

Orchidland Community Association, Inc.
Approved Minutes of the Board of Directors Meeting
November 19, 2013

Election of Interim Directors: There was no quorum present, President Morishige asked for volunteers to serve as Interim Director. We need additional Directors in order to conduct an official meeting.

Ralph Boyea responded to a questions about the duties, qualifications and term of the Interim Directors. We currently have the minimum of six [6] Director slots filled, but one is absent so we do not have a quorum.

Election of Interim Directors was held.

Wayne Carey nominated Robert Arthurs, Derek Shimizu second: Robert Arthurs was elected with 22 yes votes, 0 opposed and 0 abstentions.

Ariel Murphy nominated D'Artagnan Josephson, Ralph Boyea second: D'Artagnan Josephson was elected with 26 yes votes, 0 opposed and 0 abstentions.

Ralph nominated Nikhil Inman-Narahari, Ariel second: Nikhil Inman-Narahari was elected with 25 yes votes, 0 opposed and 0 abstentions.

Call to Order: The meeting was called to order at 5:57 p.m. by Marti Morishige, President

Members Present: Marti Morishige, President; Derek Shimizu, Treasurer; Ralph Boyea, Secretary; Wayne Carey, Director; Ariel Murphy, Interim Director; D'Artagnan Josephson, Interim Director; Nikhil Inman-Narahari, Interim Director; Robert Arthurs, Interim Director

Guests: Faith Inman-Narahari, Barbara Arthurs, Judith Aboud, Mark Schiedermayer, Arthur Smith, Darrell Howard, Ashley deLoach, Roger Hawney, Beatriz Bueno, Bryan Lum, Roxanne Lum, William Berg, Robert Dexter, Armon Collman, Desiree Montgomery, Michael Genaro, James Kirkpatrick, Thomas DeCoito, Yahshva Watson, Wesley Owens, Ronald Stoner

President: We normally go thru the agenda, I want to put off the President's report and the approval of the minutes and get on to guest input.

Guest Input: Marti suggested that we solicit guest input in the order of names on the sign-in sheet, she also requested that comments be limited to 3 minutes. Names were called in that order and the following input was received.

Barbara Arthurs – was at the General Membership meeting on Saturday, we voted to put on the ballot three options, concerned that the first option was to continue with the repair of the chip-seal, but that was not a valid option because the membership voted to put Pohaku Drive back into the rotation; the vote to continue chip-seal repair was null and void; someone said can we change this, we were told we can't but Roberts Rules allows for that; we need to have a Special Membership meeting to correct that vote.

Darrell Howard: thanks the neighbors who help maintain 40th, we all spend a lot of money on maintaining our vehicles; Tiki Gardens has beautiful paved roads, to have a chip-paved road is [inaudible], we are not doing basic maintenance on one of our most traveled roads; [Darrell lives on the Kurtistown side of 40th and Pohaku]

Ashley deLoach – supports getting Pohaku Dr paved

Roger Hawney – that road was taken out of the rotation because of the potential risks and liability of that section becoming the new Keaau Bypass, we are already seeing that traffic, once you pave it, it will get much worse; if not taken out of the rotation, how will we protect ourselves from the liability; we are responsible, we are liable; I understand you want your road paved, these issues will become real, also these sections will require more [ongoing] maintenance; this has to be looked at.

Bea Bueno – I agree with Roger we had not wanted the paving finished on Pohaku to 40th for pretty much the same reasons; we also experienced flooding first hand on 40th, we would like to be able to come to a membership meeting without having to deal with roads, roads, roads; would like to get back to the paving plan; I would like to have Wes back as our President

William Berg – the membership voted to have a paving plan back in place we should go with that

Robert Dexter – I was very frustrated at our meeting, the fact that I wasn't allowed to make a motion, that was a violation of Robert's Rules, in retrospect; I would like a special meeting; would like to see Wes back as President; whatever is presented I want facts behind it, for this much money it will get you this far; here are the three plans – this is what you get; let the membership vote on it, need a good plan backed up with some math; let's do a special session

Michael Genaro – most of my concerns have been raised; that section has to be paved, come up with something, don't just do nothing; finish the paving rotation; let's not worry about what may or may not happen;

James Kirkpatrick – served on the Board for awhile, I was just spinning my wheels; I'm here to support Wes, he wants to get things done

Thomas DeCoito – here to support Wes, he is my neighbor

Wes Owens – Pohaku and 40th was removed from rotation, at that meeting we agreed to revisit that every three months and do some work because it is the Keaau Bypass; leaving that corner unpaved doesn't make it any safer; the Board agreed to do the research, it was about three years later that I moved to put it back in rotation because nothing was done; it took me two days to make speed limits enforceable, they will be enforceable in 30 days; the April 2011 motion to do the chip seal; I stood up and said its

illegal, its paving, same hard surface, the same costs; it violated the paving rotation plan, its illegal; I was told after the meeting it was only for two years; that motion was wrong; it was illegal then, it is illegal now; you can't make a motion that overrides a previous motion, you can vote to rescind a motion, then they could do it; nobody in this community would rescind the paving plan [audience member "I would"];

I told them if they don't reconsider that and put those funds to pave into the paving rotation, I will take them to mediation; there is no grey area on that, we will go to mediation and they will lose just like last time; what happened on Saturday, they told you that you do not have a right to change that motion; there are two ways to do that; I know two of these Board members if they don't know exactly how it works, they know it's possible, so that was wrong; I request a special meeting to redo that vote and for a petition I have that that you've already signed.

Ralph – we went thru the list

Marti – how many would like to have time that haven't already had time?

Donald Stoner – I haven't had my name called, I don't know why

Ralph – I don't see your name on the list [started reading the names on the list]

Donald Stoner – my name is Donald Stoner, I live on 40th, I'm the one who made the motion the other day that got screwed up. I want to address the safety issues on 40th; you can't leave it like it is; it's not even safe to walk on, if someone slips on one of those rocks and falls, if you ride a bicycle, a motorcycle, you are fully liable for it; I have damaged my car badly there because of the road, only reason I haven't sued, is I'd be throwing a monkey wrench in it; if you get it paved and put speed bumps in there, they won't go over them, other associations have done it; At the meeting the other day, I made a motion for \$300 a year to get the roads taken care of; a secondary motion went in and things got all wound up; anything less than \$300 you are going to get more of the same you are not going to get the roads fixed; we have to push for that year after year; this Board, all you do is roads so let's do it

Faith Inman-Narahari: lived in the community about 5 years, really love it; when I come to these meetings there is so much confusion, we all live in the same place, we should get together and be trying to see each other's side, we have common ground

Mark Schiedermayer: I recently retired, on a pension; the way the government is going, our dollars are going to be less and less; we need to do the paving now it will benefit all of us

Judith Aboud – just move here a month ago; picked up my brand new car; looked at a map thought I could drive down 40th from OL drive; I'm on a fixed income too, but I can put out \$300 to get my road paved; it is a liability as it is, it will be less of a liability if it is paved

Minutes:

Minutes of October 15, 2013.

Corrections under Wes' report relating to post office boxes – inserted at Wes' request “if”; and, changed the name of the credit union to HFS FCU on page 2 of 6.

Motion: Wayne moved to accept the minutes as read, Ariel seconded, minutes were accepted.

Officers' Reports

Secretary:

Ralph – 55 phone messages: 11 for payment plans; 25 fee questions; 12 general questions; 3 road questions; couple changes of address. [Summarized the general questions.] Road complaints were primarily for Kehaulani Street.

I picked up the ballots today for the Pohaku Dr vote today – the results were reported at the General Membership meeting [see below]

I sent out the new Board listing to all Board members, I will have to update it again as of tonight.

Also sent to all Directors the list of who has been on the Board and what terms they have served; to establish eligibility for the next election; Directors, please review and insure it is correct.

Treasurer:

Derek – I do not have a Treasurer's report. However, the Orchidland Bylaws – requires the Treasurer to ensure the safe keeping of all funds, in light of the information we received today, I will have to initiate an investigation of Mr. Wayne Carey.

Ralph questioned the document received from our Auditor and asked if it applied only to the current fiscal year. Derek responded it is a policy issue and applies to ‘at any time’. Derek will make a request for a special committee at the next Board meeting.

Ballot Question:

Ralph reported – ballots counted by the Pahoehoe Neighborhood Place; the question was: “Restore Pohaku Drive and 40th main road section to the paving schedule”. 105 voted ‘yes’; 27 voted ‘no’ and 3 were ‘disqualified’.

Road Chair:

Dennis not here, per Marti -Ralph gave a RMC report on Saturday, it's probably the most up to date.

Ralph – I went to the last attempt to have a RMC, Tuesday before the GM; we did not have a quorum; we informally discussed the possible proposal for the general membership meeting, no formal meeting was held and no decisions were made.

Old Business:

Collections: we have to amend the collections policy, Ralph sent out some suggestions to all Board members; we do have to send out a second collection letter, we have to act on that either tonight or at the December meeting; if we are not going to have a meeting in December we have to do it tonight; the Board agreed to meet on December 17th.

Emergency Relief Policy – has not been approved by the Board, this is for emergency road funds; Ralph asked that it be put on the Agenda for the next meeting.

New Business

Wes- I am presenting a petition for the removal of Wayne Carey at this time, there is supposed to be a meeting called within 30 days.

Ralph – New Business, the claims and requests of the members here tonight, request for us to rescind the motion approved on Saturday November 16th or we will be subject to legal action; because of that, I will move that we go into Executive Session to discuss this. If we discuss potential legal actions in public we may have problems with our insurance company.

Ralph responded to a question regarding calling of a Special Meeting of the Members, he read from the Bylaws on how that is done. He requested that this be discussed first in Executive Session due to the email from Wes indicating he would take legal action if we did not do certain things.

Motion: Ralph moved that we go into Executive Session to discuss the issues raised by Wes. Ariel seconded.

Discussion: Several members wanted to deal with the issue of holding another Special Board meeting before going into Executive Session. Ralph disagreed stating that this is one of the issues raised by Wes and can be used against us in court. We need to discuss it and the other two issues in Executive Session. Special membership meetings, Bylaws, confidentiality of Executive Sessions, reporting the results of the Executive Session to the membership and when to hold the session were also discussed.

Marti – called for the vote, those in favor of the motion to go immediately into Executive Session: **6 yes; 0 no.**

Motion: Derek moved to set aside the vote [for Executive Session] , Nikhil 2nd.

Discussion: Derek stated he had another motion he wanted to cover before going into Executive Session. That motion would speak to why we need to hold another Special Membership meeting. Ralph reiterated his concern that this needed to be discussed in Executive Session. After much discussion the motion was restated and the vote called for.

Motion: Derek moved, Nikhil second: That we postpone the Executive Session to discuss another motion before going into Executive Session

Vote: in favor 3 yes; 4 no the motion did not pass.

Marti - We will go into Executive Session but I will call a Special Membership meeting [discussed Bylaw requirements]. I will call the meeting for December 14th. A discussion ensued about where the meeting could be held and how the notice will go out. Marti we will try for the 14th. Watch for communication as to where, look at the website. It was reiterated that notice must go out at least 14 days before the meeting.

Adjourned for Executive Session: 7:34p

Submitted by:

Ralph Boyea, Corporate Secretary

Motions Log 11-19-13

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Ariel Murphy nominated D'Artagnan Josephson, Ralph Boyea second: D'Artagnan Josephson was elected with 26 yes votes, 0 opposed and 0 abstentions.

Ralph nominated Nikhil Inman-Narahari, Ariel second: Nikhil Inman-Narahari was elected with 25 yes votes, 0 opposed and 0 abstentions.

Motion: Wayne moved to accept the minutes as read, Ariel seconded, minutes were accepted.

Motion: Ralph moved that we go into Executive Session to discuss the issues raised by Wes. Ariel seconded. The motion passed 6 yes, 0 no, 1 abstained

Motion: Derek moved, Nikhil second: That we postpone the Executive Session to discuss another motion before going into Executive Session

Vote: in favor 3 yes; 4 no the motion did not pass.