

## **HPPOA Bylaw Committee Meeting Minutes 26 May 2016**

APPROVED

The meeting was called to order at 5 PM.

Present: Randi Larzalere, Milton Pavao, John Rudolf, Ron Vizzone and Mayelin Stillwell

Absent: Ron Haskin

Guests: Parker Nicholson and Leilani Bronson-Crelly

Approval of Agenda: All approved agenda.

Member Input: none

### **OLD BUSINESS:**

1. Approval of 12 May 2016 Minutes. Ron V 1st, Mayelin 2nd, all approved the minutes.
2. Bylaw Committee Member Review - There were 3 considerations to fill the BLC vacancy. Leilani Bronson-Crelly is our new BLC member.

Randi's work schedule has changed. She proposed BLC change our meeting schedule or she will have to resign. Discussion ensued to consider changing our schedule. The HPP calendar will need to be checked to see what openings there are first.

With a new member, discussion ensued on getting all members on same page with completed proposals. The idea of having one master folder of all completed proposals was made. Then members can browse through it to see what they don't have and make their own copies for their own folder. During absences some don't get the handouts.

3. Review of final drafts of completed proposals. Milton spoke with Tom Jennings. All the drafts he had completed are in the folder Tom turned over to Mayelin to give to John Rudolf. Mayelin needs to get the folder to Milton and he will look through Tom's folder for the drafts.

Milton handed out a draft for Article VIII Sec 7 Removal (a-d) P 9 Discussion ensued. We made more changes and Milton will come back with another draft to reflect those changes below:

"Any officer, director or agent elected or appointed may be removed by the persons authorized to elect or appoint the officer, director, or agent with reason **reasonable cause**. The removal of a director shall be without prejudice to the contract rights, if any, of the director so removed. Election or appointment of a director shall not of itself create contract rights.

(a) A recall election for a director shall **may** be called by two-thirds majority of the full board, or by a petition of not fewer than 100 signatures of members from the director's district.

(b) The mail-in recall ballot may contain two separate statements of 200 words or fewer, one stating the case for removal of the director and the other to be submitted by the director being challenged.

(c) The director shall be removed on a two-thirds majority of the valid ballots returned.

(d) An appointed director whose removal has been proposed shall be given an opportunity to be heard at an Executive Session meeting of the board and shall only be removed by two-thirds vote of the full board.

Randi 1st, John 2nd to approve Milton's changes to the draft. More discussion ensued and Sec 7

(b) Tabled. Milton will rework wording.

Proposals to add 1 and 2 to subsection (c) were voted down.

### **NEW BUSINESS:**

1. Article VIII Sec 7 Removal P 9 - Proposal of new subsection (e) Attendance. Failed.
2. Article VIII Sec 8 Powers and Authority P 9

Mayelin gave a handout quoting articles from Robert's Rules of Order as an intro to this section of the bylaws: Ref: Craig Crelly's handout to BLC prior to July 2015, westsidetoastmasters.com link, Robert's Rules Chap 20 Bylaws and Article VI under this chapter says, "To preserve democracy, the members should decide who has what power whenever possible. Be careful not to tie the members' hands by giving the board too much power."

Mayelin also suggested that BLC should be reading the Articles of Incorporation. That the above ref'd Robert's Rules stated that usually the Articles of Incorporation aren't that detailed and the specificities should be put in the bylaws as to what the board is authorized to do regarding major decisions. She said specificity puts everyone on the same page and can help curtail future debates and angst between the board and the membership. This is proactive.

A previous member on the 2015 Finance Committee, suggested the Bylaw Committee change the bylaws and propose putting a dollar limit that the board can spend without membership approval. i.e. The same way the GM is limited in spending money without board approval. Her thought also was that this could prevent future debates between the membership and board.

i.e. 2 examples were given that were made by the board over the past year where members felt there should've been a vote of the membership. 1) Deeding the 20 acre parcels to the county when all members, the Corporation, own the 20 acre parcels. 2) The Chip Seal project costing in excess of \$350,000 per year of association monies for a 10 year projection, involving separate cost of road crew labor time and the outsourcing of easement maintenance on the main drags. Members have expectations that their road fees will be used for road and easement maintenance and road safety maintenance, and instead this money is funding chip seal. The membership had voted at a membership meeting for the board to give a presentation on chip seal and then members would vote yea or nay. The board overturned the acts of the membership citing it's their decision alone to make. If there were more specificity in our bylaws in what the board is authorized to do, these kinds of arguments could be avoided.

Discussion ensued. Also debate over what road "maintenance" and road "improvement" means in Sec 8 (c). There were differing opinions. Milton suggested we table Sec 8 for tonight. We agreed this is an important section and that we all should do more research and read the Articles of Incorporation (on the HPP website).

Homework: Research Article VIII and our Articles of Incorporation.

Meeting adjourned at 6:39 PM.