

**Kalapana Seaview Estates Community Association
RR 2 Box 4537, Pahoehoe, Hawaii 96778 (808) 965-2607**

**Board revised
ANNUAL GENERAL MEETING MINUTES
April 15, 2012**

- 1. Welcome & Call to Order** - President Richard Valdez calls the meeting to order at 1:53 P.M. at Seaview Pavilion. Present were board members Vice-President Kyou Gruber, Treasurer Mark Wyatt, Clerk Al Melton, Scribe Linda Willaby, Directors at Large Cynthia Dallou and Kevin Horton. Seventy (70) members signed in.
82 proxies were sent in **4** were invalid. **33** were to members, **39** were to the board and **6** proxies were for quorum purposes only. Of the **39** proxies to the board, there were **14** Proxies to be divided equally among the Board members. There were **25** proxies which were to follow the majority vote of the board. Proxies were in accordance with HRS 421J-4.
Richard Valdez stated that we need to have 1/3 of the voting assembly present (200 members in good standing) to be able to vote on new business. We do not have that number so we can only vote on what is on the agenda. We have 70 in attendance and **78** valid proxies.
Athena Peanut makes a point of order concerning 421-J vs. 414-D. The President did not accept her point of order. The President had to call for order. A. Peanut makes another point of order saying our bylaws are our laws. The President does not accept her point of order because State Law supersedes any bylaws.

Mark Hinshaw suggested that Item 6E be moved to the top of the agenda. The President accepted his suggestion.

- 2. Treasurer's Report** - Mark Wyatt gave the report which is in the newsletter. Total Income for the year was \$36,266.89, total expenses were \$26,616.75. Net income was \$9,650.11. The report was accepted.

- 3. Review of 2011 AGM Meeting Minutes** - Member acting as facilitator Kevin Kalley read the minutes. Malina Brewer moved to accept the minutes. Richard Valdez seconded. Motion passed unanimously.

- 4. Election of Board of Directors** – Al Melton explained the proxies. **82** total proxies, **4** invalid proxies. **14** proxies were divided among the Board members equally (2 proxies to each Board Member) **25** proxies were to follow the majority vote of the board. **6** proxies were for quorum purposes only. **33** PROXIES WERE TO MEMBERS.

A. Form Balloting Committee - Missy Tissot, Annie McElhinney, and David Currier were chosen to be on the ballot committee.

B. Nominations to fill four positions for the Board of Directors - Nominations and acceptance include current board members, Richard Valdez, and Kyou Gruber. Also nominated were Pat Rocco, Athena Peanut, Uschi Snover, Mike Richardson, and John Dubois. Sharna moved to close nominations, seconded by Kyou Gruber. All in favor. Motion Passed. Nominations were closed.

C. Election Results – Richard Valdez (94 votes) and Kyou Gruber (94 votes) were re-elected. Mike Richardson (132 votes) and Uschi Snover (110 votes) were also elected to the Board of Directors.

OLD BUSINESS -

5. Pavilion Report by Mark Wyatt - We have opened the second bathroom. Kevin Sulgit did most of the work. We have surveyed the park boundaries and will reclaim the rest of the park. Our mailbox structure is in the county easement by 9 feet and we have been informed by the county that we will have to move our mailboxes by next week. The cost of applying for a variance is more expensive than removing the structure.

6. MAILBOXES-Mark Hinshaw moved that if we have to move the mailboxes, we move the mailbox structure back 9 feet. Faith seconded. A. Peanut wanted to make a friendly amendment that the mailboxes be moved to the pavilion park as per L. Willaby's suggestion. Mark Hinshaw did not accept her friendly amendment. (It will

cost about \$900 to have the front park surveyed and there will be the cost of pouring concrete.)

Vote: In Favor: A. Melton (5), C. Dallou (3) Kyou (3) K. Horton (5) and 61 members **Vote: Against** L. Willaby (5), M. Wyatt (7), R. Valdez (9), plus **25** majority board proxies, 25 members . **149** total votes which were **77** IN FAVOR AND **71** AGAINST **MOTION PASSES**

NEW BUSINESS -

7. Vote on 2012 proposed Amendments

A. Richard Valdez moved that we amend our bylaws to change the wording of our bylaws to state that we are governed by **HRS 414D instead of 421J** based on the attorney's advice. This would change Article V Section 4 of our bylaws. L. Willaby seconded. **Vote: In Favor:** R. Valdez(9) L. Willaby (5) A. Melton (5) C. Dallou (3). Board proxies (25) K. Horton and M. Wyatt abstain. No members voted in favor.

Against: K. Gruber (3) and 75 members . **47** in favor **78** against **Motion does not pass.**

B. Ballot Voting for Issues- Cynthia Dallou made a motion at the December 14, 2011 Board meeting that we vote for a bylaw change that would provide for ballot voting on **issues**. After the bylaw change there would be no further voting by proxy or in person on issues. This vote would be conducted at the next AGM. An envelope would be provided in the annual newsletter mailout to return ballots and dues. The board of directors would receive the envelope which would remain sealed and be routed to a reputable third party as determined by the Board of Directors for counting and in coordination with the Treasurer for validation of members in good standing. The final draft of the actual bylaw changes will be forthcoming after the AGM and will be presented to an attorney for legality. (The changes will be reviewed as we did not vote on ballot voting for directors and will still keep proxies for voting for directors. The bylaw changes as had been presented in the newsletter had been combined as ballot voting for issues and ballot voting for directors.)

Vote: In Favor: R. Valdez (9) M. Wyatt (7) K. Gruber (3) L. Willaby (5) C. Dallou (3)
Kevin Horton Abstained plus 25 board proxies and members =total 105 **Against:** A. Melton (5) plus 15 members =total 20 **Motion passes**

C. MOTION TO BUILD ASSOCIATION OFFICE- Cynthia Dallou moved that the community establish a **Seaview Homeowners Association Office**. Richard Valdez seconds. **Vote:** The board voted unanimously in favor for. **Total In Favor=91 Against=44. Motion passes**

D. Correction of Article III Meetings Section 3. Richard Valdez moved to correct **Art III Section 3 Regular board Meetings** to take out the words "**and make motions**" to comply with Robert's rules of Order and HRS 421J-5. We need to correct that part of our bylaw **by removing "and make motions"** **Board unanimous in favor. Total In Favor 87 Against 40 Motion passes.**

E. Evacuation Route - Cynthia handed out information regarding a proposed emergency evacuation route from Seaview to Kamaili-Opihikao Road. She also handed out information for the Community Emergency Response Team and CPR training.

F. Kyou Gruber made a motion to solicit bids for someone to clean the bathrooms and pavilion area. Preferably a Seaview resident. Cleaning would be 4 times a week for 1 hour each time. It would include sweeping and mopping, cleaning the freebox and picking up litter. Cleaning supplies and toilet paper would be provided. Faith seconded. **Vote:** In favor: L. Willaby (5) K. Gruber (3) A. Melton (5) K. Horton (5) C. Dallou (3) Against R. Valdez (9) M. Wyatt (7) Total In favor **98** Total Against 16 **Motion Passes**

G. Pat Rocco moved that voting at the Annual General Meeting shall have votes counted that are:

A. Made in person by the property owner who shows proof that each property **owned** (and each owner) has made full payment of all current and back annual dues and their TMKs, and **B.** Each property owner is entitled to only one vote and one ballot for each property owned, and if there is multiple ownership then it is the responsibility of the owner to make his or her own copy of the one ballot mailed, and paid for in full. **C.** Multiple property dues payments may be made on one check, but each property must submit one ballot per property, identifying it by a TMK on that ballot. Al Melton seconded. L. Willaby and K. Gruber abstained. R. Valdez, M. Wyatt, C. Dallou, K. Horton voted against. **Vote:** In favor 41 Against: 50 Abstentions 11 **Motion fails**

H. Carolyn Redman moved that we hire a professional parliamentarian to come to every meeting for the next year. Helen Noble seconded. She did not have the price handy or any other information and the motion was withdrawn. R. Valdez offered to submit the motion for her at the next board meeting.

I. A. Peanut moved that board positions be limited to two consecutive terms of two years. Jack Hashseconded. J. Dubois made a friendly amendment that anyone who has served for 4 years must sit out the next

term. The amendment was accepted. **Vote: In Favor** K. Gruber (3) **Against:** L. Willaby (5) A. Melton (5) M. Wyatt (7), R. Valdez (9), K. Horton (5), C. Dallou (3) and 8 member votes and 25 proxy votes Total **Vote Count: 46 in Favor 62 Against. Motion Fails**

J. Cynthia. Dallou moved for judicial review. L. Willaby seconded. A. Peanut has already asked for mediation. **Motion withdrawn**

8. ADJOURNMENT - John Dubois moved to adjourn. Everyone seconded the motion. Meeting adjourned at 6:46 p.m.

Thank you for evaluating Wondershare PDF Converter.

You can only convert 5 pages of each file with the trial version.

To get all the pages converted, you need to purchase the software from:

<http://cbs.wondershare.com/go.php?pid=756&vid=2.1.1&m=db>