

MINUTES OF THE ANNUAL MEETING OF
**KAKELA MAKAI OCEANVIEW
COMMUNITY ASSOCIATION**
WEDNESDAY, AUGUST 18, 2010

A. CALL TO ORDER

Due to President Wigent's resignation, Vice President Hermann chaired the meeting without objection, and called the meeting to order at 5:33 p.m. A quorum was established with more than one-third (1/3) of the votes of the membership present in person or by proxy. The final percentage present in person or by proxy was 75.87%. Management Executive Shimoda was Recording Secretary for the meeting.

B. PROOF OF NOTICE OF MEETING

In accordance with Article III, Section 3, of the Bylaws, notice of the annual meeting was sent to all owners of record on July 15, 2010.

C. CONDUCT OF BUSINESS

Robert's Rules of Order and permanent standing and special meeting rules were used to conduct the meeting's business. (attached)

D. APPROVAL OF MINUTES

The minutes of the July 15, 2009 Annual Meeting were approved as distributed.

E. REPORTS OF OFFICERS

Vice President's Report: Vice President Hermann gave a verbal report, resigned from the Board of Directors, and relinquished the Chair to Treasurer Charles.

Treasurer's Report: Treasurer Charles gave a verbal report on her intent to serve on the board for two months to facilitate a smooth transition for the new board, and then resign.

F. RESIGNATION OF DIRECTORS

Owner (Kathy) Maddox made a motion to accept the directors' resignations, it was seconded, and the motion carried.

G. PROXIES AS PART OF OFFICIAL MEETING MINUTES

Owner Burton made a motion to make the Annual Meeting proxies and communications part of the official Annual Meeting minutes, and Owner Wigent seconded it. Discussion ensued, and the motion failed.

H. APPOINTMENT OF TELLERS

The chair appointed David Houle, (Lot #01-41) and Alan Zusman (Lot #03-19) tellers for certifying any ballot count for this meeting.

I. NOMINATIONS FROM THE FLOOR

Owner (Kathy) Maddox made a motion to accept all nominations made from the floor, Owner Elmlad seconded it, and the motion carried.

J. ELECTION OF DIRECTORS

Nominations and elections were conducted. There were six positions available for three-year terms. The election results were:

Michael Thompson	143 votes cast	(Term expires 2013)
Lon Maddox	141 votes cast	(Term expires 2013)
Tiffany Rae	136 votes cast	(Term expires 2012)
Kit Aldrete	132 votes cast	(Term expires 2012)
Darin McCoy	128 votes cast	(Term expires 2012)
Scott Iverson	127 votes cast	(Term expires 2011)
Kent Jamison	31 votes cast	
Christopher Best	16 votes cast	
David Poppe	8 votes cast	
Doug Ramsdale	8 votes cast	

K. NEW BUSINESS

Resolution on Assessments.

The following tax resolution was adopted by unanimous consent: "Resolved by the owners of the Association, that the amount by which each member's assessment in 2010 exceeds the total payments of the Association for maintenance, repairs and other expenses, and capital expenditures of the Association as the board of directors has appropriately paid or determined payable, shall be applied to regular member assessments in the year 2011."

Bylaw Amendment to Allow Action Without a Meeting.

At the May 12, 2010 Board of Directors meeting, the board unanimously agreed to include a bylaw amendment to allow action without a meeting

on the annual meeting ballot. No motion to approve the amendment was made.

Bylaw Amendment to Add Conflict of Interest Clause.

Owner Wigent made a motion to amend the Bylaws to state: "Any Association director or committee member who has a potential or actual conflict of interest on any issue or decision before the board or respective committee shall disclose the nature of the conflict of interest to the Association prior to discussion on the issue. This disclosure shall be recorded in meeting minutes.

In the event of an actual conflict of interest, the director or committee member must recuse him or herself from participating in all aspects of the decision making process, including discussion and voting on the issue."

Owner Wojcik seconded the motion and discussion ensued. The motion failed, but the item will be put on a future agenda for further discussion.

There was no further New Business.

L. ADJOURNMENT

Chair Charles adjourned the meeting at 6:43 p.m.

Submitted by:

Linda Shimoda
Recording Secretary
Hawaiiana Management Co., Ltd.

Kakela Makai Oceanview Community Association Annual Meeting Rules

Permanent Standing and Special Meeting Rules

1. Smoking is not permitted in the Meeting Area.
2. This is a Private Meeting and attendance is restricted to Owners, Proxy Holders representing Owners, Staff, and other Persons who have been specifically invited by the Board. All others are required to leave.
3. Owners desiring to speak must stand and be recognized by the Chair. Please state your Name **each time** for the Official Record of the Meeting.
4. Long and complicated Motions must be in writing, delivered to the Chair, signed by the Maker and Secunder. This will help avoid confusion and insure that everybody knows the exact wording of the Motion.
5. Discussion is normally limited to the Motion being considered. Therefore, please do not start a long discussion unless a Motion is already pending for consideration.
6. In order to be sure that everybody has a chance to speak, the debate limit is reduced to 2 minutes.
7. Nominating speeches shall be limited to one speech per nominee or delegate for a maximum of 2 minutes.
8. If cumulative voting is required, all removal motions must be made **before** an election is conducted. Any Board Member whose removal is proposed shall have a 10-minute limit on speeches. The Board Member may choose to speak after all other debate has concluded.
9. Ballot voting on any motion (including the election) will remain open for 10 minutes, unless extended by the Owners.
10. All remarks are to be directed to the Chair, not directly to other Members. Personal attacks, vulgarity, or offensive language can result in loss of debate privileges
11. No video-taping or other electronic recording is permitted during any of the proceedings unless first approved by the Association Members at the Meeting.
12. The latest edition of Robert's Rules of Order Newly Revised shall govern all Association Meetings in all cases not covered by applicable laws, the Declaration, By-Laws, or these Special Rules.