

## **Kalapana Seaview Estates Community Association (KSECA)**

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### 2013 Annual General Meeting (AGM)

#### Draft Minutes

#### CALL TO ORDER: Kevin Sulgit (Presiding Chair) 1:34 PM HST

- Additions and Deletions to Agenda
  - Attendance Sign-in for KSECA members in good standing ran Sunday April 27, 2014, 11:00 AM through 1:30 PM HST
  - Proxies and Ballots were received and validated prior and quorum was established
  - Motion - John DuBois, "To Accept Melissa Dikon facilitator of this session"
  - Second by Mark Henshaw
  - Viva Voice Vote Results:
    - Unanimous - Ayes, Zero - Abstentions, Motion Carried
  - David Snover noted to add to agenda as "New Business" a management agent to carry through the conduction of KSECA Board of Directors (BOD) decisions

#### Greeting and Message from the President

- Kevin Sulgit (2013-2014 President) Welcomed members, explained that the 2012-2014 outgoing BOD had faced a contentious year in 2013. Three separate lawsuits had been filed in different courts by a KSECA member, Pat Rocco (Plaintiff) vs KSECA BOD and individuals named (Defendants). Sulgit also announced proxies and ballots received, returned to KSECA BOD for this meeting. Thanks was given to the present outgoing BOD for their patience and cooperation. Also to John Dubois for the organization of this year's 2014 AGM. Chair urged future candidates to fulfill their respective term to facilitate ongoing legal matters.
- Introduction of current board members and alohas to vacating board members
  - Introduction of 2013-2014 BOD/officers Kelly Fin (Clerk), River Rogers (Vice President), Patti Lightcap (Treasurer), Jim McCrea (Scribe), Camilla DuLac (Director at Large), One Director at large vacated and Kevin Sulgit (President)
  - Vacating Board members were announced as Patti Lightcap, Jim McCrae, Camilla DuLac, River Rogers.

#### 2013 AGM Minutes

- Jim McCrae read the April 28, 2013 AGM Draft Minutes
- Motion - Mark Hanshaw, to accept as corrected, the AGM 2013 minutes
- Second by Jean Marie Thiene
- Viva Voice Vote Results:
  - Unanimous- Ayes, Zero - Abstentions, Motion Carried

## Treasurers Report

- Patti Lightcap presented what was issued to the KSECA membership via the 2014 newsletter mailing as the treasurers report of record
- Motion - Mark Henshaw to accept this treasurers report
- Second by John DuBois
- Viva Voice Results:
  - Unanimous- Ayes, Zero - Abstentions, Motion Carried

## Elections

- Staggered terms regarding directors seats was explained and clarified.
  - Even numbered years (ie. 2012, 2014, 2016) require elections for minimally four vacating director seats.
  - Odd number years in turn, would require three vacating director seats (ie. year 2013, 2015, 2017)
  - 2014 elections will have five vacant directors seats as one is subsequently vacant prior
- Creation of election committee
  - Four volunteers were called on, River Rogers, Jim McCrae, Jeanmarie Thiene (Later replaced by Missy Tissout as Thiene was nominated to BOD) and Barbara Scott
  - Motion- John DuBois, to eliminate conflict of interest, have River Rogers chair committee to simply oversee the remaining committee volunteers
    - Second by Missy Tissout
    - Viva Voice Results:
      - Unanimous- Ayes, Zero - Abstentions, Motion Carried
- Nominations
  - Due to pending litigations, Write-in candidate, Greg Ward rescinded his self nomination.
  - Four BOD seats shall be elected for a two year term (2014-2016)
  - One BOD seat shall be elected for a one year term (2014-2015) This requires director nominee to sign a one year waiver form adopted by the assembly as standing rule and future common practice as needed.
  - Nominations for each of these two categories aforementioned would be conducted to vote on separate ballots accordingly.
  - Nominees announced for two year category candidacy.
    - **Randall Shipp** (write in self nominee)
    - **Jack Hash** accepted Nomination by Camilla DuLac from the floor, Second by Kelly Finn
    - **Jeanmarie Theine** accepted nomination by John DuBois, Second by Kelly Finn
    - **Daniel Levy** accepted nomination by John DuBois, Second by Randall Shipp
  - Being no further nominations, Motion - John DuBois to close nominations for two year candidacy

- Second by Jim McCrae
  - Viva Voice Vote Results:
    - Majority Ayes, One - Abstentions, Motion Carried
- Nominees announced for one year category candidacy
  - Athena Peanut accepted nomination by John DuBois, Second by David Snover
  - No further nominations being accepted
  - Motion- John DuBois to close one year term special circumstance candidacy nominations, Second by Randall Shipp
  - Viva Voice Vote Results:
    - Unanimous- Ayes, Zero - Abstentions, Motion Carried
- Nominations being only sufficient to fill vacant BOD seats via acclamation the nominees filled the vacancies
  - Motion John DuBois to vote the nominees elect as our formal BOD for KSECA, Second by Jim McCrae
  - Viva Voice Vote Results:
    - Majority - Ayes, Zero - Neys, two-abstentions
  - 2014-2015 KSECA BOD Announced as Randall Shipp, Jeanmarie Theine, Jack Hash, Daniel Levy, Athena Peanut, Kevin Sulgat and Kelly Finn

#### Old Business

- Proposed ByLaw Changes Discussion and Vote
  - John DuBois (Standing ByLaw review committee member) presented the amendments as sent to the KSECA membership in the 2014 newsletter mailing. Typographical errors were corrected with the assembly and dialogue was opened to the floor answering questions, concerns and comments. Discussion was completed after various members were recognized. The vote would ensue after a Point of Order was made by Patti Lightcap that proxies must be recognized in any of todays sessions votes
  - Motion - Mark Henshaw that all proxies be today executed the direction of popular assembly vote mirroring carried or failed in their entirety accordingly. Second by David Snover.
    - Discussion raised concerns by chair whether this motion applies to voting this same motion or does the board vote this incorporating the applicable proxies.
    - Resolution from Barbara Scott. Vote viva voice on the motion at hand. Dependant on the motion carries without opposition. No further concern results in board members favoring the resolve.
    - Resolution Carried, none opposed and one abstention by Kelly Finn
    - It was noted the proxies could be voided henceforth with adoption of the 2014 proposed ByLaw changes.
    - Vote concerning bylaw changes 2014

- Motion - Manni Miller to adopt the proposed 2014 bylaw amendments as presented and corrected. Second Jim McCrae
    - Viva Voice Vote Results:
      - 34 - Ayes, 5 - Neys (Mark Henshaw, David Snover w/ Authorization), zero - abstentions, Motion carried
- Lawsuit Updates
  - Kevin Sulgat Discussed and opened floor to concerns regarding three lawsuits described as first, second and third according to the time filed stamp.
  - First Filed district court July 13, 2013. Pat Rocco (Plaintiff) vs KSECA and BOD. Rocco claims self indemnification for his seeking legal advice from Brian DeLina Esq. Withdrew several counts ensue although Rocco hasn't the prior KSECA board consensus. Van Leer Represents Rocco now. Strauss (Represents KSECA)
  - Second filled district court Pat Rocco Prose vs Kevin Sulgat (Individual). Alleges Sulgats fallacy as KSECA BOD President status at the time of filing. Rocco Claims emotional distress and medical expenses relating damages. Rocco voted in executive session for Sulgat as president. Strauss represents Sulgat with BOD consensus for association responsible for Sulgats indemnification. Third served April 24, 2014, Pat Rocco (Plaintiff) vs Association members, namely Athena Peanut, Camilla DuVal (Defendants). Claims for alleged emotional distress and medical damages related to alleged mob scene directed at Rocco on Dec 9, 2012
    - Motion - John Dubois to file a motion in the courts through and affidavit and petition in order to obtain an injunctive order cease and desist preventing Rocco from further obstructing, intimidating, interfering and/or harassing KSECA members and it's BOD from conducting business as we need and the BOD to execute this action (Friendly amendment to Seeking counsel and proceed) Language added and accepted. Addition from River Rogers, Second by Daniel Levy
    - Chair tabled motion for a recess as pizza delivery arrived at 3:24 PM

#### Refreshments and Break

Session reconvened, Kevin Sulgat called to Order 4:48 PM.

- Chair announced status conference of first lawsuit as May 1, 2014
- Point of Order from Kelly Finn, Roberts Rules of Order does not allow change of topic before a vote on existing motion
- Call for vote from Patti Lightcap
- Motion was restated
- Viva Voice Vote Results:
  - 25 - Ayes, 9 - Neys, 3 - Abstentions, Motion Carries

#### New Business

- Parks Issues and Concerns
  - Firefighting
    - Manni Miller (Committee Chair) reports will be given on website

- Community Gardens
  - Becca Osbourne (Committee Chair) Not Present
  - Sulgat noted item determined mute for lack of interest and participation
- Park Security (Committee Chair) Presents 2007 safety plan.
  - Noted Mailbox tampering, vandalism, assault, battery reports/complaints from seaview community residents also Parks law Damage, poor police response, retaliation fear from witnesses reporting perpetrators.
  - Suggested Air Fog Horns as neighborhood distress signal
  - Motion - Sherri Smith to hire consultant and purchase video surveillance cameras including, but not limited to install night vision low or no light system and budget same immediately three parks inclusive through BOD to prevent future crime. Second by John DuBois.
  - Discussion Followed
  - Dubois Called for Viva Voic Vote
    - Zero - Ayes, Majority - Neys, Zero - Abstentions, Motion Fails
- David Snover was recognized to cover his Added Agenda item suggesting a managerial entity to oversee board business carried out.
  - Discussion Followed
  - No Action Taken

#### Adjournment

- Kevin Sulgat Called the next BOD meeting for Tuesday, May 13, 2014, 3:00 at the Park Pavilion
- Meeting was adjourned at 5:50 PM