

**Kalapana Seaview Estates Community Association**

12-7017 Kalihikai St. Box 4537 Pahoa, HI 96778-7842 phone/fax 908-965-2607

**2017 Annual General Meeting (AGM) Agenda**

**Sunday April 30, 2017 1:00 PM**

**DRAFT MINUTES**

Gather and Sign-in – 11 AM to 1:00 PM

The sign in sheet reflects 57 people in attendance.

**1. CALL THE MEETING TO ORDER and Sessions**

**1:07 PM** Meeting called to order by Hazen Komraus. Hazen introduced Julie Mitchell of the Ku'ikahi Mediation Center.

**Quorum established**

MOTION: To approve Julie to facilitate the KSECA 2017 AGM

Vote: Motion passed

Julie read an opening statement adapted for this AGM. All in attendance agreed to a 5-minute/person speaking time limit and to adhere to decorum/best board practices and behavior.

**Additions and Deletions to the Agenda**

MOTION: By Mark Hinshaw, seconded by Hazen, to move up Mailbox Center report on the agenda. Motion passed.

MOTION: By Kevin Sulgit, seconded by Mark H., to add 421(J) to the agenda under Legal Matters. Motion passed.

MOTION: By Mark H., seconded by Leigh, to add Neighborhood Watch (NW), Cert training, and Bus Stop to the agenda under Old Business. Motion passed.

MOTION: By Uschi Snover, seconded by Patti Lightcap, to move Board term limits up on the agenda. One nay. Motion passed.

**Proxy Tallies**

Proxies were tallied by Mark Hinshaw, Jean Howell, Uschi, and Phil Hartman. Results were:

|                                       |    |
|---------------------------------------|----|
| Total                                 | 53 |
| Total Invalid                         | 7  |
| Total for Quorum Purposes Only        | 4  |
| Total Individually Assigned           | 30 |
| Total Divided Equally Among Directors | 2  |
| Total to Board as a whole             | 12 |

**2016 AGM Minutes**

The 2016 AGM minutes were read by Hazen. There was extensive discussion on the difference between minutes and a transcript. John DuBois read verbatim the motions from last year's AGM he had transcribed at home by listening to a recording he made of

the 2016 AGM. The scribe, Kelly Finn, made the point that minutes do not have to be a verbatim recollection (i.e. a transcript) and that as long as the intention is the same and the motion is clear, the minutes should be approved.

MOTION: By Jean H., seconded by Hazen, to add in an omitted motion by Aileen Wilkie to encourage members bring your own plates and cups to AGMs. Motion passed.

MOTION: By Mark H., seconded by Hazen, to accept the minutes as amended as final. Abstentions: Stone, Kelly and Hazen. Motion passed.

MOTION: By Uschi, seconded by Mark H., for the Board to go over AGM minutes within the following few months after the meeting to review and correct them as needed and then to post them. Motion passed.

MOTION: By Mark H., seconded by Jim Gordon, to authorize up to \$100 to buy 2 recorders for the Board's use. Abstention: Kelly. Motion passed.

### **Treasurer's Report**

The 2016 Treasurer's report was read by Phil Hartman, Treasurer. See attached.

MOTION: By Daniel Levy, seconded by John D., to accept the treasurer's report. Motion passed.

Greg Ward expressed concern over the \$106,000 in arrears and asked how we could reduce this amount. Phil responded that John D. was the Chair of the Committee to get the money in arrears.

Phil was asked about transfer fees being collected and stated that when a lot sells through transfer of title, KSE can collect past dues owed on that parcel.

### **Consecutive Board Terms**

MOTION: By Uschi, seconded by Leigh, to rescind a motion from the 2013 AGM that enacted a two term consecutive limit. One nay, abstentions by Daniel and Kelly. Motion passed.

## **2. ELECTIONS**

### **Election Committee Appointments**

MOTION: By Jean H., seconded by Angel white, to nominate John DuBois as Chair. Motion passed.

Bob Kirk, Shanti Overlay, Patti Lightcap volunteered for the committee.

### **Nominations**

Jean nominated Hazen, seconded by Leigh.

Phil nominated Greg Ward, seconded by Bob Kirk.

Mark H. nominated Sean McGrory, seconded by Bob Kirk.

Stone nominated Kelly Finn, seconded by Shanti.

Angel nominated Alex Enderle, seconded by Bob K.

Charley Collins is already on the ballot.

MOTION: By Jean, seconded by Patti L., that nominations be closed. Motion passed.

Lunch was served and the meeting reconvened at 3:47PM.

### **Election Results**

Hazen, Sean, Alex are elected as the 3 new Board members.

New board members are seated and proxies redistributed.

### **3. OLD BUSINESS**

#### **Mailbox Center**

Bob Kirk reports the permitting is not complete; that the proposed structure is being considered a “commercial structure” by the County which has more stringent requirements. The plans will be submitted to the County for plan review soon and after this is completed, they will be seeking bids from qualified contractors to build the structure. They need an engineer’s stamp. He hopes building can begin this summer.

The Board had requested that the committee explore the possibility of building this new mailbox structure in our unused upper park but the committee determined this task was beyond their scope and did not do this.

#### **Legal Matters Review**

Hazen reported on KSECA winning all the lawsuits brought against us by Mr. Pat Rocco over the past several years. Mr. Rocco was deemed a “vexatious litigant” by the Judge; however KSECA has not recouped any of the nearly \$20k spent defending itself in court. Steve Strauss, the lawyer we used, did not get any of our attorney’s fees rewarded to us and Kevin S. suggested we sue Strauss for that. To ‘countersue’ Rocco Strauss wants another \$15-20k. Patti L. doesn’t want to spend \$20k or to sue Strauss.

On other legal matters, our lawyer reviewed and approved the proposed bylaw changes to be voted on later in the agenda.

#### **421(J) Status**

Kevin Sulgit reported that there is a mechanism by State law to get certified as a 421(J) entity (as opposed to de facto) and under 421(J) before we could be sued the parties must try mediation. Doing this would likely require us to change some of our bylaws to comply with or match 421(J). Questions were asked on the benefits and downsides of doing this.

MOTION: by Hazen, seconded by Mark H., to investigate pros and cons of getting 421(J) certification and if necessary consult with a lawyer and report on this at next year’s AGM. Motion passed.

#### **Pavilion Park**

Scott Stone reported on his pavilion park landscape design. It will include 2 metal gates, fruit trees, an irrigation system and provides a way to keep cars out of the pavilion park after hours. The design will be posted on the KSECA website. He will begin work in May.

#### **CERT Training & Neighborhood Watch**

Mark H. reported that the 4-week course will next be offered in Keaau. It will be posted on the website. To be recertified you need to just go to the last class of the 4-wk course. Mark is applying for an AED (defibrillator) from a Hilo program. If one was given to KSE we would have to decide where to locate it. Daniel mentioned a phone app called Cell 411 that allows users to issue emergency alerts.

Neighborhood Watch reports there is very little crime here in Seaview being reported.

#### **County Bus Stop**

David Snover reported on their ongoing dialogue with the County regarding a new bus stop and shelter. The Department of Public Works hasn’t decided on a location yet. There was talk of the bus coming up Mapuana and the possibility of a bus stop somewhere such as in one of the upper parks. Councilwoman Jen Ruggles can help us promote our needs.

MOTION: By Uschi, seconded by Hazen, to request that the County bus come into the subdivision and stop at the upper parks in addition to the stop at the front park. Motion passed.

### **4. NEW BUSINESS**

#### **Bylaw Changes**

The proposed bylaw changes were published in the annual newsletter and have been reviewed by our lawyer.

MOTION: By Kelly, seconded by Jean, to pass the 1<sup>st</sup> proposed bylaw change as follows: Article 1, Section 3: Definitions (1) Change definition of Director from:

Director: Means a member of the KSECA Board of Directors. To:

Director: Means a member of the KSECA Board of Directors whose eligibility is defined by being a Member (any owner of record of one or more parcels of land in Kalapana Seaview Estates (KSE) or any person so designated by a revocable, written and notarized authorization as described in Article II, Section 2(B).

1 nay (John), abstention (Kelly); motion passed.

MOTION: By Kelly, seconded by Stone, to pass the 2nd proposed bylaw change as follows: Article II, Section 2 A: Regular Monthly Board Meetings

Change MGS to member as follows:

From: A. The Board of Directors Meeting shall be held monthly on a day and time that is most convenient for the members of the Board, and notice of such meetings shall be posted at least five (5) days before the date of the meeting. KSECA residents are encouraged to attend and participate in regular monthly board meetings to provide input on the matters being discussed. MGS who are not on the board of directors may participate in any deliberation or discussion, except during executive sessions, unless a majority of a quorum of the board of directors votes otherwise.

To: A. The Board of Directors Meeting shall be held monthly on a day and time that is most convenient for the members of the Board, and notice of such meetings shall be posted at least five (5) days before the date of the meeting. KSECA residents are encouraged to attend and participate in regular monthly board meetings to provide input on the matters being discussed. Members who are not on the board of directors may participate in any deliberation or discussion, except during executive sessions, unless a majority of a quorum of the board of directors votes otherwise.

Abstention (Kelly). Motion passed.

MOTION: By Kelly, seconded by Jean, to pass the 3rd proposed bylaw change as follows: Change definition of Contractor:

From: Contractor: Means each person or entity that has been selected by the Board to provide materials or services of any kind.

To: Means each person or entity that has been selected by the Board to provide materials or services of any kind. Members in good standing (MGS) are not excluded from the definition of Contractor because payments of expenses of KSECA are not within the scope of the prohibition of disbursements to Members necessary to comply with nonprofit corporation requirements and KSECA Articles of Incorporation.

1 nay (John), abstention (Kelly). Motion passed.

MOTION: By Kelly, seconded by Jamie, to pass the 4<sup>th</sup> proposed bylaw change to change the frequency of required audits from every 4 years to every two years, as follows: Article I. Section 4: Duties and Powers of the Board of Directors

From : F. To provide an audit of the Association income, expenses and assets every two years and to make a copy of such audit or inspection available to members upon request and that such audit and inspection be made by a Certified Public Accountant or qualified accountant.

To: F. To provide an audit of the Association income, expenses and assets every four years and to make a copy of such audit or inspection available to members upon request and that such audit and inspection be made by a Certified Public Accountant or qualified accountant.

3 abstentions (Jamie, Shanti, Hazen). Motion failed.

MOTION: By Mark H., seconded by Stone, to add new items (Ballot Voting/Proxy Clarification) to the agenda. Motion passed.

MOTION: By Jean H., seconded by Phil H., that the AGM authorize the Board to continue using the proxy as it has in the past until the bylaw committee has reviewed, as voted on at the 2013 AGM, ballot voting for issues and delivered a comparison of ballot vs. proxy voting, both to be presented in the 2018 newsletter and at the AGM. 1 nay, abstentions (Hazen, Kelly, Randy C. and 2 others). Motion passed.

MOTION: By Jean H., seconded by Hazen, that the proxy forms used conform with 421(J) requirements. Abstention (Kelly). Motion passed.

## **5. ADJOURNMENT**

The next annual general meeting was set for Sunday, April 29, 2018 at 1PM.

MOTION: To adjourn at 6:06PM. Motion passed.

Minutes submitted by Kelly Finn.