

Agenda/minutes Bylaws Committee

March 14, 2024

1. **Open Meeting**

Started at 4:00 pm

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

Jon Loehndorf - Chair

Alissa Hanshew

Patricia Szot

Ray Holybee

Absent - Jason Schillewaert

Guests

Julie Rice

3. **Approve agenda for February 28, 2024**

Patti motioned to approve

Ray seconded

Unanimous vote

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

Jon made the motion to approve with addition of Article IV under 6. New Business.

Alissa seconded

Unanimous vote

5. **Old Business**

(a) **Article VI Section 3**

We first discussed the HPPOA form to be used if proxies are approved.

Jon motioned to approve the form with and/or to phone number

Ray seconded

Unanimous vote

Then we made minor modification to wording of Article VI Section 3 if proxies are approved. The following will be the language voted on at the June General Membership meeting if proxies are approved:

Section 3. Proxy Votes

(a) **Granting of Proxy Votes**

Proxy votes may only be used at Membership Meetings.

A proxy vote shall be created by the submission of a HPPOA official proxy form which requires the identification of the person granting the proxy, the TMK for the property from which the vote is derived, the identification of the person who the proxy is granted to and their TMK. Both the proxy grantor and grantee must be members in good standing.

Each TMK for which a proxy is being granted must be listed on the proxy form. Any TMKs not listed shall not count.

Proxy votes are granted for only the Membership Meeting listed on the form.

Proxy votes may be granted for only one of the following four choices:

1. For quorum purposes only.
2. To an individual whose name is printed on the Proxy form.
3. To the board of directors as a whole and that vote be made on the basis of the preference of the majority of the directors present at the meeting; or
4. To those directors present at the meeting and the vote to be shared with each board member receiving an equal percentage.

Proxy forms that are returned with no choice or more than one of the four choices above shall be counted for quorum purposes only.

To be valid, a proxy must be received by the HPPOA Administrative Office no later than 4:00 pm on the 5th business day prior to the date of the Membership Meeting to which it pertains. Proxy forms may be hand delivered, put in the drop box, or sent via USPS or other postal service to the HPPOA Administrative Office.

Individuals who grant a proxy vote to another individual no longer have the right to actively participate in the meeting identified on the proxy form either through discussion or voting, except as an observer, unless they revoke their proxy.

(b) Revocation of Proxy Votes

To revoke a proxy, the individual who granted the proxy must complete the revocation section of the original proxy form in person, which is in possession of HPPOA. Revocations must be completed no later than an hour prior to the Membership Meeting to which it applies.

Patti made the motion to approve the above language with the second sentence.

Ray seconded

Unanimous vote

(b) Article VII, Section 2

The following is the original portion of Section 2 that was altered:

“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.”

Will be changed to the following:

“Special membership meetings must be held within 45 days of being legally called, and notices must be sent by mail or email (based upon members preference) to members 30 days in advance of the meeting date.”

Patti made the motion to approve
Ray seconded
Unanimous vote

6. **New Business**
(a) Article IV

This was discussed at the Feb 2024 General Membership meeting. There was concern about similarity of language here to the Charter language.

The language is not exact between the 2 documents but the Bylaws Article IV – Objects and Purposes language expands on the original Charter version. To address this difference the following area in green highlight was made.

ARTICLE IV – OBJECTS AND PURPOSES

The objects and purposes of the Association are defined as expressed below follow the intent of the Charter. 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.

Alissa made the motion to approve the change
Patti Seconded
Unanimous vote

(b) Article IV

Article VIII- Board of Directors

Section 1. Number and Quantification. The affairs of the Association shall be governed by a board composed of nine ~~persons, who must be members in good standing~~ 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 as a result of attendance at~~

meetings. There shall not be more than one representative on the board of directors from any one unit-property that is owned by any one person.

Add definition of person from 421J in Article V, Section 25.

Alissa made the motion to approve the change

Jon seconded

Unanimous vote

Section 2. Terms

- (a) No change
- (b) No change
- (c) No change
- (d) No change
- (e) This was voted on in Jan 2024. This section was moved to Section 4. Elections. (h).

Section 3. Districts

This was voted on in Jan 2024. Whole section moved to Article V Definitions

Section 3. Nomination.

~~(a) Any member in good standing whose property is within the boundaries of a district, may be nominated to be a director for that district.~~

(a) Directors shall be nominated from each district and will be elected by members in that district only.

~~(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) No Change.

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

Section 4. Election.

(a) ~~Each year~~ Yearly the members in each voting district whose district's representative's term expires, ~~or whose director's position is vacant~~ or is being filled by a board appointee because of vacancy, shall elect a new director by confidential mail-in ballot. Prior to the ballot mail-out, the board shall select a reputable neutral entity to receive, count, and report on the election results.

(b) The board shall advise the membership of the districts requiring elections and that applications are open for willing and qualified candidates from those districts to stand for election as per Article XII, Section 3, L Communications to Members, 1. Notices.

Jon moved to approve section in green

Patti seconded

Unanimous vote

(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 Board 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 ~~for filling seats on the board which become vacant as per Article VIII as~~ described in Section 5 below.

Alissa moved to approve with the addition of the word Board in green

Jon seconded

Unanimous vote

(d) Mail-in ballots shall be prepared by the general manager, reviewed by the Nominating Committee and mailed to the members of the applicable districts by the Board secretary or general manager at least 30 days prior to the date of the election.

Patti moved to approve with the addition of Board in green

Jon seconded

Unanimous vote

(e) No change

(f) The date of the election shall be the first business day of June. To be counted, ballots must be received by ~~the close of business on 4 pm on~~ the first business day of June. The election results ~~are determined as shown in the following matrix and~~ 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. 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.

(g) No Change.

(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. [This is from Section 2. Terms \(e\).](#)

Section 5. 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.](#)

Jon made the motion that the above portion written in
Ray seconded
Unanimous vote

(d) Jon moved that this is end of what will be presented at the June, 2024 General Membership meeting.

(e) Homework: Work on Section 6. Removal and Section 7. Powers and Authority.

7. **Next Meeting**--March 27, 2024

8. **Adjourn Meeting**

Patti made the motion to adjourn

Ray seconded

Unanimous Vote

5:45 pm