

Bylaws Committee minutes
March 11, 2026

1. Call to Order 4:01pm

2. Roll Call -

Patti Szot – Chair	Sandee Maeda (arrived 4:10pm)
Jeanette Baysa	Trudie Andrews
Al Yax	Susan Hawkes (arrived 4:07pm)
Julie Rice	Danae Marin (arrived 4:19pm)
Lanell Lua	Kealohahookemai Tam- absent

3. Approval of March 11, 2026 agenda

Patti made the motion to approve the agenda/Sandee seconded/ Unanimous vote (7 present).

4. Review and Approve meeting Minutes for Feb 20, 2026

Some minor corrections were made to the minutes. Jeanette moved to approve minutes with corrections, Lanell seconded, unanimous vote (7 present).

5. a) Election of Chair for the Bylaws Committee.

Patti felt with the addition of so many new people to the Bylaws Committee, that she would open the floor to the members to pick a chair person. Sandee made the motion to nominate Patti Szot, Lanell seconded, unanimous vote (8 present).

b) Elect a secretary. Patti asked if anyone wanted to volunteer as secretary. No one volunteered. Patti Szot will continue to serve as acting secretary for the committee.

6. Patti Szot introduced rules for committee members and read them out loud for everyone (please see appendix for the rules). Patti made the motion to approve rules, Julie seconded, unanimous vote.

7. Old Business

a) Gus (Robert) Krajicek resigned due to health.

b) Discussed proposed ballot for new amendments. A proposed ballot, which used the June 2025 ballot layout, was presented to the committee for the two amendments approved by the Board of Directors (but not the lawyers) and presented to the February General Membership meeting. With just the two proposed amendment changes, only one side of a page is utilized. There was concern about cost effectiveness if a ballot is mailed out to the whole association with room for more possible amendments. It was indicated the items that were tasked to us at the February 2026 General Membership meeting could be added to the ballot. Julie made the motion to fill up the ballot to be fiscally responsible in mailing ballots, Trudie seconded, unanimous vote.

8. New Business

a. Discussion of new areas of Bylaws to reviewed for possible changes (see appendix for the whole list). Each item was discussed as to areas that could be altered. Homework assignment was to determine which is the most important item to be addressed by each member.

5. Next Meeting

There was a discussion about Wednesday not being great for a few members, but they really wanted to stay on the committee. Thursdays turned out to be much better for people and later in the day. Patti indicated she would look at the calendar for the library and determine if the 2nd and 4th Thursday for March 26, 2026

6. Adjourn Meeting

Lanell made the motion to adjourn, Danae seconded, unanimous vote.

5:52 pm

Minutes prepared by acting Secretary Patricia Szot

Appendix

A) March 11, 2026

Bylaws committee rules

- 1) Respect for each other is essential to have a good, productive committee. We may not always agree, but discussion is required for everyone to be able to make a decision. Therefore, it is requested that during meetings, members shall raise their hands to be recognized by the Chair before speaking.
- 2) Emails from any Committee member shall be sent to ALL current voting committee members. Transparency is key.
- 3) Many things will be discussed during this meeting, items that are VOTED on are vetted by the committee and fine for discussion outside the committee (the voted items will appear in approved minutes on the website); however, items that are still under discussion are not to be discussed outside of the meeting. This applies to community members of this committee that are also on the board.

Note minutes:

Approved by all members present at the time of discussion. Only member who was absent didn't vote on it.

B) February 22, 2026 General Membership Meeting

The following were areas of the Bylaws that the Membership voted on to proceed for review:

(1) ARTICLE VI – MEMBERSHIP AND VOTING (vote yes – 32, no – 22, 0 abstains)

Proxy Representation

(2) ARTICLE X – COMMITTEES (vote yes – 43, no – 9, abstain 4)

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

(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 are advisory. Actions of these committees are subject to review and approval of the board. Committees cannot obligate HPPOA to financial expenditures without board approval.

1. Bylaws Committee. 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:

- a. Present proposed bylaws amendments and recommendations at a subsequent membership meeting.
- b. Assist with the preparation of ballots containing the proposed amendments and revisions of the bylaws document.
- c. Ensure the approved bylaws changes are signed by the secretary and notarized.
- d. Ensure approved bylaws changes are distributed to the membership.

2. Finance Committee. There shall be a Finance Committee consisting of the current treasurer, a current director appointed by the board, and at least two 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. The general manager shall serve as an *ex officio* member. The Finance Committee shall:

- a. Meet at least three times a year, and as needed.
- b. Monitor investments, revenues and expenses periodically against budget expectations and make recommendations of needed adjustment to the Board of Directors.

- c. Prepare annual roads and non-roads budgets for submission to the Board of Directors and recommend a percentage for compensation for use of Non-roads maintenance assets, as per Article XI. 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.
- 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.
- 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.
- g. Evaluate performance of long-term contractors, six months or more, no less than at mid-contract and before renewing any contract and make a recommendation or report to the full board for its review and approval.

3. 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. The Nominating Committee shall:

- 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.
- b. Canvas the membership for qualified nominees.
- c. Receive nominations from the membership and verify qualifications of nominees. Candidates shall present statements of 200 or fewer words describing the nominee's qualifications for service on the board and reasons for wanting to serve on the board.
- d. Make additional nominations of qualified and willing nominees from within the district.
 - (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.
 - (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 of these bylaws shall apply.
 - (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.
 - (iv) Present the ballot to the board.

The Nominating Committee shall present the slate of candidates to the Board of Directors at a special board meeting to be held no later than the 5th business day of April.

Section 2. Term of Office.

(b) Committees of the Membership. Each member shall serve until such member ceases to qualify, or removed, or as stated below:

1. Bylaws Committee. Each member shall continue as such until the committee has completed its task.
2. Finance Committee.
 - a. The treasurer shall serve for the duration of his or her term in office.
 - b. A board-appointed director shall serve for the duration of his or her term in office.
 - c. A member-elected committee member shall serve until the next June membership meeting.
3. Nominating Committee. Each committee member shall continue as such until the committee has completed its task.

Section 5. Removal of Committee Member or Chair.

(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.

(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.
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.

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

Section 6. 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. The chair of each committee shall seek prior approval by the board for the actions of the committee.

Section 7. Rules. Each committee shall act within the law, the Charter of Incorporation, these bylaws and rules adopted by the board.

(3) ARTICLE XI – ASSESSMENTS (vote yes – 29, no – 16, abstain – 8)

Section 2. Road Maintenance Assessments.

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

(b) Annual mandatory road maintenance assessments shall be established by a majority vote of the board at a meeting of the board to be held not more than 90 days nor fewer than 30 days prior to the close of the calendar

year. Increases to the annual mandatory road maintenance assessment may not exceed 10% of the prior year's assessment.

(c) In the event that the board approves an increase in the road maintenance assessment pursuant to Article VIII, Section 8(m), the board shall pass a resolution as to same and provide written notification to the entire membership of the need for such an increase.

(d) The board is authorized to establish policies and formulas for the imposition of additional road maintenance assessments on lot owners who generate increased burdens on traffic within the subdivision. These additional road maintenance assessments shall be considered normal and shall not be considered as *Special Assessments* as per Section 8, below.

Section 8. Special Assessments. In addition to the annual mandatory road maintenance assessment, per Section 2, above, the Association may make special assessments for any road maintenance costs only upon the affirmative majority of mail-in vote of not less than 600 members in good standing. Any ballot for special assessments shall include the terms of payment and specify an effective date.

(4) ARTICLE XIII – ROADS POLICIES (vote yes 32, no – 25, abstain – 5)

Section 2. Restricted Driveways Policy – adopted July 30, 2009. Due to safety and traffic flow concerns, driveways or vehicular access routes to or from lots onto Maku'u Drive, Paradise Drive, Kaloli Drive, and Shower Drive are prohibited with exceptions only allowed in the following cases:

(a) any existing permitted driveway at the time of adoption;

(b) any previously and duly submitted Application currently pending approval by the Hawaii County Planning Department or any other regulatory agency at the time of adoption;

(c) any parcel deemed landlocked.

(5) Review changes made by the lawyers in March 2025. (vote yes – 43, no – 12, abstain – 1).

No specific Articles.