

Kalapana Seaview Estates Community Association Announcement

The Board of Directors, as existed prior to August 9, 2019, voted to remove Stone O'Daugherty from the Board during Executive Session on July 19th. There was no prior notice given during the open meeting on July 11th that this would be up for consideration, as per requirements of Hawaii Law 421J-5 (c).

421J-5

(c) The board of directors, with the approval of a majority of a quorum of its members, may adjourn any meeting and reconvene in executive session to discuss and vote upon matters concerning personnel, litigation in which the association is or may become involved, or as may be necessary to protect the attorney-client privilege of the association. **The general nature of any business to be considered in executive session shall be first announced in the regular session.**

Additionally, the Board's assertion that Stone's removal was a "personnel issue" is not accurate. Personnel issues as defined by executive session are:

Personnel Issues. Personnel matters include anything involving **employees** including, but not limited to, hiring, firing, raises, disciplinary matters, performance reviews, and adopting or amending employee policies. Filling officer or director vacancies and appointing or removing committee members do not qualify as personnel matters. They need to be done in open session.

Furthermore, the KSECA Bylaws state that the removal of board members must happen at a special or board meeting.

ARTICLE VI

Resignation, Removal and Vacancy

B. At any special or board meeting held for such purpose, any Director or Officer may be removed without cause by a two-thirds (2/3) vote of the full Board of Directors in office at the time excluding the one Director considered for removal.

Thus per Robert's Rules, Stone's removal is considered null and void.

47. Votes that are Null and Void even if Unanimous. No motion is in order that conflicts with the laws of the nation, or state, or with the assembly's constitution or by-laws, and if such a motion is adopted, even by a unanimous vote, it is null and void.

Therefore after the August 9, 2019, resignation of five board members, KSECA Board of Directors is comprised of Stone O'Daugherty, Vice-President; and Kelly Finn, Scribe. On Tuesday, August 20, 2019, quorum will be achieved through the appointment of new board members by the current board.