

**Relating to Board Approved Draft-for Member Review/  
Approval Amended and Restated Bylaws of Kalapana  
Seaview Estates Community Association and  
Membership Committee**

**WHEREAS**, at the 2018 Kalapana Seaview Estate Community Association (KSECA) Annual General Meeting (AGM), Mark [Hinshaw] made a motion regarding the BRC [Bylaw Review Committee] becoming a Membership Committee, (a name change). This motion included that Member(s) in Good Standing (MGS) be tasked with the purpose of generally reviewing and working out bylaw changes; Refer to attachment for the complete motion;

**WHEREAS**, this motion also stated that the bylaw “Membership Committee shall consist of Five MGS, with up to Two MGS alternates that shall be elected by the MGS in attendance at this 2018 AGM meeting.”;

**WHEREAS**, the bylaw Membership Committee members elected were as follows: Jack Hash, Kelly Finn, Tim Sullivan, Uschi Snover, Jaime Valiere, Sean McCorry, and Mark Hinshaw;

**WHEREAS**, during the 2019 KSECA AGM, the KSECA Board of Directors (BOD), of the time, addressed agenda item 5 *Unfinished Business a. Bylaw Revision* the Membership Committee’s proposed amended bylaws entitled: *Amended and Restated Bylaws of Kalapana Seaview Estates Community Association*;

**WHEREAS**, Membership Committee member Tim Sullivan, during the AGM, disclosed that he knew the additional participant used, in committee, to draft amendments to the KSECA bylaws. This person was never elected to the committee by the KSECA AGM assembly;

**WHEREAS**, upon this revelation, for the sake of transparency, a MGS inquired as to the identity of this unknown 8<sup>th</sup> participant;

**WHEREAS**, Mr. Tim Sullivan and all of the bylaw Membership Committee members refused to reveal such identity;

**WHEREAS**, in addition to this 8<sup>th</sup> unknown participant, Michael Garbarino esq., not a member of the KSECA, revealed that he too participated in the formulation of the bylaw Membership Committee draft amendments;

**WHEREAS**, in the motion regarding the BRC becoming a Membership Committee, as stated in Article VIII, Section 1 (B), for the purpose of generally reviewing and working out bylaw changes, including suggestions by the **membership at this meeting** to the

KSECA bylaws;

**WHEREAS**, allowing two individuals who are not part of the KSECA “membership” to participate in the process of reviewing and working bylaw changes is a violation of the concise motion which emphasizes “suggestions by the membership at this meeting to the KSECA bylaws”;

**WHEREAS**, it is also important to note that as to Mr. Garbarino not being a KSECA member, he is an attorney with a felony record for extortion, two successfully filed restraining order against him and on August 14, 2019, the Hawaii Office of Disciplinary Council filed a case against Michael Garbarino esq. to restrain him from practicing law “based on his conviction of a crime of dishonesty”. Case ID SCAD-19-0000574- ODC VS. GARBARINO 10474;

**WHEREAS**, the Membership Committee has failed to be transparent by allowing participants who are non-members, anonymous, ethically challenged, and UN-elected to assist in formulating the KSECA bylaw changes;

**WHEREAS**, the Amended and Restated bylaw changes should have been presented in a rational format, using strike outs and bold type to indicate deletions of old language and insertion of new. This is standard practice to insure the interest of the MGS understanding of what they are being asked to vote on. By failing to use strikeouts to indicate what had been removed and underlines to show what had been added to the amended bylaws, the Membership Committee, made it difficult, near impossible, for the MGS to understand what changes had been made;

**WHEREAS**, the proposed bylaw draft amendments introduced as “Board Approved Draft- for Member Review/ Approval Amended and Restated Bylaws of Kalapana Seaview Estates Community Association” Article 1 through 10 and it’s attached addendum sent in the 2019 KSECA AGM newsletter packet mailing were misrepresented by the KSECA BOD at the time;

**WHEREAS**, that same BOD of the time, claimed in the 2019 KSECA AGM newsletter packet mailing, that the above mentioned bylaws were KSECA BOD approved;

**WHEREAS**, there was neither any formal motion introduced for BOD approval of such proposed bylaws ,nor was there a second to any such motion cast in order to support deliberation rights, and also never conducted a proper consensus vote by that same KSECA BOD during their regime;

**RESOLVED**, let this serve as a corrective measure of any misrepresentation given the membership. Now, by and through this motion there shall be a removal of this particular agenda item said labeled, titled known more simply as the KSECA 2019 agenda AGM item referred to as Bylaw Revision. Removed in it’s entirety from the a 2020 AGM agenda as an issue for vote. I so move forward this as an immediate action for such;

**RESOLVED FURTHER**, be it moved, the recall by and through a vote from the KSECA BOD to remove the 2018 bylaw Membership Committee elected at the 2018 KSECA AGM, and allow for a newly reconfigured appointment of another Bylaw Review Committee to reconsider and amend the latest existing published KSECA bylaws that as of today remain in effect;

## Kalapana Seaview Estates Community Association

### RESOLUTION ACTION RECORD

Pertaining to: Board Approved Draft for Member Review/ Approval Amended and Restated Bylaws of Kalapana Seaview Estates Community Association and Membership Committee

Duly adopted at a meeting of the Board of Directors held:

\_\_\_\_\_  
 Motion by: \_\_\_\_\_ Seconded by:

	VOTE:		
ABSENT	YES	NO	ABSTAIN
_____ President	_____	_____	_____
_____ Vice President	_____	_____	_____
_____ Treasurer	_____	_____	_____
_____ Secretary	_____	_____	_____

Director

\_\_\_\_\_

Director

\_\_\_\_\_

Director

ATTEST:

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date