

VHCA General Membership Meeting
DRAFT MINUTES
5 January 2019
Pahoa Community Center

Meeting called to order

Board members present: Vivian Mark, Jim Lehner, Dave Crook, and Janus Garramone

Meeting called to order at 9.03 AM

Established quorum. 244 members in good standing; 61 needed for a quorum. There were 59 proxies and 45 people (lots represented) in attendance for a total of 104. Quorum established.

Treasurers report :

Houselots -\$3,484.87

Farmlots \$9,106.93

Donations \$67,115.57

Mailboxes \$8,610.31

Reading, discussion and voting on the proposed bylaw amendments.

MATERIAL TO BE DELETED IS BRACKETED AND NEW MATERIAL TO BE ADDED IS UNDERSCORED

Amendment A, change in assessments Article XI Sec B Sub 5

The Board in its discretion, may, temporarily or permanently, waive any mandatory assessment for any lot which does not require access to the Subdivision's roadway system. In addition, the Board may suspend such mandatory assessments when by reason of Act of God or other cause beyond the control of the Board, roads within the Subdivision are destroyed and have not been rebuilt.

Motion to pass by Vivian Marks, seconded

Vote: Yes 85 No 0

Amendment B, change in assessments Art XI Sec G

G. Refund of Assessments

Notwithstanding anything herein to the contrary, in the event that the roads within the Subdivision are destroyed or become inaccessible by reason of Act of God, government law, order, rule or regulation, or for any other cause, the Board may determine that any remaining funds, which constitute paid-in annual or special mandatory assessments, should be refunded to members who are current in their assessment payments at the time of such determination, provided that the income earned in such assessment funds may not be distributed to any member, and provided further that the Board may determine that a portion of such assessment funds may be retained for the payment of such future administrative costs as the Board deems reasonably necessary. Upon such determination, the assessment funds to be refunded shall be paid to the members of the Association based upon each member's pro-rata share of such assessment funds based upon the total number of assessed lots or lots which each such member has paid in and to the extent that such member may be located.

Motion to pass by Vivian Marks, Seconded

Discussion

Eileen, Chris, Jan Marshall, Hart Phillips
discussion on the words pro-rata

Vote: Yes 95 No 3

Amendment C, Amendment to Definitions

The Definitions section is amended to add a new number 15 to read as follows:

The “property” or “properties” of the Corporation is any fund, monies or other item owned by the Corporation, which is convertible into cash, but does not include mandatory annual and special assessments. Such properties include, but are not limited to profit, income, interest, or dividends accrued or earned on mandatory annual and special assessments, any special fund such as the waterfront park fund, made up of visitor donations, and any real property held by the Corporation.

Motion to pass by Vivian Marks, Seconded

Discussion

Question of if article needed.

Eileen O'Hara saying it is a definition and needed.

Vote: Yes 95 No 0

Amendment D, Property rights Art V Sec E Subs 1 and 2

Article V, Section E is amended to add new Subsections 1 and 2, to read as follows:

E. Property Rights

1. No member shall have an interest in the property or properties of the Corporation. The Board shall have full discretion to use or dispose of corporate properties, consistent with law, the Charter and the Bylaws.

2. Notwithstanding anything herein to the contrary, in the event that by reason of Act of God, government law, order, rule or regulation, or for any other cause, the purpose of holding property or properties owned by the Corporation has diminished, ceased to exist or is no longer viable, the Board may distribute such remaining property or properties of the Corporation to such organization or organizations as may then be exempt from income tax under Sections 501(c)(3), 501(c)(4) or 528 of the Internal Revenue Code of 1986, as amended, as the Board of Directors may determine in its discretion.

Motion to pass by Vivian Marks, Seconded

Discussion Hart Phillips, Kirk Flanders, Greg Braun

Eileen O'Hara

Vote: Yes 86 No 8

AMENDMENT E. PARTICIPATION IN MEETINGS BY ELECTRONIC OR TELEPHONIC MEANS (Art VI, Sec I)

Article VI is amended by adding a new Section I to read as follows:

I. Participation in Meetings by Electronic or Telephonic Means

If authorized by the Board of Directors in its sole discretion, members or proxies of members may participate at an annual or special meeting of members by means of the internet, teleconference or other electronic transmission technology in a manner which allows members the opportunity to: (1) read or hear proceedings substantially concurrently with the occurrence of the proceedings; (2) vote on matters submitted to the members; (3) pose questions; and (4) make comments. A member or a proxy participating in a meeting by the means authorized by this section shall be deemed to be present in person at the meeting. Reasonable measures shall be implemented to verify that each person deemed present pursuant to this section is a member or proxy of a member.

Motion to pass by James Lehner, Seconded
Discussion Jim Lehner, Eileen O'hara, Hart Phillips, Kirk Flanders
Vote: Yes 96 No 0

Amendment F Director attendance electronic Art VII Sect F Sub 11

Section F of Article VII is amended to add new subsection 11 to read as follows:

11. Director Attendance Electronically

One or more Board directors may participate or be present in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting, including by means of internet, teleconference or other electronic transmission technology. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Motion to pass by James Lehner, Seconded
Discussion Jan Marshall
Vote: yes 96 no 0

Amendment G Dissolution Art XIV

A new Article XIV is added to read as follows:

ARTICLE XIV : DISSOLUTION.

Notwithstanding anything herein to the contrary, in the event of liquidation or dissolution of the Corporation, whether involuntary or by operation of law, the assets of the Corporation shall be paid in the following order: (1) first, to satisfy the debts of the Corporation, if any; and (2) second, as to funds held by the Corporation which comprise mandatory and special assessments from paid-in members, these shall to be refunded to the members of the Corporation based upon each member's pro-rata share of such assessment funds based upon the total number of assessed lot or lots paid in by each member, and to the extent that such member may be located so as to be able to make said refund; subject, however, to the retention of sufficient funds to complete the winding up of the Corporation's affairs per the Board's sole discretion; provided further that no part of the interest or income earned from such assessment funds may be distributed to any member. Upon the distribution of the assets or refund of assessments as set forth herein and the completion of the Corporation's winding up process, the remaining assets, property or properties of the Corporation shall be distributed to such organization or organizations as may then be exempt from income tax under Sections 501(c)(3), 501(c)(4) or 528 of the Internal Revenue Code of 1986, as amended, as the

Board of Directors may determine in its discretion.

Motion to pass by Vivian Marks, Seconded

Discussion

Vote: Yes 96 No 0

Reading, discussion and voting on the proposed charter amendment

Amendment H Dissolution Art X

ARTICLE X DISSOLUTION

Notwithstanding anything herein to the contrary, in [In] the event of liquidation or dissolution of the corporation, whether voluntary or involuntary or by operation of law, the remaining assets of the corporation shall be paid in the following order: (1) first, to satisfy the debts of the Corporation, if any; and (2) second, as to funds held by the Corporation which comprise mandatory and special assessments from paid-in members, these shall to be refunded to the members of the Corporation based upon each member's pro-rata share of such assessment funds based upon the total number of assessed lot or lots paid in by each member, and to the extent that such member may be located so as to make said refund; subject, however, to the retention of sufficient funds to complete the winding up of the corporation's affairs per the Board's sole discretion; provided further that no part of the interest or income earned from such assessment funds may be distributed to any member. Upon the distribution of the assets or refund of assessments as set forth herein and the completion of the corporation's winding up process, the remaining assets, property or properties of the corporation shall be distributed to such organization or organizations as may then be exempt from income tax under Section 501 (c) (3), 501 (c) (4), or 528 of the Internal Revenue code of 1986 [1954], as amended, as the Board of Directors may determine in its discretion.

Motion to pass by Vivian Marks, Seconded

Vote: yes 96 no 0

Secretary noted to those in attendance to update addresses on VHCA.info and renew your address change at the Post office.

Adjournment 10:30 AM

Submitted by James Lehner
Secretary