

## Changes to Bylaws for October General membership meeting Starting at Article VIII, Section 5

### Section 5 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 receiving notice. The date of posting shall be stated in each announcement. All candidates for these vacant positions must meet all requirements in 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.

**Reason:** Previous version wasn't very clear. The increases give specific information on how to fill a vacancy.

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### Section 6 7. Removal.

Any officer, director, or agent elected or appointed may be removed by the persons authorized to elect or appoint the officer, director, or agent with or without cause. The removal of a director shall be without prejudice to the contract rights, if any, of the director so removed. Election or appointment of a director shall not of itself create contract rights.

~~(a) A recall election for a director may shall be called by two-thirds majority of the board, or by a petition of not fewer than 200 100 signatures of members from the director's District.~~

(a) A recall election for a director may be called:

1. If agreed by two-thirds majority of the **full** board,

**2. By a petition of not fewer than 100 200 signatures of members from the director's District.**

**(b) A petition for removal of a director must be submitted by a member in good standing to the secretary of the association or Association General Manager at a scheduled board meeting or special board meeting. The petition shall include:**

**1. Signatures by members in good standing representing at least one hundred properties in the Director's district;**

**2. The printed name, TMK, address of the signing members, dates of their signatures and valid phone number; and**

**3. Be submitted within one hundred twenty days of the earliest signature.**

**(c) The Association General Manager has 45 days from the date of the board meeting the petition was received at to mail out ballots to the director's district who is being recalled.**

**1. (b) The mail-in recall ballot ~~may~~ shall contain two a statements of 200 words or fewer, one stating the case for removal of the director. It may also contain a statement of 200 words or fewer, and the other to be submitted by the director being challenged.**

**2. All ballots must be received within 30 days of the date of mailing by the third party responsible for counting ballots. This date will be printed on the ballot and is considered the date of the recall election. To be counted, ballots must be received by 4 pm on the date of the recall election. The recall election results shall be reported to the board within 14 days after the election.**

**(d)(e) The director shall be removed on a two thirds majority of the valid ballots returned.**

**(e) If a director is recalled, they may not be elected or appointed to a director seat until 3 years have passed since the successful recall.**

**(f) An appointed Director whose removal has been proposed shall be given an opportunity to be heard at an Executive Session meeting of the Board and shall only be removed by two-thirds vote of the full board.**

**Reason:** The previous version lacked a great deal of instruction on how to remove a director. It never gave any time lines as to when steps need to be done, which it now contains, the exact process. The process for removal is now carefully and clearly written for anyone to follow. This new version also indicates consequences after the removal, nothing was indicated previously. This change still includes the change to 100 signatures that was approved at the February 2018 General Membership meeting.

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(c) Maintain, repair, replace, restore, improve, and protect the common property, including, but not limited to, subdivision roadways, real property, buildings, equipment, and any additional improvements and alterations thereto. The board shall act as a committee of the whole with respect to maintenance of said subdivision roadways, be responsible for road maintenance activities, and ensure that road maintenance funds are used for road maintenance activities ~~exclusively~~.

**Reason:** “Exclusively” was removed because it ignores the 5% funds for non-road assets described in the bylaws in Article XI with description of non-roads funds that needs to be managed AND the Charter as represented in the Bylaws under Article IV.

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(e) Maintain Policies and Procedures for the Association including an employee handbook and a detailed written job description for ~~the general manager~~ **all employees**.

**Reason:** There are a lot more employees than just the general manager in HPPOA now.

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(f) Employ, supervise, and dismiss ~~such~~ personnel or independent contractors as may be necessary for the maintenance, **improvement**, and operation of the Association and its committees, and prescribe ~~such~~ duties for them as are consistent with law, the Articles of Incorporation, and these bylaws.

**Reason:** Correcting for multiple employees and further clarification of duties.

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(i) Keep accurate records **(audio and written)** of board meetings, maintain records and make reports as required by law and ensure that organizational documents are protected.

**Reason:** Clarifying the means that meetings are recorded.

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(j) Ensure that adequate insurance protection is ~~provided~~ **obtained**, including but not limited to liability, hazard, fidelity, and Directors and Officers liability insurance. ~~Insurance, except for Fidelity Bond, may be waived for good cause by a two-thirds vote of the board.~~

**Reason:** Clarification, insurance should never be waived.

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(k) Ensure that finances are protected and managed in the best interests of the Association. To accomplish this purpose, the board shall establish reasonable formulas, policies, and procedures by which administrative costs are to be divided between the road ~~restricted~~ funds and the non-road fund. Such policies may include but are not limited to issuing checks drawn on separate bank accounts or the creation of one or more administrative operating accounts. Funds may be transferred into such operating accounts as budgeted by the board. Nothing in this section shall be interpreted in such a way as to relieve the board of the responsibility to account for all road funds separately in accordance with **Generally Accepted Accounting Principles (GAAP) principles** nor to empower the board to expend road maintenance funds for any purpose other than road maintenance activities **except as specifically provided for by these bylaws. No asset shall be given away.**

**Reason:** Proper wording for GAAP and clarification.

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(l) Designate or appoint **Board** committees, which shall report and make recommendations to the board.

**Reason:** Clarification as to which committee.

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(m) Review and approve an annual budget and Capital Improvement Plan and ensure an annual report reflecting the Association's financial status (unaudited) and the Capital Improvement Plan is ~~mailed~~ **sent by mail or email, based upon member's preference, to the membership and posted on the Association website within 60 days after fiscal year end. (See Appendices E and F.)**

**Reason:** To include email along with mail as to members choice and clarification with Appendices listed.

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(n) Approve the annual mandatory road maintenance assessment. Any increase in excess of 10% over the prior year's assessment must be approved by a majority of the membership **at the October membership meeting. (See Appendix E.)**

**Reason:** Clarification when this issue is addressed with appropriate Appendix.

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(o) Collect all **road maintenance** assessments and fees levied by the Association, ~~including the road maintenance assessments.~~ The Association shall be charged with the duty of retaining custody and control of all funds, maintaining full and accurate account records of said funds, and preparing regular financial reports **thereof which shall be made available to members at membership meetings and upon request and posted on the HPPOA website.** All funds generated by the collection of road maintenance assessments must be deposited into a separate bank account, and shall not be ~~commingled~~ **combined** with any other Association funds. Said road maintenance funds shall be expended solely and exclusively for expenses arising from the actual operation and administration of road maintenance activities, **capital improvements,** and ~~compensation to the Association for the use of its non road assets~~ **and resources in support of road maintenance** as per Article XI, **Section 3.**

**Reason:** Clarification as to use of funds.

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(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. Official notices
5. Media releases
6. Signage.

**(See schedule in Appendix F)**

**Reason:** Clarification with the addition of Appendix

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**Section 8-9. Meetings of the Board.**

(a) Parliamentary Authority. ~~Regular and special meetings and executive sessions shall be conducted in accordance with, and the order of business determined by, Robert's Rules of Order Newly Revised, version to be determined by the sitting board annually.~~ **All meetings of the board, and any executive session portion of a meeting, shall be conducted in accordance with these bylaws as the primary authority. Robert's Rules of Order Newly Revised (version to be determined by the sitting board annually) shall serve as the secondary level of authority. In case of conflict between the two, the bylaws shall prevail.**

**Reason:** Clarification as to the order of which rules are followed first.

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

- i. shall give advance notice of meetings, as described herein,**
- ii. shall permit oral statements from Association members during a portion of meetings, and**
- iii. shall permit non-disruptive video and audio recordings of meetings.**

**Reason:** Inclusion of openness during meetings to make the process more transparent.

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~~(c)~~ **(b)** 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 seven days** of any change in the meeting time and the new meeting time will become effective after such notification is made. Meetings of the board shall be held at the Hawaiian Paradise Park Activities Center or other such suitable place on the ~~i~~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.

**Reason:** Clarification with a time frame and grammatical correctness.

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~~(e)~~ **(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 ~~i~~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.

1. Notice of special meetings of the board shall be delivered either personally, by mail, by telecommunication or electronically to each director entitled to vote at such meetings, not less than seven days before the date of such meeting, by or at the direction of the president, the secretary, or those directors calling the meeting.

a. The purpose(s) of the special meeting shall be stated. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the

member at his their address as it appears on the records of the Association, with postage thereon prepaid.

b. The officer or directors calling the meeting shall notify the general manager who will be charged with the responsibility of posting the meeting date and time on the HPPOA website and HPPOA bulletin board and of notifying interested parties of special meetings at the time notice is given to the directors, **but not less than seven days before such meetings.**

**Reason:** Need to make provisions for emergencies.

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2. Exceptions to the seven day notification for special meetings of the board are permitted when action is urgently required to serve the community interest. In such case however, no such meeting shall be held until every reasonable effort has been made to inform and secure the participation of every board member. **Postings of urgent special meetings on the HPPOA website shall be done as soon as possible and even if such a meeting has already taken place. Such postings shall remain on the website until replaced by meeting minutes.**

**Reason:** Need to make provisions for emergencies.

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**(e) (d) Executive Session**

1. Description

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

**Reason:** To cover all the reasons for an Executive session.

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

**Reason:** Meetings should never be for privileged people and should never be in secret.

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

**Reason:** Not required with the addition of clarifications

2. A director may be disciplined up to and including removal from director 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.

**Reason:** Issues are confidential, never secret.

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3. The minutes, or record of proceedings, of an executive session must be read and acted upon only in executive session, unless that which would be reported in the minutes (the action taken as

distinct from the debate) was not ~~secret or seereey~~ **confidential or confidentiality** has been lifted by the assembly **board**.

**Reason:** Again, issues are confidential and clarification of not assembly the board.

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

**Reason:** Addition based on requirements of 421J.

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**Section 1044 Conflict of Interest  
Moved to Article XII**

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**Articles IX – OFFICERS**

**Section 1. Officers.** The officers of this Association, who shall also serve as officers of the board, shall be a president, vice president, secretary, treasurer, and such other officers as in the judgment of the board may be necessary or advisable. The outgoing secretary shall provide each officer with a copy of the board-approved practices and procedures for their elected office.

(a) Terms. The officers shall be elected by the directors following the **June** membership meeting at which the district election results are announced. The office terms are for one year and commence after the **June membership** meeting at which they are installed and after signing a “Statement of Officer,” Appendix D. Officers serve until their successors are installed **or until their 1 year term expires, whichever comes first**. No officer shall be elected to the same office for more than three consecutive one-year terms. Partial terms and non-consecutive terms shall not apply toward this limitation.

**Reason:** Clarification as to the month of the General membership meeting and the term limits.

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(b) Ensure completion, documentation, and storage of **meeting minutes, including** resolutions and motions of the board and membership.

**Reason: clarification of stored material**

3. Ensure a book of **meeting minutes**, resolutions, and motions of the board and membership shall be maintained and kept in a safe and secure place.

**Reason:** The present board has been keeping copies of the minutes, but it is important to have ensure a record of the minutes are keep for future referencing.

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(d) Make available at membership meetings a copy of **the meeting minutes** ~~a record of motions (passed or failed)~~ from the previous general membership meeting.

**Reason:** It is critical to have copies of the previous meeting minutes available at the meeting as a reference as to what was done and said and to make sure it is done in the future for transparency of all boards.

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**Section 5. Treasurer.** The treasurer shall:

(a) Ensure the safekeeping of all monies, notes, bonds or other evidence of indebtedness or property belonging to the Association

1. Ensure that an account of the financial transactions of the Association is kept in accordance with ~~generally accepted accounting practices~~ Generally Accepted Accounting Principles (GAAP).

**Reason:** Using the correct terminology.

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3. Ensure disbursements are made in accordance with the approved budget and instructions of the board; coordinate with the general manager to ensure that ~~generally accepted accounting practices~~ Generally Accepted Accounting Principles (GAAP) achieve the above tasks.

**Reason:** Using the correct terminology.

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(b) Ensure that the general manager and officers are listed as signatories on the Association's operating accounts, and that dual signatures shall be required for anything over a certain amount as determined by a ~~resolution~~ policy adopted by the board.

**Reason:** Specifying signatures and it's a policy, not resolution.

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(e) Obtain monthly financial reports ~~from the general manager~~ including an income and expense statement which will be distributed to directors and made available to the members.

**Reason:** The treasurer is to give the report.

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## ARTICLE X – COMMITTEES

Section 1. Committee **Formation, and** Scope and Authority. ~~The board, by resolution adopted by a majority of directors, or the membership, by resolution adopted by members present at a membership meeting at which quorum (see Article V, Section 12) is present, may designate and appoint one or more committees, which committees shall have such a scope and authority as shall be delegated to them by the appointing body through said resolution; provided, however, that actions and decisions of such committees shall be subject to approval of the appointing body. Committees actions and decisions shall be consistent with the resolution and subject to these to these bylaws and Association policies and procedures. In any event of conflict between appointing body and its committees, the decision of the appointing body shall prevail.~~

**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.

Reason: The original Scope and Authority lacked a great deal of instruction for the complex types of committees HPPOA has. This gives a clear description on the composition of committees concerning Board and membership and how committees should proceed.

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## 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.

### Essential Committees

Essential 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.

~~(a) Committees of the Board. The Board, by resolution adopted by a majority of directors, may designate and appoint one or more committees, except bylaws, finance, and nominating committee. The board shall appoint a Human Resources Committee.~~

~~1. Human Resources committee.~~

Reason: More clarification on the description of the types of committees that can be formed.

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## Section 3. Essential Committees

The 4 different committees as described in these Bylaws are essential and required to fulfill the purpose and function of HPPOA.

(a.) Employment Policies and Practices Committee Human Resource 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 one board director and two association members a minimum of three members appointed by the Board.**

(a) The committee's responsibilities shall include:

**1. Those** such as delegated by the board and as described in the HPPOA Employee Handbook **including:**

a. ~~(i)~~ Conduct an annual review (by sampling) of processes and actions covered by the handbook to ensure compliance with the HPPOA Employee Handbook.

b. ~~(ii) (iii)~~ Evaluate justification ~~no less than annually, the performance of the general manager and make a recommendation or report to the full board for its review and approval for new positions when proposed and for existing positions as needed using the position descriptions and other necessary resources.~~

c. (iv) Review and document new and revised position descriptions in the standard format periodically and as needed.

~~(v) Serve as consultant to the Finance Committee in development of an annual merit increases in budget.~~

d. **Make sure the Employee Handbook is in compliance with current law.**

**2. b. 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**

~~e. Director members shall serve during the time of their term on the board. Association members shall serve for up to three years.~~

~~(b) Committees of the Membership. Committees of the membership are elected by the membership and include, but are not limited to, a bylaws committee, a finance committee, and a nominating committee. Committees of the membership advisory. Actions of these committees are subject to review and approval of the board.~~

**Reason:** Making description more defined

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**(b.) 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.**

When the membership decides that the bylaws need to be reviewed or specific changes to the bylaws need to be considered, it shall at that time elect a committee consisting of not fewer than five members:

The Bylaws Committee shall:

1. Present proposed bylaws amendments and recommendations ~~at a subsequent membership meeting 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. (b)~~ Assist with the preparation of ballots containing the proposed amendments and revisions of the bylaws document.

~~4. (e)~~ Ensure the approved bylaws changes are signed by the **Board** Secretary and notarized.

~~5. (d)~~ Ensure approved bylaws changes are distributed to the membership.

**Reason:** Making it clearer what the function of the Bylaws committee is.

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**(c).** Finance Committee.

There shall be a Finance Committee consisting of the current treasurer, a current director appointed by the board, and at least two **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. ~~a.~~ Meet at least three times a year, and as needed.

~~2. b.~~ Monitor investments, revenues, and expenses periodically against budget expectations and make recommendations of needed adjustment to the Board of Directors.

3. ~~e.~~ Prepare annual roads and non-roads budgets for submission to the Board of Directors. **This shall include a recommendation recommend a percentage for compendation for the portion of road maintenance funds that may be allocated to the Association General Fund, as per determined by the Board** in Article XI, Section 3, for use of non-road 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. ~~d.~~ 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. ~~e.~~ Monitor compliance with long term bond debt obligations.
- ~~f.~~ ~~Review and recommend accounting and collection practices as needed and monitor that checks and balances are maintained.~~
6. ~~(h)~~ ~~Evaluate performance of~~ 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 ~~for its review and approval.~~

**Reason:** Clarified and includes information of what needs to be done in special circumstances.

**d.** 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. ~~a.~~ 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. ~~b.~~ Canvas the membership for qualified nominees.
3. ~~e.~~ Receive **and review** nominations from the membership and verify qualifications of nominees. ~~Candidates shall present statements of 300 or fewer words describing the nominee's qualifications for service on the board and reason for wanting to serve on the board.~~
4. ~~d.~~ Make additional nominations of qualified and willing nominees from within the district.
5. ~~(i)~~ 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.

~~6. (ii)~~ If there is no nominee from the district, and the Nominating Committee is unable to identify a candidate from within the district, Article VIII, **Section 5 (Vacancies)** of these bylaws shall apply.

7. ~~(iii)~~ 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. ~~(iv)~~ Present the ballot to the board.

**Reason:** Clarified and includes information of what needs to be done in special circumstances.

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#### **Section 4. 2. Term of Office.**

##### **(a) Committees of the New Board Committees**

**Terms of office must be specified in the scope and authority that created the committee.** Each member shall serve ~~until:~~ **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.

##### ~~New Membership Committees~~

##### ~~Committees of the Membership~~

##### **(b) Essential Committees established by these Bylaws,**

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

**Terms of office** for the Finance Committee;

1. The treasurer shall serve for the duration of ~~his or her~~ **their term in office as treasurer** (see Article IV, Section 1).

2. ~~The~~ A-board-appointed director shall serve for the duration of the fiscal year in which ~~his or her term in office~~ **they were appointed.**

3. A member-elected committee member shall serve until the next June membership meeting.

**Members of the** ~~3-~~ Nominating committee shall serve ~~continue as such~~ until the committee has completed its task.

**Reason:** Making description clearer.

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**Section 5 3.. Chair.**

- (a) The chair of each committee shall be a member in good standing.
- (b) Finance Committee chair shall be the current treasure.
- (c) The chair of Committees of the Board shall be appointed by the Board ~~otherwise~~, 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.

**Reason:** Keeping numerical order.

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**Section 6 4. 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 Committees of the Membership ~~Committees~~, 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** months, a “critical” vacancy, or vacancies shall be deemed to exist. 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. This vote, shall include the directors “as members” to achieve the greatest diversity possible.

**Reason:** Clarification, specifically for nominating committee which has deadlines.

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**Section 7 5. 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) (a) Member.**

At any meeting of a committee of the board or membership, 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) ~~(b)~~ Chair.

1. At any meeting of a committee, of the board or membership, 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.

**Reason:** Included the exceptions.

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### **Section 10 8. Reporting and Recordkeeping**

(a) A list of active committees shall be maintained by the vice president and posted on the Association website.

(b) Committees shall make reports and keep records according to ~~board-approved Committee Guidelines-Scope and Authority.~~

**(c) Committee shall keep minutes which should 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 time the meeting adjourned.**

**Reason:** Included description for reporting which it did not have in the 2010 version.

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## **ARTICLE XI – ASSESSMENTS**

**Section 1. Responsibility for Maintenance and Operations of Roadways.** Each lot shall be liable for a proportionate share of the expenses of the Association for road maintenance activities.

(a) The task of collecting road maintenance assessments shall be undertaken by the Association's ~~general manager and its employees~~; similarly, delinquent assessments shall be pursued by the Association's ~~general manager and its employees on behalf of the Association.~~

(b) Interest collected from delinquent assessments and any interest earned on road maintenance funds deposited into interest bearing accounts shall be considered a part of road maintenance funds.

**Reason:** HPPOA may not have a General Manager to do the work.

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### **Section 2. Road Maintenance Assessments.**

(a) Road maintenance assessments shall be paid to the Association by owners ~~not otherwise~~ **unless specifically** exempted.

(c) In the event that the board approves an increase in the road maintenance assessment in excess of 10% pursuant to Article VIII, Section ~~8(m)~~ **7(n)** the board shall pass a resolution as to same and provide

written notification by email and/ or posting on to the HPPOA website the increase in assessment fee to the entire membership of the need for such an increase.

**Reason:** Clarification

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**Section 5. Defaults in the Payment of Assessments.** Each assessment of expenses by the Association shall be a separate, distinct and personal debt of the lot owner of record (or in the case of multiple owners of a lot, each owner(s) is(are) jointly and severally liable) against whom the same is assessed. If the lot owner(s) shall fail to pay the assessment when due, then said lot owner(s) is(are) ~~shall be~~ in arrears. The Association may seek all costs and expenses including reasonable attorneys' fees incurred by or on behalf of the Association in collecting any delinquent assessments against such lot owner(s). Similarly, the delinquent lot owner(s) shall be responsible for any and all costs associated with the recordation and release of liens on their respective properties. Delinquent assessments shall bear interest at a rate determined by the board, but not greater than the highest rate provided by Hawaii law. In the event of default or defaults of any lot owners, the ~~board~~ **Association** may enforce such obligation by filing a lien against the lot. The ~~board~~ **Association** may also pursue any other remedies provided by law, including, but not limited to attachment, execution on lien, foreclosure, and writ of possession.

**Reason:** There may me more than one lot owner and all parties are responsible, it states that now, and it is the Association's responsibility not the board.

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**Section 6. Notice.** The address of each lot owner as it appears on the records of the Association, and as may be changed from time to time by written notice to the Association by any lot owner, shall constitute the lot owner's official address. Said address may be conclusively relied upon by the board in notifying lot owners of assessments, defaults and other matters and for the service of process. In the event that mail is returned to the Association as undeliverable, the Association administration may take reasonable measures to locate the lot owner, including using tax records, credit bureaus, locating services, etc. Addresses of the lot owners shall be maintained as property of the Association and shall be kept confidential. **It is the owner(s) responsibility to keep the Association current with their mailing address.**

**Reason:** There are a small percentage of lot owners that do not have a current mailing address making it impossible for the Association to contact for whatever reason they need to.

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**Section 7. Statements and Transfer Fees.** The ~~board~~ **Association** shall, when requested, and in exchange for a fee to be determined by the board, issue written statements to purchasers, escrow companies, or mortgagees of lots stating whether or not the assessments against said lots have been paid to the date of the statement, and if not, the amount owed, together with any additional information that may be reasonably requested concerning the account of said lot.

**Reason:** Again, it is the Association's responsibility, not the board.

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