

**Agenda/Minutes of Bylaws Committee**

**January 11, 2024**

1. Open Meeting  
**Started at 4:04 pm**
  
2. Roll Call (Quorum 3)  
**Jon Loehndorf – Chair**  
**Alissa Hanshew**  
**Patricia Szot**  
**Ray Holybee (arrived 4:12 pm)**  
  
**Guests**  
**Julie Rice**
  
3. Approve agenda for January 11, 2024  
**Patti moved to approve**  
**Alissa seconded**
  
4. Review and Approve meeting Minutes:
  - a. 7/26  
**Patti moved to approve**  
**Alissa seconded**  
**Unanimous vote (3)**
  
  - b. 9/6  
**Patti moved to approve**  
**Jon seconded**  
**Unanimous vote (3)**
  
  - c. 9/27  
**Patti moved to approve**  
**Alissa seconded**  
**Unanimous vote (4)**
  
  - d. 12/7  
**Mr. Holybee's name is Ray not Ramond**  
  
**Jon moved approve with change**  
**Patti seconded**  
**Unanimous vote (4)**
  
  - e. 12/21

Mr. Holybee's name is Ray not Ramond  
Business was misspelled on both 4. Old Business and 5. New Business

Ray moved approve with change  
Alissan seconded  
Unanimous vote (4)

5. Old Business
  - a. Finalize what bylaws to be forwarded for General Membership Meeting:
    - i. Introduction and Articles I, II and III

The committee agreed to the changes made by a previous Bylaws committee. The following is what was finalized to be presented at the next General Membership meeting on February 25, 2024.

**AMENDED AND RESTATED BYLAWS OF HAWAIIAN PARADISE PARK OWNERS ASSOCIATION (A Hawaii Non-Profit Corporation)**

WHEREAS, Ernest A. Reeder, Albert O'Neil, Frank Wellington, and Pamela Tingcang incorporated Hawaiian Paradise Park ("subdivision") by that certain Charter of Incorporation, dated December 22, 1972, ("Charter"), as amended January 21, 2001, which declarations, restrictions, and conditions constitute covenants running with the subdivision, and are binding and inure to the benefit of lot owners and their respective heirs, personal representatives, successors, and assigns; and

WHEREAS, for the purpose of administrative efficiency and the operation, maintenance, and governance of the subdivision and to foster unity and harmony amongst lot owners of the subdivision, these bylaws are hereby amended. Said amended bylaws are approved using mail in ballots to the full membership as required by these bylaws and meeting the additional requirements of a 2/3 majority of the minimum required return of 600 ballots. These newly amended Bylaws of Hawaiian Paradise Park dated (enter date) supersede prior bylaws, and amendments thereto; NOW, THEREFORE, the bylaws are hereby further amended as follows:

**ARTICLE I – NAME**

The name of the Corporation shall be "Hawaiian Paradise Park Owners Association," hereinafter referred to as "Association" or "HPPOA."

**ARTICLE II – LOCATION**

The location of the principal office of the Association shall be in Hawaiian Paradise Park, District of Puna, County of Hawaii, State of Hawaii, currently located at 15-1570 Maku'u Drive, Keaau, HI.

**ARTICLE III – CORPORATE SEAL**

The corporate seal will include the following: On the outer margin, the name "Hawaiian Paradise Park Owners Association"; in the center, the words "Incorporated 1972 Hawaii."

Article IV

The committee felt the alteration of "To", to "shall" on e, f, g was not necessary and could go back to "To".

Patti moved to accept this change  
Ray seconded

Unanimous vote (4)

The committee felt the suggested alteration of (e) was more appropriate in another section of the Bylaws.

Patti moved to accept this change

Ray seconded

Unanimous vote (4)

The following is what was finalized to be presented at the next General Membership meeting on February 25, 2024.

#### **ARTICLE IV – OBJECTS AND PURPOSES**

The objects and purposes of the Association are defined in the Charter and are as follows:

- (a) To ascertain the needs and desires of lot owners of the Hawaiian Paradise Park subdivision and represent those needs and desires as appropriate in accordance with all applicable bylaws and laws.
- (b) To manage, protect, maintain, and improve all real properties and other assets of the Association and to provide usual administrative and executive functions necessary to the operation and management of the Association.
- (c) To maintain, manage, preserve, and protect the roadway easements in Increments I and II, which shall be used in common with others for roadways and utility purposes.
- (d) To serve as a representative of lot owners of Hawaiian Paradise Park to government agencies, officials, and community organizations on issues affecting or arising from Hawaiian Paradise Park.
- (e) To foster an atmosphere of cooperation and harmony that actively seeks and encourages the participation of lot owners in the management and operation of the Association.
- (f) To administer the financial affairs of the Association in an expeditious, legal, and responsible manner.
- (g) To promote social and recreational activities within the Hawaiian Paradise Park subdivision.
- (h) To assist the Hawaii County Department of Civil Defense and other recognized relief organizations at the discretion of the board.

ii. Article VIII, Section 4 and Section 5 (c) and (f)

There was some discussion about Conflict of Interest, but there were no changes made to either 5(c) or (f).

Alissa moved to approve the changes made by previous bylaws committee.

Alissa moved to accept this change

Patti seconded

Unanimous vote (4)

The following is what was finalized to be presented at the next General Membership meeting on February 25, 2024.

#### **ARTICLE VIII – BOARD OF DIRECTORS**

##### **Section 4. Nomination.**

(a) A member whose property is within the boundaries of a district may be nominated to be a director for that district. To be considered qualified to be nominated for election:

- (i) They must be a member in good standing (see Article V, Section 10).

(ii) They must not have an existing conflict of interest (See Article VIII, Section 11) with HPPOA.

(iii) They must not have resigned or been recalled from a board of director position within the past three years.

(b) A minimum of two nominees must be sought from each district due for election. If two nominees from each district are not received, the Nominating Committee, as per Article X, shall exercise its best efforts in nominating any qualified and willing candidates to stand for election to the board in that district. -

(c) All nomination applications must be turned into the Association Administration Office for collection. The deadline for receipt of nomination applications shall be the end of the third week of March.

(i) The office is responsible to provide all nomination forms to the Nominating Committee each Friday by noon until the deadline.

(ii) The office will maintain a copy of all nomination forms.

(iii) It is the responsibility of the office to ensure applicants are not in arrears.

(iv) Any further vetting and validating of applications is the responsibility of the Nominating Committee, see Article X(b)(3).

(d) Nominations shall be submitted by the Nominating Committee to the Association Administration Office for preparation of the ballots.

#### **Section 5. Election.**

(c) If only one willing and qualified nominee comes forward within a district, and the Nominating Committee is unable to identify a second candidate, that Nominee will be permitted to run unopposed. If no willing and qualified nominee comes forward for an election from within a district and the Nominating Committee is unable to identify a candidate, or if a vacancy occurs during or after an election, the board seat for that district shall be deemed vacant until the first meeting of the new term in July. In that case, it will be filled by the incoming new board in accordance with the normal procedures as described in Section 6 below.

(f) The date of the election shall be the first business day of June. To be counted, ballots must be received by 4 pm on the first business day of June. The election results ~~are d~~ shall be reported to the board within 14 days after the election. The winner of an election for any board seat shall be the candidate with a majority of valid votes cast, or if no candidate has a majority, then the winner shall be the candidate with the largest number of votes. In case of a tie, the winner shall be decided by the drawing of straws.

b. Work on Article XI – Assessments, Section 3. Compensation for use of Non-road Maintenance Assets

There was considerable discussion on rewriting this portion of Article XI in response to a member at the June 2023 Membership meeting. A couple of committee members did not like the use of the word compensation. All members wanted to make sure all non-roads assets were addressed and also that the use of this money satisfied Article IV which clearly indicates the directive of the HPPOA. By tracking the money in the Capitol Improvement plan allows for transparency, which is important for members to know how the money is being used. The following is the language proposed by the committee, the rest of Article XI will be addressed at a later date.

Section 3. Non-Road Funds

A portion of road maintenance funds may be allocated to the Association General Fund for the maintenance and upkeep of non-road assets and resources. The amount shall be established annually by the board and shall not exceed 5% of the previous years collected road maintenance fees. These funds may be used for upkeep of the Activity Center, Playground, Ball field, non-road property owned or maintained by HPPOA, mail parks, other nonroad assets and resources, and to meet the objects and purposes as outlined in Article IV. Any use beyond these must be approved by the General Membership at a General Membership meeting. Unused non-road funds may accumulate from year to year for designated projects. These funds shall be tracked as part of the Capital Improvement Plan. Unused project funds may be reallocated to another non-roads project. Unused non-road funds that are not designated for a project shall be moved back to the road maintenance fund at the end of the fiscal year.

- c. Discuss other possible funding for Non-Roads  
**Tabled for next meeting**
- 6. New Business
  - a. Begin Review of other by-laws that have some approval or none.

Homework is to start on Article VI.

- 7. Next Meeting – January 25, 2024
- 8. Adjourn Meeting

Patti moved to adjourn  
Ray seconded  
Unanimous vote (4)  
Meeting adjourned 5:54pm

Approved  
  
Chair

2/11/2024

