

## HPPOA Bylaw Committee Meeting Minutes 7 May 2015

Approved

The meeting was called to order at 5:13 PM.

Present: Craig Crelly - Chair, Randi Lazarlare - Co-chair, Milton Pavao, Ron Haskin and Ron Vizzone, Tom Jennings.

Absent: Mayelin Stillwell, secretary

Approval of Minutes: The approval of April 2, 2015 Minutes was tabled again pending Mayelin's return. The April 16, 2015 Minutes review was also tabled for Mayelin's return.

Old Business:

1. April 2 BLC meeting minutes – final item was the question as to how to present to the board. Request review/approval from them on the BLC approved proposals and request special membership meeting to present to the membership OR simply request the special membership meeting for membership review as there is substantial reasoning and precedent that the board should not control what is submitted to the membership. This was tabled until next meeting to get additional feedback from Mayelin. In the April 2<sup>nd</sup> meeting, we agreed that it was a 4-1 vote for proposals to go direct to the membership.
1. Discussed posting BLC minutes to the HPPOA website. This decision was previously approved. It was agreed that meeting minutes from now on, while maintaining an appropriate conciseness, must be clear to all who wish to be kept informed. Craig will propose at the next board meeting that the board approve posting all BLC meeting minutes on the HPP website. It was also agreed that the secretary will forward the approved minutes to the association office. Unanimous agreement.
2. We agreed in the April 16, 2015 that Article II should include the physical address. Tom submitted exhibit 1 (Location) showing the change. Ron V moved to approve. Passed unanimously.
3. Also passed in the April 16 meeting was a motion to clarify the wording of the current Bylaws preamble which states that 2/3 majority of the full membership voted for the update. Craig wants wording to show that updating the Bylaws only requires a 2/3 majority of a minimum of 600 ballots cast when received from a full membership mailing of ballots. Tom submitted a draft of new wording. It was decided the new wording was not acceptable and this item was tabled to the next meeting for additional drafts.
4. Tom reported on the estimates received from attorneys for reviewing amended bylaws. He emailed and/or talked to 4 attorneys and received estimates from three. There was no response from the fourth. Two responses were from Oahu firms and the third from a Kona firm. Estimates ranged from a rather vague \$550 to a somewhat less vague \$3500. Attorneys were from Alston, Hunt, Floyd & Ing on Oahu, Carlsmith Ball from Kona and Natori Law Office on Oahu. Tom felt the best response was from Natori who even asked for a copy of the current bylaws to examine before he gave his estimate. After additional discussion, Ron V. moved to submit a \$4000 request to the board for next year's budget. Milton felt that was too little and suggested \$5000. He further suggested that if we want an additional

local attorney estimate, attorney Hasegawa from Hilo would be a good choice. After further discussion, Ron V's motion for the \$4000 budget request was approved unanimously. Craig will submit to the board at the next board meeting, May 20.

5. Returned to the discussion on future BLC meeting times. We have a conflict in the 5-7pm time on the 3<sup>rd</sup> Thursday of each month. Everyone agreed that we want to make the meetings at a consistent 5-7pm time frame and we can adjust to the 2<sup>nd</sup> and 4<sup>th</sup> Thursdays instead of the 1<sup>st</sup> and 3<sup>rd</sup>. Possibly even another day of the week. It was decided that Randi will follow up with the office and Mayelin to see what options are available.

#### New Business:

1. Milton P proposed that Article IV and V be reversed in their order in the bylaws for better reading continuity. Some discussion ensued and Tom volunteered to research other examples of bylaws available on the internet to see what, if any, is the standard procedure. Committee agreed to proceed on to Article V review and, if necessary, return to Article IV after Article V review is completed.

2. Tom passed out previously approved proposals to Article V, Bylaws definitions on the new format and requested they be reviewed.

3. Milton proposed change to Article V, section 1. He suggested changing heading from Road Maintenance Activity to simply "Road Maintenance". He also suggested removing "an activity engaged in for the purpose of" and replacing it with "the acts of".

4. Milton proposed change to Article V, section 2. Delete "any money" and change to "monies". Add "as provided by these bylaws" after the words "collected for road maintenance activities".

5. Milton questioned section 3, special assessment. Discussion included consideration of deleting this to be included under Article V, section 1 as well as changing special assessment not being restricted to road maintenance (i.e. an assessment to repair or replace the hui or the office). Milton retracted his concerns regarding section 3. No action taken.

6. Tom moved for adjournment, Ron V seconded. Unanimous agreement.

Concerns were expressed about our lack of progress when we had scheduled review of Articles IV AND V and only succeeded in proposing changes to the first 2 sections in article V. Tom stated that he will email copies of the previously approved proposals on Article V, sections 17 and 19 for review.

Meeting adjourned at 6:58 PM. Next meeting is on May 21<sup>st</sup> from 4:30-6 PM.