

Minutes/Agenda Bylaws Committee

April 10, 2024

1. Open Meeting
4:03 pm
2. Roll Call
Jon Loehndorf - Chair
Ray Holybee
Alissa Hanshew
Patti Szot – Secretary
Absent- Jason Schiollewaert
3. Approve agenda for April 10, 2024
Patti made the motion to approve agenda
Ray seconded
Unanimous vote
4. Review and Approve meeting Minutes for March 27, 2024
Patti made the motion to approve minutes
Ray seconded
Unanimous vote
5. Old Business
We last left off on Article VIII Board of Directors, renumbered Section 7 Powers and Authority.
(p) Voluntary Association Donations- NO CHANGE
(q) Delegate the authority ... NO CHANGE
(r) Approve standards and policies and procedures for member communication platforms to include:
 1. Website design, content, and links
 2. Mass mailings, electronic and printed
 3. Newsletter
 4. Media releases
 6. Signage
(see schedule in Appendix F)
(s) Cause an independent... NO CHANGE
(t) **The board shall further have additio0nal powers as necessary for the administration of the affairs of the Association and may act accordingly as not prohibited by law, the Articles of Incorporation, or these bylaws. Previous Bylaws Committee voted to remove this portion. We will keep it.**

Jon made the motion to approve all the changes made in Section 7 p-t
Ray seconded

Unanimous vote

Section 8 (formerly 9) Meeting of the Board

(a) Parliamentary Authority. NO CHANGE

(b) Openness – In all meetings, except during executive session portions of meetings, the board shall give consistent attention to bylaws openness provisions, including:

- Shall give advance notice of meetings, as described herein, and
- Shall permit oral statements from Association members ~~at or near~~ during a portion of the meeting, and
- Shall permit non-disruptive video and audio recordings of meetings.

(c) Regular meetings. The board shall provide by resolution the time in which its regular meetings shall be held without any additional notice other than said resolution. The membership shall be notified more than 7 days of any change in the meeting time and the new meeting time will become effective after such notification is made, ~~except that no change shall result in less than seven days notice to members.~~ Meetings of the board shall be held at the Hawaiian Paradise Park Activities Center or other such suitable place on the island ~~island~~ of Hawaii, in the district of Puna, as may be designated by the board. Meetings of the board, except executive sessions, are open to the membership.

(d) Special Meetings. Special meetings of the board may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board shall designate the Hawaiian Paradise Park Activities Center or other such suitable place on the island ~~island~~ of Hawaii, in the District of Puna, as may be designated by the board. Special meetings of the board, except executive sessions, are open to the membership. The rest NO CHANGE.

(e) Executive Session

1. Description

a. No Change

b. An executive session shall be for the purpose of discussing ~~personnel issues, matters of litigation, or matters of attorney/client privilege~~ opening sealed bids, personnel issues, matters of litigation active or potential, and matters subject to attorney/client privilege.

c. The proceedings of executive session are ~~privileged and secret~~ confidential. Only directors and those specifically invited may remain in the meeting room.

~~d. The proceedings are not restricted in any other way.~~

2. A director may be disciplined up to and including removal from director's position if he/she violates the ~~secrecy~~ confidentiality of an executive session. Directors have an affirmative, continuing and legally enforceable duty to keep all Association matters confidential until such time as the need for confidentiality no longer exists.

3. The minutes, or record of proceedings, of an executive session must be read and acted upon only in the executive session, unless that which would be reported in the minutes (the action taken as distinct from the debate) was not secret ~~confidential~~ or ~~secrecy~~ confidentiality has been lifted by the assembly ~~board~~.

4. NO CHANGE

(f) Orientation Meeting – NO CHANGE

(g) Board Proxy Votes – No board member shall vote by proxy at any board meetings.

Alissa made the motion to approve all changes made this section

Ray seconded

Unanimous vote

Section 9 (~~10~~) Fidelity Bonds – NO CHANGE

Section 10 (~~11~~) – Conflict of Interest – Moving this whole section to Article XII Administration, under Section 1. Association General Manager.

6. Next Meeting – April 24, 2024

7. Adjourn Meeting

Jon made the motion to adjourn

Alissa seconded

Unanimous vote

5:45 pm