

Agenda/minutes Bylaws Committee

January 25, 2024

1. Open Meeting

Started at 4:01pm

2. Roll Call (Quorum 3)

Alissa Hanshew - Acting Chair

Jon Loehndorf

Patricia Szot

Jason Schillewaert (arrived 4:02pm) (Since Jason was not voted on he will not vote on any measure discussed below)

Guests

Julie Rice

Patricia Ruppert

Daneee McFarr (arrived 4:06pm)

3. Approve agenda for January 25, 2024

Patti motioned to approve

Alissa seconded

Unanimous vote

4. Review and Approve meeting Minutes for January 11, 2024

Patti noted the time the meeting was adjourned needs to be posted.

Patti approved minutes with change

Alissa seconded

Unanimous vote

5. Old Business

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

The following is the revised portion of Article XI section 3. This portion of Article XI can move forward to the membership at the Feb 25, 2024 General Membership meeting.

A portion of road maintenance funds may be allocated to the Association General Fund. 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.

b. Discuss other possible funding for Non-Roads

It was decided that there was no other possible funding for non-roads.

6. New Business

a. Begin Review of other by-laws that have some approval or none.

We started discussion on Article VI – Membership and Voting. A previous BLC in 2015 had worked on this Article (but never submitted the changes for final approval to the membership) and we kept the changes for sections 1 and 2. However, Section 3 – Proxy Votes, needs to be worked on. Therefore, the highlighted green area can move forward to the Feb 25, 2024 General Membership Meeting.

ARTICLE VI – MEMBERSHIP AND VOTING

Section 1. Types of Membership. There shall be two types of membership:

(a) Members. Lot owners of record of the Hawaiian Paradise Park, Increments I and II , hereinafter referred to as "member" or "membership," shall constitute the Association. The owner of any lot upon acquiring title thereto shall automatically become a member of the Association and shall remain a member thereof until such time as ownership ceases for any reason, at which time membership in the Association shall automatically terminate. Lot owners shall include all individuals and entities (partnerships, corporations, limited liability companies, limited liability partnerships, and trusts) holding legal title as tenants-in-severalty, tenants-in-common, joint tenants, or tenants by the entirety. All lot owners must pay Road Maintenance Assessments and comply with Association bylaws and policies.

(b) Associate Members. An annual associate membership shall be available to those people who are not otherwise qualified to be members. Associate members do not have the right to vote or hold office. The annual associate membership fee shall be established by a majority vote of the board.

Section 2. Voting Rights of Members. Each lot, provided road maintenance assessments are current, shall be entitled to one vote in matters voted upon by the Association, subject to Article XI. In the case of multiple ownership, only one vote shall be cast per lot. Votes may be cast in person or, in the case of mail-in votes, by mail-in ballot by the respective lot owner as shown in the record of ownership of the Association.

Homework: Develop guidelines for Article VI Section 3.

We moved on to Article VII – Membership Meetings. Again, this Article had been worked on by previous BLC in previous years (Alissa do we have a year?), but again nothing was sent to General Membership meeting for final approval. We found the changes adequate. Therefore, this Article (highlighted in green) moves forward to the Feb 25, 2024 General Membership Meeting.

ARTICLE VII – MEMBERSHIP MEETINGS

Section 1. Regular Meetings. Membership meetings shall be held three times a year for the purpose of transacting such business as may come before the Association. Membership meetings shall be held at 3 p.m. Hawaii standard time on the last Sunday in the months of February, June and October. In support of Article IV, Objects and Purposes, the directors shall actively seek and consider member suggestions for agenda content

Section 2. Special Meetings. A special membership meeting may be called by a two-thirds vote of the board, or by the written request of not fewer than 100 members in good standing, and shall be called by the secretary or an agent directed to do so by the board. Special membership meetings must be held within 45 days of being legally called, and notices must be mailed to members 30 days in advance of the meeting date. The Administrative budget shall contain funds for a special membership meeting.

Section 3. Acts of the Association. The acts of a majority of the membership present at any membership meeting at which a quorum, as per Article V, Section 12, is present shall be the acts of the Association except as otherwise provided herein.

Section 4. Place of Meetings. Membership meetings shall be held at the Hawaiian Paradise Park Activities Center or other such suitable place on the island of Hawaii, in the District of Puna, as designated by the board.

Section 5. Change of Meeting Date, Time or Place. In the event of a change of the date, time or place of the Membership Meeting, members shall be notified at least thirty days in advance.

Section 6. Order of Business. The order of business at membership meetings shall be in accordance with Robert's Rules of Order Newly Revised, version to be determined by the sitting board annually and shall include a period for public commentary from members. Commentaries may be limited to three minutes per member.

Section 7. Conduct of Meeting. Membership meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised, except as otherwise noted in these bylaws or when some other generally accepted rules for the conduct of such meetings are designated or adopted by a majority vote of the membership.

Moved onto Article VIII – Board of Directors. This Article needs to have a great deal of work done to it. It had been worked on by previous BLC in 2015, but we found the work inadequate.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Number and Qualification. The affairs of the Association shall be governed by a board composed of nine members who are in good standing and have no conflict of interest pursuant to Article V, Section 14 and Article VIII, Section 11. HPPOA employees shall not serve on the board of directors. The directors must be able to attend board and membership meetings in person and serve on committees of the board. They shall serve without compensation or reimbursement of cost incurred to attend meetings. There shall not be more than one representative on the board of directors from any one unit that is owned by any person.

Alissa moved to approve Section 1 with the additional sentence of "There shall not be more..." and "to attend".

Patti seconded

Unanimous vote

Section 2(a), (b), (c) and (d) were fine, just updated years since it had not been changed in a long time.

Section 2. Terms.

(a) A district term is three consecutive years on an established schedule. Elections of directors shall occur as per Article VIII. The schedule of district terms is established as follows:

DISTRICT	DISTRICT TERM EXPIRES JUNE OF STATED YEAR
1, 6, and 9	2025, 2028, 2031, and so on
5, 7, and 8	2026, 2029, 2032, and so on
2, 3, and 4	2027, 2030, 2033, and so on

(b) A director may hold office for more than one term but not for more than two consecutive terms. Any partial district term vacancy that is filled by board appointment or election is not considered a 'term' for purposes of Section 2(a).

c) The remaining term for any appointed or vacant director position shall be filled through election at the next annual election. Any director elected under such conditions shall only serve the remainder of that district's term.

(d) Terms of the board commence immediately following adjournment of the June membership meeting at which the election results are announced.

Section 2(e) will be removed and placed as under Section 5. Elections as (h)

Alissa voted to move this portion to Section 5 as (h)

Jon seconded

Unanimous vote

Section 3. Districts. This section will be moved to Article V - Definitions, Section 23.

Patti moved to remove this section and place in Article V

Alissa seconded

Unanimous vote

With the removal of Districts, Nominations now become Section 3 and so on.

Section 3. Nominations. This was worked on at the last meeting and voted on.

Section 4. Elections.

This was also worked and voted on at the last meeting, but we made some changes to (f) and added 5(h) from Section 2(e).

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 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 the largest number of valid votes cast. In case of a tie, the winner shall be decided by the drawing of straws.

Jon moved to add "largest number of valid votes cast."

Patti seconded

Unanimous vote

(h) Board members, elected or appointed, must be sworn in and sign the Oath of Office, Appendix C, in open forum before assuming their positions. The Oath of Office shall state the directors will promise to uphold the bylaws and policies of the Association.

Section 5. Vacancy was the next section. It is now #5.

?? moved to have the sentence "A director's position..." moved to Article V- Definitions as Section 24"

?? seconded

Unanimous vote

In that new section 24 the word "incapacity" be removed

?? Made the motion

?? seconded

Unanimous Vote

There were several other changes made, the following green highlighted area will be presented to the Feb 25, 2024 General Membership Meeting:

Section 6. Vacancy.

Vacancies, see Article V Section 24, in the board shall be announced on the HPPOA website and bulletin board within two business days of the Association Administration Office staff receiving notice. The date of posting shall be stated in each announcement. All candidates for these vacant positions must meet all requirements Article VIII Section 4(a). Each vacancy shall be filled by vote of the majority of the remaining directors. If the remaining directors constitute less than a quorum, a candidate receiving more than half of the votes shall be approved. Remaining board members shall make a good faith effort to fill each vacancy within 45 days of posting. When more than one candidate is available for a vacancy and at least one lives in the vacant district, an in-district candidate shall be selected. Each person so appointed shall be a director until one's successor is elected at the next election by the membership but in no case later than the last day in June.

6. Next Meeting

After much discussion since Jon is leaving for mainland and Alissa has teaching duties, the meeting will be February 12, 2024 4-6pm

7. Adjourn Meeting

Patti made the motion to adjourn

Alissa seconded

Unanimous Vote

5:53 pm