

HPPOA Bylaw Committee Meeting Minutes 28 September 2022

APPROVED

The meeting was called to order at 4:04 PM. We met in the HPP library for the first time since 2019 after the membership and board approved the BLC's use of the library.

Present: Leslie Blyth (Co-Secretary), Jon Loehndorf, Lanell Dillard, Alissa Hanshew, and Mayelin Stillwell (Secretary).

Absent: Keala Stant, Elizabeth Bonnell and Brendan Freitas (Chair).

Guests: Tanya Seaver, Kathleen Shaw, Larry Kawaauhau and friend.

Member Input: See below.

Agenda Approved to include addition to accept BLC member resignation.

NEW BUSINESS:

1. Approve meeting minutes: 26 Feb 2022, 9 April 2022, 17 Jul 2022 and 11 Aug 2022 meeting minutes approved. Leslie motioned to approve the minutes and Jon seconded it. 4 Y (1 Abstain for new member who joined on 11 Aug 2022)

2. Vote in new officers and Format to Dispense Documents - Secretary. Mayelin would like to step down as Secretary since she's held this position for several years. Secretary duties were discussed. Alissa volunteered to convert meeting minutes into pdf format and forward to the office.

Co-secretary duties were discussed. Leslie will maintain her seat. She'll convert any bylaw amendment proposals that the BLC votes on, into a ballot format and maintain a master folder. Then it'd be ready to go straight to ballot if no further work is done on it. She'll email copies to the BLC to maintain in their own folders. What we have in final draft ballot format should be posted on the HPP website so members can review them before a BLC presentation. Leslie will create the monthly agendas. If we wish to add an agenda item, submit it to her at least 5 days in advance. Leslie will be unavailable next month and won't attend the Oct BLC meeting.

Vice Chair duties were discussed. Need someone to assist with the chair duties when Brendan's unavailable bc of his busy schedule. Jon volunteered. Mayelin motioned to appoint Jon as vice chair. Unanimous vote.

(Guests Tanya Seaver, Larry Kawaauhau, Kathleen Shaw and Kawaauhau's friend arrived at 4:21 PM)

After greeting our guests, discussion ensued again for the Secretary position. Mayelin said she records the minutes using a recording device, and transcribes later. Lanell volunteered to be secretary. Mayelin motioned to vote Lanell as secretary. Unanimous vote.

3. Article IV (c) Lanell thinks this subsection needs some clarification and enforcement language regarding issues of easement parking. Mayelin said the BLC can discuss this in the future and suggested possibly adding it to Article XIII Roads Policies, add a Sec 4 Easements. Possibly make reference to Article XIII from Article IV (c) ?

4. Key master - Mayelin volunteered to pick up the library keys before our meetings. Office closes at 4 PM. Back up key master: Jon volunteered.

5. Folder Information - Leslie had passed out copies of the bylaws and 414D, and folders to all the members at the 11 Aug 2022 meeting for our research and record keeping purposes.

*Larry Kawauhau spoke. He asked who's running the meeting. The secretary replied she was. Larry said he signed up and wants to be on this committee. The secretary said she had all the sign up sheets and his name wasn't on any of them. He said he was told he couldn't be on this committee because of the lawsuit. The secretary stated the BLC didn't have this conversation with him at the membership meeting, perhaps he's thinking of the FC. Tanya asked what happened to the chair, and who the chair and secretary are. Chair was absent, chair is Brendan Freitas and Mayelin Stillwell is the secretary.

Back to BLC discussion...Leslie said she has separated what BLC proposals were completed and not yet voted on by the membership. She said the previous BLC has completed a lot of work. She provided hand outs. Leslie proposed we revisit Article V. We discussed the dispensing process again that we had agreed upon at our last meeting. To save time, the Co-secretary will put each item into a ballot format after the BLC votes on bylaw proposals. She'll send them to us via email.

*Kathleen Shaw asked if Leslie was talking about previous BLC work. Leslie said yes. Mayelin told guests that all members can submit suggestions to the BLC. That BLC used to have an in box in the office. The keymaster checks the inbox before the meeting and the BLC reviews the suggestions at the meeting. Shaw was informed she can go to the website to see some of what the BLC has completed. Tanya asked who Jon was and didn't he just get voted in as vice chair and why wasn't he running the meeting. Jon said the person was doing the job well so he was letting her continue.

Jon spoke about discussions that occurred while volunteers manually stuffed envelopes recently for communications to members. They said the bylaws need to add a capability to use electronic communications. That we need to start moving in that direction to request members submit their email addresses for future electronic mailings. There would have to be stipulations that state communications would be emailed "AT YOUR REQUEST", and in writing if they chose NOT to be emailed, disclaimer of providing current email address. Some are unable to participate in electronic mailings. Mayelin suggested email requests could be done when the billings go out and do it annually thereafter to get updated information. Jon said the website won't reach everyone, but best efforts to start with electronic communications would be of benefit. The bylaws will have to be changed.

** (Secretary's Post Meeting Notation: PLEASE SEE ARTICLE XII Sec 3 (I) Communications to Members. "Members shall be provided an option to receive communications electronically, with the exception of the Annual Payment Notice which shall be mailed.")**

6. Kathy Hollingsworth resignation. Mayelin motioned to accept Kathy Hollingsworth's resignation. Jon seconded it. Unanimous acceptance of Kathy's resignation.

Homework: Review Article X and XI. Clarify officer positions.

*Tanya Seaver asked about removal of directors off the board. Extensive discussion ensued. Mayelin said the BLC will be clarifying that article. Lanell asked if Tanya was speaking about the suspension change that was attempted. Tanya said they wanted to suspend a director. She said the board was against it because they claim they can't suspend a director. She said when a director doesn't comprehend things and twists information they should be suspended...i.e. the last board meeting. She said she went on social media regarding the board spending \$10,000 in a two week span. A director thought it was **executive session (ES)** information that was leaked. Tanya explained where she got the info...she walked into the office and requested financial docs. She paid for a Profit and Loss statement that says Jun/Jul was zero and Aug was \$14,000. She gave benefit of the doubt that it wasn't a total of \$14,000 and the VP said she was requesting something that they weren't authorized to give her. She said there must be a way to remove someone for valid reasons. Mayelin explained there's no legal provisions for suspensions. Tanya questioned what happens if a director has dementia. Larry voiced his concerns about our bylaws and **RRO**. We discussed the recall process in depth as the only way to remove a director, no suspensions.

Jon shared something to think about re the removal process. He said directors represent their district, not the whole Association, because it takes a majority vote of a board of 9 to pass motions, not one person. In a recall, perhaps be prepared with someone running during the recall in case the person is removed by their constituents. It'd be advantageous to have someone in that district available to fill the vacancy. Alissa thought the recall process should occur first and then do the election. Mayelin asked what if the recall fails, and you've spent \$ and energy to provide a replacement? We concluded it can be up for future discussion.

Alissa said we need to get back to our agenda.

All 4 guests left at 5:02 PM. Back to homework discussion.

Homework: Review Article XI Officers - Discussion ensued. Should there be limits? Reference was made to the older version of the bylaws. i.e. For President - we could put in descript must attend board meetings and must chair it. Mayelin said it's already in the bylaws. Review the officer duties for clarifications.

(Secretary's Post Meeting Notation: Previous BLC has written an amendment proposal to address enforcement of attendance at meetings.)

Discussion ensued on the word usage in the bylaws of "Must" and "Shall" - Previous BLC added the word "shall" throughout the bylaws where applicable to state that there's no option. It's been observed that some directors etc don't comprehend what "shall" means. It was suggested we could make a notation somewhere in the bylaws and give the definition/intent of "shall", so directors, employees and members understand that it means "there are no options".

Homework: Review Article X Committees - Discussion ensued.

Jon brought up the election preferential ballots used by HPP recently. He said it goes against the bylaws. Discussion ensued with the election process for multiple candidates. We concurred there's an issue and this needs to be addressed via the bylaws.

Mayelin asked Jon to write up that change he made to Article X Membership Committees Sec 1 (b) He said he already emailed it to us.

Article X NC duties and Article VIII verbiage regarding elections - there is a conflict between the two. Leslie said that RRO has a provision that would protect standing committee duties, to where the board cannot change or override the standing committee's duties.

Mayelin suggested when reviewing the FC duties, to consider expanding and clarifying their duties. Have the FC vet bids and contracts, oral and written, before the board chooses a vendor. There have been issues in the past w/receiving viable bids and receiving bids from questionable vendors. Leslie suggested a change to review contracts every 3 months instead of 6. Jon asked questions about the composition of the FC. He asked what the purpose is of the second director on the FC. Its a membership committee and there are 2 directors automatically on the FC.

Leslie suggested we review the HRC's duties. They have very limited duties not centered around employees and it should be clarified in the bylaws. Lanell is on the HRC and she said they explicitly have no access to personal employee information. A couple of BLC members think we should consider proposing to outsource human resources for employees' benefit and protection. There have been past issues in this area.

Before closing, Alissa requested that we put members' questions and input at the end of the meeting so we can get our work done. If we run out of time, to ask them to join us at next meeting.

Meeting adjourned at 5:34 PM.