

Agenda/minutes Bylaws Committee

February 12, 2024

1. **Open Meeting**

Started at 4:0pm

2. **Roll Call** (Quorum 3)

Jon Loehndorf - Chair

Alissa Hanshew

Patricia Szot

Ray Holybee

Guests

Julie Rice

3. **Approve agenda for February 12, 2024**

Alissa motioned to approve

Patti seconded

Unanimous vote

4. **Review and Approve meeting Minutes for January 25, 2024**

Patti made the motion to approve removing two sections that were discussed but not approved at the last meeting.

Ray seconded

Unanimous vote

5. **Old Business**

(a) **Review and vote on the following items from January 25th meeting:**

i. **Article VIII- Board of Directors**

Section 3. Nominations (a)

This portion use to say the following: "A member whose property is within the boundaries of a district may be nominated to be director for that district."

Want to change to the following: "Directors shall be nominated from each district and will be elected by members in that district only."

Patti made the motion to approve the change

Ray seconded

Unanimous vote

ii. **Article VIII- Board of Directors**

Section 4. Elections (a)

This portion use to say the following: "Yearly, the members in each voting district whose representative's term..."

Want to change to the following: "Yearly, the members in each voting district whose district's representative's term..."

Patti made the motion to approve the change
Ray seconded
Unanimous vote

- iii. Moving the portion “A director’s position becomes vacant upon death, submittal of a signed hard-copy letter of resignation, removal, incapacity, lack of a candidate for a new term, or when the director ceases to be a lot owner or member of good standing.” To Article V- Definitions under Vacancy.

Patti made the motion to approve the change
Ray seconded
Unanimous vote

- iv. In the definition for Vacancy described above, remove the word “incapacity”.

Patti made the motion to approve the change
Ray seconded
Unanimous vote

(b) Develop guidelines for Article VI, Section 3. Proxy votes.

All 4 members of the BLC expressed their dislike of Proxy votes, BUT we also understood it wasn’t up to us to decide. HPPOA is cited as a HRS 421J by Hawaiian Statues, which allows proxy votes, BUT it does not state anywhere in the description of 421J that they are **required**. When we begin discussion of proxy votes (which may be the June General Membership meeting) a **yes/no** vote will be taken of the membership if they want to allow Proxy voting. Before a vote is taken of the membership, the PROS and CONS of Proxy voting will be presented to the membership. If the majority of votes is “no” the Bylaws will remain the same. If the majority of votes is “yes”, we will move forward with the criteria for proxy voting and present a Proxy vote form. The committee discussed several different criteria that should be in place, we also discussed the need to have the ability to revoke the Proxy vote and criteria for that process.

6. New Business

Homework: Design a Proxy Vote form

7. Next Meeting--February 28, 2024

8. Adjourn Meeting

Jon made the motion to adjourn
Patti seconded
Unanimous Vote

5:30 pm