

Hawaiian Ranchos Road Maintenance Corporation
Board of Directors Meeting Minutes
92-1347 Kohala Blvd., Ocean View, HI 96737
July 11, 2018

In Attendance: Linda Somers, Tom Kraft, Phillis May, Sterling Quier, Mike Gerbo, and Brian Lampron. Excused: Tammie Ewers, Mats Fogelvik and Gabe Hechler.

Guests: Thomas Edwards, Myriam Edwards, Christina Huybrechts, Robby Huybrechts, Jerry Halverson, Nancy Bondurant, and Mike Hardin.

President, Phillis May called meeting to order at 4:00 pm. Quorum determined. No comments will be accepted at this meeting as the focus is the newsletter and ballot.

Minutes: The minutes from the last meeting were previously reviewed via email. There is one correction noted as after reviewing the By-Laws it was determined we need to send a proxy out with the newsletter a ballot. A motion was made to make the correction and accept the minutes by Sterling, seconded by Mike. Approved.

Treasurer's Report: We are on target for collecting road fees. As a note, the average rate of collection is 82-83%. The report was submitted for file – no action needed.

By Law Committee Report: Mats and Phillis met with the corporate attorney. The by-laws need to be cleaned up. Specific items to address on the upcoming newsletter/ballot are:

1. Article 2.2 – Strike out the sentence: “There shall be no fee charged for transfer of ownership.” Motion made by Sterling, seconded by Brian. All in favor.
2. Article 2.5 – Voting Rights, Ballots, Proxies. For purpose of this section the term “good standing” shall mean that the member has paid all dues, assessments or other charges provided for in the By-Laws and is otherwise not in violation of any provisions of the articles or bylaws, as determined by the Board of Directors, prior to any vote. Motion made by Brian and seconded by Sterling. All in favor.
3. Article 2.9 – Special membership meeting. Instead of 25 signatures change to more significant. Ten percent of the members of the Corporation must sign a petition to request a special meeting and be in good standing per Article 2.5. A motion to make the change was made by Brian and seconded by Mike. All in favor.
4. Article 2.11 – Change the wording to be in accordance with Article 2.9. Motion made by Sterling and seconded by Brian. All in favor.
5. Article X, General Provisions. Section 10-4 Annual Accounting. Proposed changed based on language from corporate attorney: “In addition to the annual internal bookkeeping accounting, the Corporation shall engage a licensed certified public accountant at least every five (5) years, or sooner, upon a vote of a majority of the Board of Directors, to conduct a formal audit of the corporation. The audit report shall be available for inspection by members, by appointment, at the Corporation office not later than 30 days after the audit report is available to the Board from the licensed certified public accountant – or sent to any member for a fee of ten dollars (\$10.00).” A motion was made by Linda and seconded by Sterling to accept the suggested change. All in favor.

Newsletter and Annual Meeting. Deadline to submit newsletter information is July 16, 2018. This will give us enough time to create, print and mail by end of August 2018. The Annual Meeting is scheduled for Saturday, October 20, 2018 – this is the 3rd Saturday per the bylaws. The three board members up for re-election are Linda, Sterling, and Mike. According to the by-laws, a proxy will be incorporated and sent with the newsletter and ballot. A motion was made by Briand and seconded by Sterling. All approved.

Brian made a motion at 4:35 pm to adjourn the meeting. It was seconded by Sterling. All in favor.

Respectfully submitted by Linda Somers.

Next Meeting: Wednesday, October 10, 2018 @ 4:00 pm.