

**Hawaiian Paradise Park Owners Association
Membership Meeting
Minutes of February 28, 2010**

- I. Call to Order.** President Bob Rainie called the meeting to order at 3:00 pm. The chair announced that, in accordance with the bylaws, the meeting would be conducted using the board-approved version of Roberts Rules of Order Newly Revised.

Attendance.

Members. Bobbie Alicen, Karen Annin, Carol Apilado, Michael Apilado, JoAnne Backman, Steve Backman, Kevin Baker, Jonathan Botticelli, Leilani Bronson-Crelly, Sharon Carino, Jerry L. Carr, William D. Cesaletti, Harold Ching, June Conant, Daniel Covington, Teresa Cronister, Gregg Datlof, Jim DeVincent, Mary DeVincent, Randy Dresselhaus, Bonnie Fithian, David Fithian, Calvin Fong, Joan A. Galante, Francis Ganon, J. Gardner, Susan Hicks, Cheryl L. Jackson, Barbara Kahn-Langer, Jason Kipilii, Lelyaundry Kipilii, Donna Kolar, R. W. Koval, Dorcas Liu, Stafford Lombard, Floyd Lundquist, Marlene Lundquist, Freddi Maguilla, Keone McAllister, Ken McGilvray, Nancy McGilvray, Heather McNeill, Walter Moe, Harry Musgrave, Kathleen Nielson, Joe L. Parker, Det Picher, Tom Picher, R. E. Rainie, Ronald L. Robertson, Karl Seebruch, Paula Simmons, Tommy Spencer, Seth Spidell, Doug Stillwell, Mayelin Stillwell, Kaniu Stocksdale, John Stowell, Judy Sumter, Gyongyi Szirom, Bonnie B. Terry, Rod Thompson, C. Titherington, Santos Tolentino, William T. Turner, Ron Vizzone, Sandy Vos, Susan Vos, Elizabeth Weatherford, Chuck Webb, Robin Wright, Ben Young, Lynn Young. This attendance constituted a quorum.

Guests. Rachel Glanstein, Parliamentarian; Cathy Meier; Robin Messenheimer, Recording Secretary.

Conduct of Business. The chair noted that there had been a handout outlining the standing and special meeting rules. The standing and special meeting rules were adopted for this meeting by unanimous consent.

- II. Minutes.** The minutes of the meeting of October 25, 2009, were reviewed. There were no corrections and the minutes were approved as written.
- III. Treasurer's Report.** The Treasurer's report was available upon check in.
- IV. General Manager's Report.** The General Manager's report was available upon check in. The General Manager introduced the HPPOA Road Crew.
- V. Committee Reports.** The Neighborhood Watch, Finance, and RTSP Committee reports were available upon check in. The Bylaws Committee's report was to be covered under New Business.
- VI. Unfinished Business.**
- a. The document outlining responses to previous owner input was available upon check in.
- VII. Election of Nominating Committee.** The following members were elected by unanimous consent to serve on the Nominating Committee:

Dorcas Liu
Elizabeth Weatherford
Ken McGilvray
Judy Sumter
Barbara Kahn-Langer
Mike Mentnech

VIII. New Business

- a. Revision of Bylaws. Rachel M. Glanstein, Professional Registered Parliamentarian, was authorized to chair this portion of the meeting by unanimous consent

June Conant, Chair of the Bylaws Committee, provided background information about the committee and summarized the general types of changes that the Bylaws Committee had undertaken.

June Conant, on behalf of the Bylaws Committee, moved that the proposed bylaws revisions be mailed to the membership for their approval. The chair noted that, as this motion is from a committee, there was no requirement for a second.

The chair outlined the procedures for consideration of the bylaws document. She stated that one or several articles and/or sections would be covered at a time, with the membership given the opportunity to comment on the material and/or to propose amendments. Grouping of parts was determined in part by the pagination of the review document. Prior to the discussion of each part, JoAnne Backman, a member of the Bylaws Committee, would describe the changes to that part.

Articles I, II, III, IV, V.

Rod Thompson moved that, in Article V, Section 14, the following sentence be added at the end: “An indirect financial interest shall include financial benefit to a relative of any director, officer, committee member or employee when so determined by a majority vote of the board or by policy established under Article VIII, Section 11.” The motion was seconded. After discussion, the amendment was adopted by unanimous consent

Articles VI and VII.

No amendments were offered.

Article VIII, Sections 1 and 2.

Leilani Bronson-Crelly moved that the phrase, “or by electronic means” be inserted after the word “person” in the second sentence of Article VIII, Section 1. The motion was seconded.

Stafford Lombard moved that the primary amendment be amended to insert “(at some future date)” following the phrase, “or by electronic means” as proposed by the primary amendment. The motion was seconded. After discussion this secondary amendment was not adopted.

After discussion the primary amendment was not adopted.

Article VIII, Sections 3, 4, 5(a) and 5(b).

No amendments were offered.

Article VIII, Sections 5(c) through 5(g).

Rod Thompson moved that the following be added following the matrix in Article VIII, Section 5(f): “A plurality is acceptable provided the winning candidate receives at least 40% of the total votes cast. In the absence of 40%, there shall be a run off between the top two candidates.” The motion was seconded. After discussion, the amendment was not adopted.

Elizabeth Weatherford moved to strike the word “Plurality” in the matrix in Article VIII, Section 5(f) and to insert the phrase “Preferential Voting” in its place. The motion was seconded. After discussion the amendment was adopted.

The Chair proposed adding the word “Vote” following the word “Majority” in the matrix in Article VIII, Section 5(f) to clarify the voting requirement. The amendment was adopted by unanimous consent.

The Chair proposed merging the two boxes in the matrix in Article VIII, Section 5(f) under “More Than Two Candidates” with the approved phrase, “Preferential Voting” to be placed in the merged box. The amendment was adopted by unanimous consent.

Article VIII, Sections 6, 7 and 8(a) through 8(q).

No amendments were offered.

Article VIII, Section 8(r) through 12.

Bob Rainie moved that Article VIII, Section 9(d) be amended by deleting paragraph 4. The motion was seconded. After discussion, the amendment was not adopted.

JoAnne Backman moved to add the following at the end of Article VIII, Section 9(d)4: “, once the need for secrecy has been lifted.” The motion was seconded. After discussion, the amendment was not adopted.

Rod Thompson moved to add the following at the end of Article VIII, Section 11: “The policy shall include the following:

(a) No member of the board shall vote at any board meeting on any issue in which such member has a conflict of interest. The director shall disclose the nature of the conflict of interest prior to a vote at the board meeting, and the minutes of the meeting shall record the fact that a disclosure was made.

(b) Any after-the-fact disclosure of a conflict of interest on the part of any director shall result in the nullification of any relevant vote of the director and shall be grounds for dismissal from the board.”

The motion was seconded. After discussion, the amendment was adopted.

Article IX and X.

No amendments were offered.

Article XI.

Rod Thompson raised a point of order that there was discussion with no amendment pending; the point of order was ruled well-taken.

Walter Moe moved to add to Article XI the following: “The board ought to get permission from the courts before charging any type of assessment.” The motion was seconded. After the discussion the amendment was not adopted.

Bill Cesaletti moved to strike “10%” in Article XI, Section 2(b) and insert “5%” in its place. The motion was seconded. After discussion the amendment was not adopted.

Rod Thompson moved to amend Article XI, Section 2(b) to add the following: “Beginning in the year 2013 and from that time forward, no increase in annual assessments great than 5% may be made without the special procedures given elsewhere in the bylaws.” The motion was seconded.

James DeVincent moved to amend the primary amendment to insert the word “automatic” between “no” and “increase.” The motion was seconded. After discussion the secondary amendment was not adopted.

After discussion, the primary amendment was not adopted on a vote of 27 voting in favor of the motion and 30 voting in opposition.

Bill Cesaletti moved to strike Article XI, Section 4. The motion was seconded. After discussion, the amendment was not adopted.

Article XII.

Rod Thompson moved that the last sentence in Article XII, Section 3(1)5 be amended to strike the phrase, “; based on journalism standards,” and insert the word “only” in its place. The motion was seconded. After discussion, the amendment was adopted.

Robin Wright moved to strike the word “contracted” in Article XII, Section 1(a) and insert the word “hired” in its place. The motion was seconded. The amendment was adopted by unanimous consent.

Article XIII.

No amendments were offered.

Article XIV.

Mary DeVincent moved to stike the number “600” from Article XIV, Section 1(b) and insert the number “800” in its place. The motion was seconded. After discussion, the amendment was not adopted.

Appendices

Leilani Bronson-Crelly moved that Appendices E and F be removed. The motion was seconded. After discussion, the amendment was not adopted.

Miscellaneous

The chair noted that, with the approval of the amendment to Article VIII, Section 5(f), there was no longer a need for the definition of the word “plurality” in Article V, Section 17, since the election requirement was changed to preferential voting.

Rod Thompson moved to strike the definition of Plurality and insert in its place as Article V, Section 17 the following: “Preferential Voting. The definition of this term shall be as defined in the parliamentary authority.” The motion was seconded. The amendment was adopted by unanimous consent.

The chair noted that there were several places in the bylaws document where the title, “Robert’s Rules of Order,” is used and proposed that the correct title, “Robert’s Rules of Order Newly Revised,” be used. The amendments were adopted by unanimous consent.

The motion to approve the proposed bylaws revisions to be mailed to the membership for approval was adopted by a two-thirds vote.

The parliamentarian returned control of the meeting to the President.

IX. Members Input.

David Fithian asked if the funds to pay for the staff Christmas party came from road funds. After discussion the chair said that funds for items related to employees do come from roads funds.

At this point, the chair indicated that he would like to adjourn the meeting. There was no motion to adjourn, so the meeting continued.

Ken McGilvray asked if the President had approved the association's paying for the General Manager's fidelity bond. The chair said that the board had approved this.

Bobbie Alicen asked why the HPPOA attorney had resigned. The chair said that the resignation letter was in the office. The chair also stated that it was his opinion that the attorney's area of expertise was in employee relations and that it was his opinion that the Association needed an attorney who was more experienced in liens and foreclosures.

JoAnne Backman said that it was her opinion that the attorney was a fully qualified general attorney.

Dave Cronister asked why the Association is hiring more road maintenance staff. Joan Galante explained that the S.E.E. Hawaii employees are paid with funds from the Federal government, and said that the association's annual costs for all of these employees is about \$6,000.

Jerry Carr said that he was embarrassed by the actions of the chair in trying to stop the meeting before all members had had a chance to provide their input.

Barbara Kahn-Langer stated that she supported Jerry Carr and suggested that Bob Rainie resign as President.

Chuck Webb said that, in the list of equipment owned by the Association, there is a small dump truck. He said that he has seen the Road Maintenance Supervisor using his personal truck to place materials on the road. He said that payment to the Road Maintenance Supervisor for use of his own personal truck is a conflict of interest.

Bonnie Fithian said that the Activity Center and the grounds around it were rented on the day of the tsunami warning. She said that, when she and her family had to evacuate their home, the renters of the Activity Center would not permit them even to park their cars there or to sit in the park and eat the meal that they had brought with them. She asked that the Association work to ensure that this does not happen in future evacuations.

Karen Annin explained that Civil Defense has not allowed the HPPOA activity center to be a staging area for an emergency, even for a hurricane. She said that the General Manager had allowed people to use the office facilities and surrounding grounds and parking areas during the time of the evacuation, and had even provided refreshments. This was available at the time that the Fithians had been turned away from the activity center.

XI. Next Meeting. The next General Membership meeting will be on Sunday, June 27, 2010, at 3:00 pm at the Activity Center.

XII. Adjournment.

There was a motion to adjourn the meeting. The motion was seconded. The motion was approved unanimously.

The meeting was adjourned at 6:45 pm.

Respectfully submitted,

Randy Dresselhaus, Board Secretary

Motions Log

June Conant, on behalf of the Bylaws Committee, moved that the proposed bylaws revisions be mailed to the membership for their approval. The chair noted that, as this motion is from a committee, there was no requirement for a second.

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