KALAPANA SEAVIEW ESTATES COMMUNITY ASSOCIATION

Board of Directors – APPROVED September 30 Meeting Minutes

Date: Wednesday, September 30, 2026, 2:00 pm **Location**: Pavilion, Kalapana Seaview Estates
Presiding: Leʻ Ann Milinder **Scribe**: Lahi Verschuur
Board members present: Leʻ Ann Milinder, Robert Adler, Lahi Verschuur, Tada Dalotto **Absent**: Carrie Delos Santos, Lorne McElhone
Also present: Kevin Kushel (Neighborhood Watch); Sativa Sultan, David Sandler, Tim Prindable
Arrived after meeting began: Robert Gluckson, Stone Oʻ Daugherty, Kevin Sulgit, Paul Hope, Edie Hope

1. Call to Order & Roll Call

The meeting was called to order at 2:18 pm once a quorum was established. Four community members present, others joined later.

2. Agenda Modifications

None requested at the outset. Two corrections were later adopted under Item 7H.

3. Approval of Previous Minutes

Lahi read the August 26 minutes.

Motion: To approve the August minutes as read, with Sunday Lawn Gathering Committee member's report attached. (Robert, Lahi 2nd). **Vote**: Motion carried.

4. Community Announcements & Updates

- **Board Vacancies**: One seat (Vice President) remains vacant; six directors are seated. With up to three members showing interest, the Board decided to have an election in October with more time to vet each candidate.

Motion: To postpone filling the vacancy until the October meeting (Lahi, Tada 2nd). **Vote**: Motion carried (3–0).

- **Remote participation** (member question): Leʻ Ann cited Robert's Rules (p. 89, §9:31): electronic meetings count as in-person only if the bylaws authorize them (see 6B, 7H).
- **Neighborhood Watch** (Kevin Kushel): The phone chain (about 40 neighbors) has helped resolve past squatter and theft problems; Kevin urged residents to report neighbor concerns early. He awaits word from the prosecutor's office on serving no-trespass notices on the Sunday lawn (he is willing to serve them with police) and raised other options: perimeter boulders (about $6,500; cost to be confirmed), contracted security and cameras. He also noted people living in vehicles in the park. Kevin agreed to join the Sunday Lawn Gathering Committee.

5. Financial & Administrative Reports

- **Treasurer's Report** (Leʻ Ann read in Carrie's absence; as of August 31): Bank of Hawaii balance $106,066.95; PayPal $421.92; August income $1,811; expenses $2,929.22; accounts receivable (dues in arrears) $257,778.95.
- **Finance Committee & Budget Report**: The committee met and is arranging demos of HOA portal software that could consolidate the website, accounting and member communications and reduce webmaster and bookkeeper costs (Carrie to arrange a demo). A draft budget for the rest of 2026 was presented: cash on hand plus about 10% of outstanding dues expected from the November 1 mailing, less estimated October–December expenses, the audit and records reconstruction, attorney fees to refile the expired covenants, and a first-ever operating reserve (three to four months of expenses; six months is the goal). Roughly $66,000 would remain at year-end for projects such as the septic system, park improvements and the remaining audit years. No action taken.

6. Ongoing Projects & Committee Reports

- **Dues Collection Committee**: (Robert Adler) Now a subcommittee of the Finance Committee (about five members); it met with the Finance Committee two weeks ago and will not meet again until the attorney has been consulted. A collection plan is in development. A community member was invited to join and will consider it.
- **Bylaws Review Committee** (Sativa): John Dubois was elected chair; Sativa serves as scribe. Tie votes meant two proposals did not pass: (1) allowing remote participation at board meetings and (2) a second general meeting each October. Passed unanimously: (3) requiring an annual budget by September, at no cost to the Association. The proposal to move authority to set annual dues from the Board to the membership (majority of members in good standing at a meeting), made at the AGM, goes to the next AGM. Typographical corrections were also proposed.

Motion: To accept the committee's report as submitted, without reading the corrections, acknowledging receipt but not approving its recommendations (Lahi, Robert 2nd). **Vote**: Motion carried (3–0).

- **Care & Rehabilitation of Park Fruit Trees** (Robert Adler): One work session was held (one volunteer attended); another is planned for October for pruning and brush removal. Work is volunteer-only, with no dues credit and no budget item.
- **Sunday Lawn Gathering Committee** – No action this month.
- **Park Maintenance** – tsunami siren: A board member told the County representative that the park is owned in undivided 1/933rd interests by 933 lot owners, so membership approval is needed; she replied that the County is willing to work within the Association's bylaws and process. Nearby County or State land was raised as an alternative. The Board believes (unconfirmed) that a majority of members at a general meeting may suffice; with the special meeting cancelled (7H), the question will go to the next AGM. No action taken.

7. Old Business

- **2025 AGM Minutes**: A member questioned the $111,000 outstanding-dues figure in the minutes versus today's $257,778.95. The lower figure covers the six-year lien period; the larger is the all-time balance. Members recalled dues being excused during COVID (not yet reflected in the bookkeeping), and a member offered notes from that time.

- **Motion**: To accept the 2025 AGM minutes as written, and to direct the Finance Committee to check the financial report in them for inaccuracies, record any correction in the official minutes of a future meeting, and note on the 2025 AGM minutes that a correction was recorded (friendly amendment accepted) (Lahi, Robert 2nd). **Vote**: Motion carried unanimously.
- **2026 AGM Minutes**: Lahi reviewed John Dubois's corrections with him last month.

Motion: To approve the 2026 AGM minutes as written and corrected (Lahi; Leʻann 2nd). **Vote**: Motion carried unanimously.

- **RFPs** – ***Financial Audit***: One complete response was received by the noon deadline; it will be reviewed in executive session (Item 10). ***Coconut Tree Services***: No proposals were received. As trimming is overdue, the Board favored extending the deadline (no later than noon, October 28) and urging prompt submissions; a board member will refer a local contractor to the posted RFP.
  Septic System: The RFP remains posted; the previous bidder will be asked to resubmit. A member with permitting and excavation contacts offered to submit. Proposals are requested by noon, October 28; contract decisions will follow the audit engagement and budget review.
- **Website – HOA Portal / Communication Plan**: No demos have been held, so no decision was made.
- **Board Process – Membership List**: $125 of the $500 authorized was spent on data entry to compile returned mail and new addresses from County tax records. A member suggested also tracking residences, occupied lots and elderly residents who may need help in emergencies; Kevin Kalley, who has tabulated lots and residents, was suggested to lead a census, in coordination with Space Resilience Hub.
- **Community Infrastructure** (mailbox key procedure & fees): Fees are not yet posted on the website; Robert Adler is implementing the prior board's procedure. Tabled.
- **Digital Payment Procedure**: The bookkeeper currently issues electronic payments with no board oversight beyond the Treasurer's QuickBooks review, although the Bylaws call for two directors' signatures on disbursements. No procedure has been drafted, and adding the new directors as bank signers remains pending. The Board agreed to escalate the issue and set a timeline; a procedure will go to the Finance and Bylaws Review Committees and the AGM, not a November vote.
- **Special Fall Membership Meeting (Nov 1)**:

Motion: To correct the agenda: change 7H(3) to "refile covenants" (not "draft covenants"), and add New Business item F, a motion to interpret the Bylaws on quorum at the special meeting (Lahi; 2nd Robert). **Vote**: Motion carried unanimously.

Discussion: Leʻann explained the aims: start a budget process, secure authority for remote director participation, and separate financial business from AGM elections. Several members, including past board members, urged deferring to the AGM: special meetings suit emergencies; the Board can adopt a budget by board rule and interpret "attendance" to include phone participation meanwhile; and more Bylaws Review Committee work and outreach are needed. It was noted that a special meeting may transact only the major purposes in its notice (Bylaws, Special Meeting §4). A member worried that refiling the expired covenants could revive old restrictions (e.g., farm animals); it was clarified that refiling is meant to confirm that dues remain mandatory, and counsel will advise whether only the dues covenant can be refiled.

Motion: To cancel the November 1 special membership meeting (Lahi; 2nd Tada); an earlier voice vote was unclear, so the motion was restated. **Vote**: Motion carried, 2–1 (Leʻann opposed; Robert Adler abstaining). Items planned for that meeting (remote participation, digital payment procedures, budget, Bylaw amendments, siren vote) will be revisited by the Board for the AGM.

Motion: To authorize spending up to $4,000 for an attorney to advise on the covenants (including whether dues are mandatory and what refiling is needed) and the Sunday Lawn Gathering trespass and liability issues (Lahi; 2nd Robert). *Discussion*: A member questioned the need for counsel and suggested friendly collection letters first; another cited a long-standing board rule requiring AGM approval for spending over $1,500. This is not actually in the Bylaws or Board rules. A COVID-era opinion that dues could not be charged without covenants was recalled, and members were asked to send historical opinions to the Board. **Vote**: Motion carried unanimously.

8. New Business

Motion: To table New Business to the October meeting, except Item C (Leʻann, Tada 2nd); (friendly amendment accepted). **Vote**: Motion carried (4–0). Tabled: A. Bank signatory status, PayPal emails & bookkeeper late-fee authority; B. Volunteerism / work-for-dues proposal.

Item C (added) – Pavilion request: A County Council candidate's campaign asked to hold a coffee and "talk story" session at the pavilion.
Motion: To approve the request and notify the other candidates they may do likewise (Leʻann, Lahi 2nd). Directors raised concerns about precedent and the appearance of endorsement; a neutral forum or other venues (e.g., Space Resilience Hub) were suggested.
Vote: Motion failed (0–4). Lahi will refer the campaign to SPACE.

9. Community Input & Q&A

Sativa read a note from John Dubois asking for a board vote to include the committee's Bylaw corrections (adopted unanimously at its Sep 24 meeting) in the special-meeting mailer; no action was taken, as the meeting was cancelled.

New community members introduced themselves: Edie Hope offered help on the board; Paul Hope expressed interest in the Bylaws Review Committee.

10. Recess to Executive Session

Motion: To recess to executive session to consider the audit services RFP proposal (Leʻann, Lahi 2nd). **Vote**: Motion carried unanimously. Community members were thanked and excused.

11. Adjournment

The meeting adjourned at 5:24 pm.. Next regular Board meeting: Wednesday, October 28, 2026, 2:00 pm.



Aloha Members,

Please allow me to present the following Treasurer's Report for the month of August:

As of 8/31/26:

Cash balance: BoH $106,066.95

Paypal $421.92

Income: $1,811.00

Expenses: $2,929.22

<$1,118.22>

Outstanding Accounts Receivable: $257,778.95

The Board hopes to see improvement in our financial picture through the efforts of the Dues Collection and Finance Committees, as well as potentially streamlining some of our professional services. Member input is always welcome!

Warmest aloha to all,

Carrie Delos Santos

Bylaw Review Committee (BRC) Meeting Minutes

Date: September 24, 2026

Meeting Type: Committee Meeting

Attendance: John DuBois, Le'ann Milinder, RJ Hampton, Sativa Sultan, Lahi Verschuur (left the meeting after 3.B. vote)

Business Transacted

1. Election of BRC Committee Chair

Action: The BRC voted on appointing a committee chairperson.

Result: John DuBois was unanimously elected Chair of the Bylaw Review Committee.

2. Appointment of Scribe

Action: The BRC appointed a scribe.

Result: By general consensus, Sativa Sultan was appointed BRC Scribe.

3. Review of Proposed BRC Amendments (Submitted by Le'ann Milinder)

A.Amendment 1: Remote Access for Board Meetings

Proposal: Amend the bylaws to formally allow remote access for board meetings.

Motion: Le'ann Milinder. Seconded by Lahi Verschuur.

Vote: Tied 2–2. In support: Le'ann Milinder, Lahi Verschuur. Against: RJ Hampton, Sativa Sultan. Abstained: John DuBois.

Result: The amendment did not pass.

B.Amendment 2: Semi-Annual General Meeting

Proposal: Establish a second annual general meeting (a semi-annual meeting) to be held every October.

Motion: Le'ann Milinder. Seconded by Lahi Verschuur.

Vote: Tied 2–2. In support: Le'ann Milinder, Lahi Verschuur. Against: RJ Hampton, Sativa Sultan. Abstained: John DuBois.

Result: The amendment did not pass.

C.Amendment 3: September Budget Deadline

Proposal: Mandate the creation of an annual budget by September.

Motion: Le'ann Milinder. Seconded by RJ Hampton.

Discussion: The proposal was amended to clarify that implementing the September budget timeline would incur zero financial cost to the organization.

Vote: In support: Le'ann Milinder, RJ Hampton, Sativa Sultan, John DuBois.

Result: The amendment passed as amended.

Rationale: To continuously monitor projected funds and proactively assess upcoming expenditures, ensuring optimal fiscal oversight and budget alignment at zero financial cost to the organization.

D.Amendment 4: Membership Control of Fees (Submitted by Gary Boyle)

Provision: Article IV, Directors, Officers and Job Descriptions; Section 1: Board of Directors; D. Fees and Donations; 1. Fees – ANNUAL MEMBERSHIP DUES.

Text: On behalf of KSECA, the BOD shall assess each Parcel an annual park maintenance fee(s) as determined by the BOD MGS through their majority consensus at any meeting of the society which shall be used by the BOD to pay for KSECA taxes, liability insurance and maintenance of the its park common element properties, related administrative expenses, and other purposes consistent with the it's Articles of Incorporation and Bylaws. Said fee will also constitute the annual membership dues.

Current Provision: The Board of Directors holds the authority to decide and set the annual membership dues.

Proposed Revision: Authority is transferred to the general membership. Fees will be determined by a majority consensus of members in good standing at any society meeting.

Rationale: The opening statement of the bylaws defines the organization as a “non-profit community directed association by parcel owners.” This change ensures that the parcel owners, who fund and constitute the association, retain ultimate democratic control over their financial obligations.

4. Bylaw Review Committee: Bylaw Corrections

A.Correction 1: Article 4, Section 1(D)(2), Donations

Text: On behalf of KSECA, the BOD may accept donations of land, money, materials, services or equipment. Any parcels accepted by KSECA will shall become the property of KSECA and legally designated in perpetuity as “green space.” KSECA shall provide for taxes, insurance and maintenance on such properties from the annual assessments.

Action: Change the word “will” to “shall.”

Rationale: Striking “will” removes language that could be interpreted as granting permissive authority or discretion for an outside party to accept property transfers. Inserting “shall” imposes a strict, mandatory restriction, ensuring that property ownership cannot be transferred to individuals outside of KSECA.

B.Correction 2: Article 2, Section 1(C)

Text: A MGS may authorize one other person to vote that MGS’s ballot(s) in person at the AGM or any special meeting called by submitting to the KSECA Clerk a notarized document prior to the meeting provided that the notarized document contains ALL of the following:

Action: Insert “or any special meeting called,” after the word “AGM.”

Rationale: Rectifies an administrative omission. This language was already present for the Annual General Meeting (AGM) provisions but was accidentally omitted from the special meeting rules.

C.Correction 3: Article 2, Section 1(C)(4)

Text: Length of time and purpose for which the authorization is given shall expire at the conclusion of any such consecutive meeting.

Action: Insert “shall expire at the conclusion of any such consecutive meeting” after the word “given.”

Rationale: Ensures the text formally concurs with Hawaii Revised Statutes § 421J-4(a).

D.Correction 4: Article 3, Section 4.A., Special Meetings

Text: Special Meetings may be called by either quorum of the BOD or by not less than 20 MGS whose request for such a meeting is set forth in writing and directed to the President to the BOD.

Action: Requests previously directed to the President shall now be directed to the Board of Directors (BOD).

Rationale: The President may not always be available to accept such requests.

E.Correction 5: Article 3, Section 4, Special Meetings

Insert: D. Quorum – Quorum for any Special Meeting shall consist of twelve (12) members.

Action: Insert a quorum requirement for all special meetings.

Rationale: Robert’s Rules of Order mandate a quorum for meetings. KSECA Bylaws, Article 11 B, require KSECA meetings to be conducted in accordance with the most current edition of Robert’s Rules of Order.

Respectfully submitted,
Sativa Sultan, BRC Scribe