

## Kapilana Executive Board Meeting Minutes

September 13, 2016

Attendees: Bruce Guill, Bill McGowen, Thad Loeb, Neil Robinson, Karen Robinson

The first meeting of the executive board elected at the 2016 Annual Meeting took place by conference call on Tuesday, Sept 13 at 8:30 pm. The purpose of this meeting was for the executive board to elect the association officer positions.

The meeting was called to order by Bill McGowen. Bill briefly reviewed the outcome of the annual meeting as Thad had been unable to attend. A question arose as to whether any other volunteers had been identified at the meeting as Mike Deiter had expressed an interest at one point in being on the board. Neil said that Mike had subsequently said that he was not available due to work and family commitments, but that Karen Robinson had expressed interest in helping in some way.

There was much discussion with respect to whether two individuals from the same family could serve on the board and no rule or bylaw prevents that. There was also concern expressed regarding having two of the resort owners serve as officers, due to a perceived conflict of interest among a few of the homeowners, though all agreed that additional help was much needed.

Neil explained that per the bylaws, the Executive Board is actually a separate entity from the officers of the association and at the annual meeting the membership votes on the four people to serve on the executive board. It is then up to the executive board to elect people to fill the officer positions (which can actually be unlimited in number). Normally this would be people other than those elected to the executive board, however, in the case of Kapilana the Executive Board has historically assumed the officer roles due to the lack of volunteers for those positions. It is normally the officers of the association rather than the executive board that votes on the matters involving the day to day operations of the association.

To avoid having an issue with two family members voting on the same matters, and alleviate any perceived conflict of interest, Neil suggested that he remain in his elected executive board position but NOT be appointed to an officer position. That way he would still be able to assist and provide corporate knowledge but would not be voting on daily operational issues. Similarly, Karen would vote on day to day operational issues but NOT on issues requiring executive board approval. After considerable discussion the suggestion was put to a vote and approved by the executive board. The remaining officer positions were also voted on and the resulting organization is as follows:

Executive Board – Bruce Guill, Bill McGowen, Neil Robinson and Thad Loeb.

Association Officers:

Bruce Guill – President

Thad Loeb – Vice President

Bill McGowen – Treasurer

Karen Robinson – Secretary

Bill asked if Neil could obtain the treasurer files from Thad and he will get with Neil the next time he is at the lake to do a turnover. Thad agreed to overnight the files to Neil.

The meeting was concluded at 9:30 pm.

Respectfully submitted'

Karen Robinson, Secretary