thing because of the assumptions of doing illegal things that are not happening, but that accusation always flying about. I'm a business owner and I'm not a stupid woman, so if I thought I'd lose my house or business or being in a lawsuit, I would have walked out the minutes after I walked in. I believe that this association has a ton going for it, but we have to work together. If we start working together, but as long as we keep conflicting we're going no where.

David Roe (District 9) - Wanted to address the proposed amendment to the bylaws, specifically, the conflict of interest changes he's ever seen in his 20 years with a heavy corporate background. He stated that it is one of the most restrictive he'd ever seen. He qualified his background in the scope of this assessment noting that he's extremely concerned with especially Section A, where no director shall be employed by the association for any reason or have any direct or indirect financial business transactions with HPPOA. Some of you know, I work for a computer network repair company that services the office computers and network. I have no ownership. I don't get bonuses for HPPOA being a business partner. I basically get paid a tiny little wage, I like it because it's air conditions office, but the way I read this bylaws change, either I'll have to quit my board position or job. That seems ridiculous based on my position, with essentially my having no financial interest in the company. I ask the membership to look carefully at that proposed bylaws change regarding conflict of interest.

A discussion occurred when a board member asked if that would affect a property owner who might also be considered for property management and it was stated that was correct and that this proposed bylaws change would also affect that greatly as well. No one who works in the office could own property either.

Quorum called. Count: 29. No quorum.

XIV. Announcements

- 1. Next Board of Directors Meeting: Wednesday, November 21, 2018 at 6 p.m.**
- 2. Next General Membership Meeting: Sunday, February 24, 2019 at 3 p.m.**

Adjournment

Meeting adjourned as Quorum was lost @ 5:51p.m.

Respectfully Submitted and Approved:

Secretary

Susan Bambara, Recording Secretary

Date

Date

General Membership Meeting Motions Log 10-28-18

Charles Brister moved to approve the Agenda. Rosemary Brown seconded the motion. Vote: Yes-38, No-2, Abstain-1. Motion carried.

Bridget Hayley moved to approve the February 25, 2018 General Membership Meeting Minutes. Charles Brister seconded the motion. Bridget Hayley moved to approve the February 25, 2018 General Membership Meeting Minutes as amended. Tanya Seaver seconded the motion. Vote: Yes-44, No-0, Abstain-5. Motion carried.

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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 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. 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.

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date of mailing and shall be indicted on the Ballot. Mayelin Stillwell seconded the motion. Vote: Yes-81, No-9, Abstain-1. Motion carried.

Bruce Derrick was affirmed on to the Nominating Committee by the Membership with VP calling for the vote to accept: Vote: Yes-42, No-1, Abstain-6. Affirmation carried.

Ken McGilvray moved to vote to approve the remaining four nominated volunteers for the Nominating Committee with one motion. Charles Brister seconded the motion. Dan Dolaptchieff seconded the motion. Vote: Yes-54, No-5, Abstain-0. Motion carried.

Kathleen Shaw moved affirm Jane Gibson, Neil Warden, Mayelin Stillwell and Dan Dolaptchieff on to the Nominating Committee. Charles Brister seconded the motion. Vote: Yes-45, No-5, Abstain-0. Motion carried.

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Terri Stratton moved to change and reduce the number of committee members from 10 to 6 on the Membership Professional Management Research Committee, so they can achieve quorum. Mary Couch seconded the motion. Vote: Yes-48, No-1, Abstain-0. Motion carried.