

Bylaws Committee Minutes

August 28, 2024

1. Open Meeting
4:06 pm
2. Roll Call
Alissa Hanshew
Patti Szot – Secretarty
Ray Holysbee – Chair
Jeff Finley arrived at 4:06 pm
Absent – Jason
3. Approve agenda for August 28, 2024
Patti made the motion to approve
Jeff seconded
Unanimous vote
4. Review and Approve meeting Minutes for August 14, 2024
Alissa made the motion to approve
Patti seconded
Unanimous vote
5. Old Business

ARTICLE X – COMMITTEES

Section 1. Committee Formation, and Scope and Authority.

Committees may be created, established, and/or appointed by either a vote of the HPPOA Board of Directors or the HPPOA Membership, (the creating body). Any Committee created by the Board or the Membership is limited in its scope to a single subject or topic, which is clearly stated at its inception, and directly or indirectly related to or arising from the interests of the HPPOA as specified in Article IV, Objects and Purposes. The Authority granted to each committee must be specified by either the Board or the Membership at the time of its creation and such authority shall not exceed that of the creating body, either the Board or the Membership.

All Committee actions and decisions shall be consistent with the resolution of the creating body which established the Committee, these bylaws, and all HPPOA policies and procedures. If a conflict arises between the appointing body and a committee, in any aspect of the Committee's assigned task, a majority

vote at the next scheduled meeting of the appointing body shall resolve the difference. The designation and appointment of any such committees and the delegation thereto of any authority shall not relieve the Association, the Board, or any individual thereof, of any responsibility imposed by law.

The establishment of a committee requires a specific Scope and Authority for each new committee. The establishment of a new committee and its Scope and Authority must be recorded in the official records of the meeting. The Scope and Authority must specify:

- a. A specific task assigned within a clearly defined Scope of Work to be accomplished.
- b. Specific Authority extended, such as the purchase of any necessary supplies, other costs, and expenses. If no statement of authority is included, No Authority shall be assumed.
- c. A specific End Date for the committee. End Dates may have renewal options, if established at the inception of the committee. Such as; to be renewed annually by a vote of the membership at a Membership Meeting. If no vote is taken, the committee is eliminated.
- d. Committee composition, including a minimum number of members for the committee, whether those members are from the Membership, the Board, or both, and shall also specify the means by which they are selected for the committee.

Board Committees:

The Board may, by a majority vote of Directors, establish and appoint Committees. Committees created and appointed by the Board shall be assigned or delegated a specific task. However, all decisions and actions of such committees shall be subject to the review and final approval of the Board.

Membership Committees:

The Membership may, by a majority vote of members present at a membership meeting at which a quorum (see Article V, Section 12) is present, establish and appoint Committees. Committees created and appointed by the Membership shall be assigned or delegated a specific task. However, all decisions and actions of such Membership Committees shall be subject to the oversight, review, and final approval of the Membership unless an alternative oversight is specifically specified in the same vote which establishes the Committee.

Combined Board / Membership Committees:

The Board and the Membership may collaborate to establish and appoint Committees. Such Jointly Established Committees shall be subject to the same limitations in both scope and authority as are designated for Committees established by either the Board or the Membership using either the broadest interpretation of scope and authority or the narrowest, which must be specified in the terms of the motion to establish said committees by both the Board and the Membership. The absence of such limitation of scope and authority language shall void the creation of the committee. The language of the motions to establish Jointly Established Committees must be substantially consistent, however, the initial motion, (the first in time) may propose acceptable variable options, (if this, then that), or (this or that), which the second body must specifically chose from and elect as the final scope and authority for the Committee.

Alissa made the motion to approve Section 1 of Article X
Patti Seconded
Unanimous vote

Section 2. Types of Committees.

Two specific types of Committees may be established by the Board, the Membership, or the Combination of the Board and the Membership, Standing Committees or Special Committees.

Standing Committees

Standing Committees are intended for the oversight of the day-to-day operations of the Association, its finances, employees (not in a supervisory role), and similar fiduciary functions. The Scope and Authority for Standing Committees shall be recorded in the by-laws. The Scope and Authority for Standing Committees may only be modified by a resolution of the creating body or by change in the law. Such changes may be included in the bylaws as a note until approved by vote of the Membership, (as a change in the bylaws), if required.

Special Committees

Special Committees may be created for any reason, such as to address situations due to changes in the needs of the Association, which are unanticipated and not otherwise addressed in the HPPOA charter or these bylaws. As such, Special Committees require specific limitations on the duties of the committee, which must be delineated at the time of creation within the Scope and Authority granted to the committee.

Patti made the motion to approve Section 1 of Article X

Alissa Seconded

Unanimous vote

Section 3. Essential Committees

The four following committees, as described in these bylaws, are essential and required to fulfill the purpose and function of HPPOA.

(a) Bylaws Committee.

The Board or the Membership may request a review of the bylaws or request specific changes to the bylaws. The membership shall also, from time to time request a general review of the bylaws without a request for specific changes. The Bylaws Committee may be requested by the membership, but its members shall be appointed by the Board of Directors, including three Board members and two members in good standing.

The Bylaws Committee shall:

1. Present proposed bylaws amendments and recommendations to the Board of Directors for the purpose of submitting the proposals to legal counsel for review to confirm compliance with the law and consistency with other bylaws and governing documents.
2. Present proposed bylaws amendments and recommendations to the membership at a subsequent membership meeting.
3. Assist with the preparation of ballots containing the proposed amendments and revisions of the bylaws document.

4. Ensure the approved bylaws changes are signed by the Board Secretary and notarized.
5. Ensure approved bylaws changes are distributed to the membership.

(b) Finance Committee.

There shall be a Finance Committee consisting of the current treasurer, a current director appointed by the board, and five Association members in good standing, who preferably have finance or accounting experience, and who shall be elected by the membership at the June membership meeting. If a quorum is not met at the June membership meeting, an interim Finance Committee will be formed. Committee membership will be selected by a vote of the board at their next meeting from the list of members who have signed up and/or submitted letters of interest. The interim committee members will be affirmed at the next General membership meeting at which quorum is met. If not enough members in good standing, or no members in good standing, sign up at a membership meeting or submit letters of interest, then the chair of that membership meeting shall immediately request the solicitation of nominations from the membership. The general manager shall serve as an *ex officio* member.

The Finance Committee shall:

1. Meet at least three times a year, and as needed.
2. Monitor investments, revenues, and expenses periodically against budget expectations and make recommendations of needed adjustment to the Board of Directors.
3. Prepare annual roads and non-roads budgets for submission to the Board of Directors. This shall include a recommendation for the portion of road maintenance funds that may be allocated to the Association General Fund, as determined by the Board in Article XI, Section 3, for use of non-roads assets. The budget shall include operating expenses for the succeeding fiscal year, expenses for a special membership meeting, and reflect a separate accounting for road maintenance funds and expenses.
4. Prepare a Capital Improvement Plan with a minimum three-year horizon to support Article IV, Objects and Purposes, and a long-range financial plan document for projects approved or requested by the Board of Directors.
5. Monitor compliance with long term bond debt obligations.
6. Review long-term contracts (six months or more) no less than at mid-contract and at least 60 days before renewing any contract and make a recommendation or report to the Board.

(c) Nominating Committee.

The membership at its regular meeting to be held in October of each year shall elect a Nominating Committee comprised of at least five Association members in good standing. Those interested in serving on the committee must either sign up by the start of the October

membership meeting or submit a letter of interest to the HPPOA office prior to the meeting. If a quorum is not met at the October membership meeting, an interim Nominating Committee will be formed. Committee membership will be selected by a vote of the board at their next meeting from the list of members who have signed up and/or submitted letters of interest. The interim committee members will be affirmed at the next general membership meeting at which quorum is met. If not enough members in good standing, or no members in good standing, sign up at a membership meeting or submit letters of interest then the chair of that membership meeting shall immediately request the solicitation of nominations from the membership.

The Nominating Committee shall:

1. Ensure adequate notice to the HPP community of districts which are seeking qualified nominees, via signage and other available means, e.g., flyers, local publication calendars, posters, etc., commencing in November and running through February.
2. Canvas the membership for qualified nominees.
3. Receive and review nominations from the membership and verify qualifications of nominees.
4. Make additional nominations of qualified and willing nominees from within the district.
5. If there is only one nominee from the district, the Nominating Committee will make every effort to identify a second candidate from within the district. If a second candidate cannot be identified, the one nominee may run unopposed as per Article VIII, Section 5. Vacancies..
6. If there is no nominee from the district, and the Nominating Committee is unable to identify a candidate from within the district, Article VIII of these bylaws shall apply.
7. Work with the general manager to prepare the ballot of willing and qualified candidates for applicable districts. Statements of qualification provided by candidates must be reproduced in their entirety and included with the ballot.
8. Present the ballot to the board.

(d) Employment Policies and Practices Committee.

This committee recommends the policies and practices for employment practices. They do not serve as human resources in any capacity. The committee shall be comprised of a minimum of three members appointed by the Board.

The committee's responsibilities shall include:

1. Those as described in the HPPOA Employee Handbook, including:

- a. Conduct an annual review (by sampling) of processes and actions covered by the handbook to ensure compliance with the HPPOA Employee Handbook.
 - b. Evaluate justification for new positions when proposed and for existing positions as needed using the position descriptions and other necessary resources.
 - c. Review and document new and revised position descriptions in the standard format periodically and as needed.
 - d. Make sure the Employee Handbook is in compliance with current law.
2. The committee shall have at least three meetings a year to ensure that items above are reviewed and confirmed with the Board at least annually for compliance.

Patti made the motion to approve Section 3 of Article X

Alissa seconded

Unanimous vote

Jeff left the meeting, quorum was held.

Section 4. Term of Office.

(a) New Committees.

Terms of office must be specified in the scope and authority that created the committee. Each member shall serve terms as specified, and

1. until the committee completes its assigned task and therefore ceases to exist; or
2. unless such member is no longer able to serve for any reason, including but not limited to, removal from the committee, or such member ceases to qualify as a member of the committee; or
3. the committee is otherwise terminated.

(b) Essential Committees Established By These Bylaws,

Terms of office for the Bylaws Committee follows the items listed above.

For the Finance Committee:

1. The treasurer shall serve for the duration of their term as treasurer (see Article IV, Section 1).
2. A board-appointed director shall serve for the duration of the fiscal year in which they were appointed.
3. A member-elected committee member shall serve until the next June membership meeting.

Members of the Nominating Committee shall serve until the committee has completed its task.

Patti made to approve Section 4 of Article X
Alissa seconded
Unanimous approval

Section 5. Chair.

- (a) The chair of each committee shall be a member in good standing.
- (b) Finance Committee chair shall be the current treasurer
- (c) The chair of Committees of the Board shall be appointed by the Board, unless the authority to select a chair is granted to the committee.
- (d) The chair of Committees of the Membership shall be either appointed by the Membership or selected by the committee from among its members as the membership delegates.
- (e) The chair of each committee shall serve as spokesperson for that committee and shall represent the committee at board meetings, membership meetings, and as needed in that capacity.

Patti made the motion to approve Section 5 of Article X
Alissa seconded
Unanimous vote

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. In the case of the Committees of the Membership, the remaining committee members shall select a replacement to serve the remaining term. For the sake of transparency, filled vacancies shall be announced at the next Board of Directors meeting.

In the case of the Nominating Committee, if a quorum cannot be met for three consecutive meetings, a “critical” vacancy or vacancies shall be deemed to exist. Members of the committee must notify the Board of this critical vacancy. If the next Membership meeting is more than 60 days away, the Board of Directors may solicit volunteers. Said volunteers shall be voted on by the members in attendance at the next Board of Directors meeting.

Patti made the motion to approve Section 6 of Article X
Alissa seconded
Unanimous vote

Section 7. Removal of Committee Member or Chair.

(a) A retiring or removed chair or committee member must return all property and records of the Association promptly upon leaving the committee.

(b) Member.

At any committee meeting, any one or more of the committee members may be removed with or without cause by vote of the majority of the committee members.

(c) Chair.

1. At any meeting of a committee, a chair may be removed with or without cause by a vote of a majority of the committee members except for the Finance Committee or if the chair is appointed by the board as described in the Scope and Authority.
2. At any meeting of the board, the chair of a committee of the board or membership may be removed with cause by a majority vote of the board.
3. Any chair or committee member whose removal has been proposed shall be given an opportunity to be heard at such meeting where the removal is to be voted upon.

Alissa made the motion to approve Section 7 of Article X
Ray seconded
Unanimous vote

Section 8. Acts of the Committee.

The acts of a majority of the members present at a meeting at which a quorum is present shall be the actions of the committee.

Patti made the motion to approve Section 8 of Article X
Alissa seconded
Unanimous vote

Section 9. Rules.

Each committee shall act within the terms of their Scope and Authority, these bylaws, the Charter of Incorporation for HPPOA, the policies and procedures adopted by the Board and all applicable laws. Committee shall also follow Robert's Rule of Order for subjects not covered by the above.

Patti made motion to approve Section 9 of Article X
Ray seconded
Unanimous vote

Section 10. Reporting and Recordkeeping

- (a) A list of active committees shall be maintained by the vice president and posted on the Association website.
- (b) shall make reports and keep records according to Scope and Authority.
- (c) Committees shall keep minutes which shall include the following:
 1. the kind of meeting,

2. the date and time,
3. the committee members and guests in attendance,
4. all motions or votes that were taken up during the meeting,
5. all points of order,
6. the topics addressed,
7. the hour of adjournment.

Alissa made the motion to approve Section 10 of Article X
Patti seconded
Unanimous vote

6. Next Meeting – September 11, 2024

7. Adjourn Meeting
Alissa made the motion to adjourn
Ray seconded
Unanimous vote

5:48 pm

Patricia Szot
Secretary