

## HPPOA Bylaw Committee Meeting Minutes 13 October 2016

APPROVED

Meeting was called to order at 5:05 PM.

Present: Parker Nicholson, Steve Crawford (substitute Chair), David Prager and Mayelin Stillwell (secretary)

Absent: Milton Pavao (Chair) and Randi Larzalere

Approval of Agenda: All approved agenda.

Meeting opened with the resignation of David Prager. After further considerations, David said he couldn't devote the time required on the BLC and gave us his resignation, which we accepted. David asked that we consider a couple of his concerns for the bylaws. 1) Propose adding verbiage that addresses chronic unexcused board rep absenteeism. Their constituents aren't being represented and it affects the operation of the board. 2) Propose using an abbreviated version of Robert's Rules of Order for conducting meetings. It's more user friendly than the original version.

Member Input: None. A question led into discussion regarding other options to reach out to the membership. We discussed having the membership give us input at the next membership meeting. We will add this topic to the agenda under New Business.

### **OLD BUSINESS:**

1. Approve 11 Aug 2016 minutes - All agreed tabling the approval upon the Chairperson's return.
2. Status of BLC members - We have 5 members currently after the resignation this evening of David Prager. The bylaw for removal of committee members was reviewed, Article X- Committees Sec 5 (a) and (c). The BLC agrees that we have followed the procedure and notified a BLC member twice in the past of her proposed removal for chronic absenteeism. A motion was made by Parker to remove this member, Mayelin 2nd. All approved. The chairperson will notify the member and request she return all BLC property/files according to HPP's committee bylaws.
3. Library keys - Steve volunteered to be the keymaster. He will pick up the library keys at the office before they close at 4:30. He will also check our inbox for completed Member Input forms when he picks up the keys.
4. Article V Sec 19 Bylaw Definitions - Much discussion ensued. All approved the minor change of making "Improvement" singular rather than plural, to our proposed new 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."**
5. Article VIII Sec 8 Powers and Authority (a-j) P 9-10 Review added verbiage proposals.
  - (a) "Prepare short and long-range plans to support the Association Objects and Purposes as per Article IV **which shall be subject to the approval of the general membership.**" All approved proposed new verbiage. Purple: newly added today.
  - (c) Discussion ensued over the verbiage, dollar value and process the board would use to seek the membership's approval for proposed Capital Improvement projects that exceed a certain

dollar value that is yet to be proposed. Discussion ensued to whether this would be by cash basis or accrual. Membership votes could be conducted via Membership meetings.

"Maintain, repair...and alterations thereto, **providing however, that any Capital Improvement project in excess of \$\_\_\_\_\_ shall be first approved by the general membership at the June membership meeting but no later than September's membership meeting.**" Further discussion ensued on the dollar value. The lower the dollar value, the more the board would have to plan ahead. All financial proposals should go through the Finance Committee first. \$25,000 was discussed. With the proposal of quarterly membership meetings, the board would have more opportunities to make proposals to the membership. Purple: newly added verbiage today.

Discussion ensued on adding a subsection 1. for expenditures of road or easement equipment etc., titled "Acquisition of Assets". Parker will bring in a proposal to our next meeting. The intent is to address expenditures that are tangible or intangible assets. Maybe add the subsection to (k) or (m) or add another letter; insert where it's most appropriate and move the other subsections down if needed.

We discussed having a meeting 20 Oct, next Thurs, at 5 PM since we are already penciled in on the HPP calendar for this date. This will give us another opportunity to prepare a report for the 30 Oct membership meeting.

Meeting adjourned at 7 PM.