

HPPOA Bylaw Committee Meeting Minutes 26 October 2017

APPROVED

Meeting was called to order at 5:07 PM.

Present: Steve Crawford (facilitated the meeting), Parker Nicholson, Christian Pearson and Mayelin Stillwell (Secretary)

Absent: Milton Pavao (chair)

Approval of Agenda: All approved.

Member Input: Input regarded bylaw enforcement when bylaws are abused and doing so without attorney involvement because of the expense. BLC is mindful of this while they're doing bylaws work.

OLD BUSINESS:

1. Approve 12 October 2017 Minutes. All approved.

2. BLC Report for Membership meeting 29 Oct 2017. Milton drafted something up for the membership meeting that we reviewed. We will also put out a BLC member sign up sheet and member input forms. Steve will give the report at the meeting since Milton's out on medical leave. Discussion on having a BLC Co-chair needs to be added to next meeting's agenda.

3. Article X Committees - Sec 1 Committee Scope and Authority (b) Committees of the Membership P 19 - Review draft for all new subsection was tabled - Milton absent.

4. Special Projects Committee. The Association may establish, by a majority vote of the members at any membership meeting, a committee of at least 3 members, to solicit voluntary donations for a specific project, initiated by the membership, and its execution. 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 in a separate checking account. Monies drawn from the separate checking account shall require the signature of the President and Treasurer. 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, the funds shall be returned to the original sources.

Agreed that the new bylaw will reflect in the Left column of the draft as: "create subsection 4".

(*The verbiage of this additional responsibility will need to be added to the Finance Committee bylaws section)

4. Article IX Sec 1 (a) P 14 - Approved additional new verbiage in blue font:

"Terms. The officers shall be elected by the directors following the **June** membership meeting at which the district election results are announced. The officer terms are for one year and commence after the **June membership** meeting at which they are installed and after signing a "State of Officer", Appendix D. Officers serve until their successors are installed **or until their 1**

year term expires whichever comes first. No officer shall be elected to the same office for more than three consecutive one year terms. Partial terms and non-consecutive terms shall not apply toward this limitation."

Our intent was Article VIII Sec 1 (c) P 8 would be aligned with Article IX Officers, Sec 1 (a) by proposing new verbiage to the latter.

5. Article VIII Sec 2 (a) P 8 Discussion ensued on proposed new word, "A district **representative's** term is three consecutive years on an established schedule." 3 yes and 1 no vote (Steve). Motion passed.

NEW BUSINESS:

1. Article V Definitions P 5 - [Review draft](#) for approved new definition was tabled - Milton's absent.

"Section 23. Board of Directors (BOD) The board of directors of HPPOA is the governing body given the responsibility of overseeing the Association's road maintenance activities and any other responsibilities associated with road maintenance as directed by these Bylaws."

2. Article V Definitions P 5 - Lengthy discussion ensued on adding new definition General Fund, or eliminating the term altogether along with Article XI Sec 3. Further research and discussion is needed. Tabled.

3. Article VIII Sec 8 Powers and Authority (r), (s) and (t) P 11

(r) All approved to add: **"(See schedule per Appendix F)"** We left remainder of "r" as is. [Review draft](#) was tabled - Milton's absent.

(s) Discussion ensued to change verbiage to (blue font additional new verbiage):

"Cause an independent certified public accountant, which may be an individual, firm, partnership, or corporation, to conduct a mandatory annual audit of the financial records of the Association. Copies of the **completed financial** audit shall be **made** available to members **at the following membership meeting**, upon request, **and posted on the HPPOA website.**"

NOTE: There's no timeline for the audit in Appendix E. Discussion ensued for possible verbiage "An audit shall be scheduled no later than....." [Launching point for discussion at next meeting.](#) [Also possibly make ref to Appendix E at the end of \(s\).](#)

(t) We all approved **deleting this whole subsection**. It's redundant to Article VIII Sec 8 Powers and Authority's first paragraph. In subsection (t) draft - reference Article VIII Sec 8 Powers and Authority.

Homework: Research General Fund and Article XI Sec 3.

Meeting adjourned at 6:57 PM. Next meeting 9 November 2017.