

No BLC mtg 24 Nov 2016 - Thanksgiving.

## **HPPOA Bylaw Committee Meeting Minutes 8 December 2016**

APPROVED

Meeting was called to order at 5:05 PM.

Present: Steve Crawford, Parker Nicholson, Milton Pavao (Chair) and Mayelin Stillwell (secretary)

Approval of Agenda. All approved with amendment to add "BLC Members" after Member Input.

Member Input: None.

BLC Members. Discussion on number of members on BLC and our efforts to bring in more members. BLC advertised at the last membership meeting but no one has come forward. Members have been approached by BLC individually with no success. We will continue to pursue this.

### **OLD BUSINESS:**

1. Approval of 10 Nov 2016 Minutes. All approved.
2. Article V Bylaw Definitions Sec 19 Capital Improvement P 5 - Approved 10 Nov 2016. Milton had passed out final draft on 10 Nov which we all approved. We crossed this off of the agenda as no further discussion or review needed.
3. Article V Bylaw Definition Sec 1 Road Maintenance Activity P 4 - We all approved this section with pending changes. Milton will make another draft to reflect changes to include adding "Sec 1" in title area.

"Section 1. Road Maintenance Activity. **Any activity engaged in for the purpose of managing, The acts of (a)** managing, maintaining, **improving** preserving, or protecting any road or road easement in Hawaiian Paradise Park, **including (b)** collecting, accounting for, administering, and protecting road maintenance funds, **and (c)** managing, operating, maintaining, and protecting road maintenance property **and assets.**

4. Article VIII Sec 8 Powers and Authority (c) P 9 - Further discussion ensued. We approved new verbiage. Proposal is to add verbiage to this subsection regarding exceptions, "Emergency Provisions". Anything that affects health, welfare or use of facilities...was included in our discussion. Need to define what constitutes an emergency. Tabled upon further research.
5. Article VIII Sec 8 Powers and Authority (e), (f), (i), and (j) P 10 - Approved all of the proposed added verbiage to these subsections. Milton will make drafts.

(e) "Maintain Policies and Procedures for the Association including an employee handbook and a detailed written job description for **the general manager all employees. Any proposed employee job description changes shall be directed, reviewed and approved by the full board to ensure compliance with the board's directive and HPPOA Bylaws.**"

(f) Employ, supervise, and dismiss **such** personnel or independent contractors as may be necessary for the maintenance, **improvement** and operation of the Association and its committees, and prescribe such duties for them as are consistent with law, the Articles of Incorporation, and these bylaws."

(i) "**Shall** keep accurate records (**audio and written**) of board meetings, maintain records and reports as required by law and ensure that organizational documents are protected. **Draft Board meeting minutes shall be posted to the HPPOA website within 2 weeks of the meeting and Approved meeting minutes posted within 1 week of approval.**"

(j) "Ensure that adequate insurance protection is **obtained**, including but not limited to liability, hazard, fidelity, and Directors and Officers liability insurance. Insurance, except for Fidelity Bond, may be waived for good cause by two-thirds vote of the **full** board."

#### **NEW BUSINESS:**

1. Article VIII Sec 8 Powers and Authority P 10 - Add new subsection to (i). After discussion, all approved adding new verbiage, not as a new subsection but as an additional sentence to (i). Reflected in #5 (i) Old Business above.

2. Article VIII Sec 8 Powers and Authority (k) P 10 - After reviewing and discussion, we tabled it upon further research.

Adjourned at 6:30 PM. Homework: Research Article VIII Sec 8 (c) define emergency, and research (k) further.

Next meeting 22 Dec 2016.