

**FERN FOREST COMMUNITY ASSOCIATION**  
**Agenda for Board Meet May 19, 2024**

~~President calls meeting called to order at~~ Could not call to order, lack of quorum. General information meet only.

**ATTENDING BOARD/INTRODUCTION OF BOARD:**

Melissa Fletcher, President

~~Darren Calistro, Treasurer~~ Did not attend – First absence

Leslie Leber, Secretary

Approval of April minutes were voted on and approved via evote, details below.

**REPORTS:**

- Treasurer's Report (provided by President)
- Summary of January Financial Report
  - Income this month: \$. YTD: \$
  - Expenses: this month: \$. YTD: \$
  - Balance YTD: \$
- ~~Motions to approve these financials:~~ Cannot approve during this meet, lack of quorum. Will follow up with evote to all board.
  
- President's Report
  - Road name sign replacements have arrived and been inventoried. Some needed parts are being ordered before these get on the task list for installation.
  - In the past month a board member has made increasing demands and insistence that the rest of the board has misconstrued several bylaws or protocols. The lack of understanding of these bylaws and protocols by this board member has taken a significant amount of time and cost in an attempt to fully satisfy. At this point the board member refuses to accept the professional legal opinion or evidence presented with such opinion, instead accusing the rest of the board and the lawyer to be in on some kind of conspiracy to be attempting to deprive community of a properly run association. This narrative seems to be being fed by a small group of people who have been trying to sell this narrative for a long time, regardless of who is on the board. Unless they themselves are on the board, they consider the board corrupt. As president of nearly 2 and half years now, my intention was and remains to be to run the business of the board as a director and president and chair of several subcommittees to the best of my ability, with integrity, transparency, honestly, and the firmness that is sometimes required of a leadership role.

- Further time and funds have been wasted by this board member as they have acted out of protocol to go to FFCA Independent Contractors and try to talk them into changing the way they work with the FFCA. This is inappropriate of any board member who is not tasked with managing FFCA subcontractors. Proper protocol is for board members to discuss with their board, in Executive Session, and when the board has a majority decision on how to proceed with any concerns or motions raised, they will agree how to deliver any information to the people necessary.
- Due to these ongoing grievances and the harassment of this board member to the rest of the board and Independent Contractors, I will be taking the right and duty allotted to the President in the bylaws to call a Special Meeting in order to remove this director from the board.
- All points confirmed by written legal opinion will be made public via the website under legal document.
- Among the topics covered:
  - Per bylaws, Board is not required to accept a prior unsuccessful candidate to fill a vacancy.
  - Executive Session is a necessary tool for the Association. Failure to use Executive Session may impair efficient and effective legal representation of the Association and have unforeseen adverse impacts on the Association's ability to maintain cost-effective liability insurance.
  - Verification of hours of work by independent contractors by use of time clocks and/or switching IC's to employees. (Still being researched)
  - Whether a member in good standing relative to one lot in the subdivision is eligible to serve as a Director or Officer despite being delinquent in assessments for other lots?  
Answer: Yes.
  - Whether payment of real property tax is properly considered when determining whether a member is in good standing?  
Answer: No.
  - Whether certain FFCA Bylaws should be revised to promote clarity and avoid future misunderstandings?  
Answer: Possibly
    - Re: Zoom Meetings:
      - Hawai Revised Statutes §414D-143(c), states in part: (c) ...a board may permit any or all directors to participate in a regular or special meeting 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. A director participating in a meeting by this means is deemed to be present in person at the meeting. L[ 2001, c 105, pt of §1]
    - Re: Disruptive individual/members at meetings:

- Article ,I Section 3 could be revised to add procedures for dealing with disruptive individuals / members.
- Re: Director Qualifications
  - Article II, Sections 1 and 4, and Article IV, Section 1 could be revised to clarify the good standing requirement for service as a director.

#### ● Roads Report

- The correct blade for the LeeBoy Grader has finally arrived, I delivered it last week and it is going to work on Monday.
- Upper and Lower Omeka and side roads are complete, though people are using some areas as recreation areas causing destruction of the roads. Signs of donuts and burnouts in a few areas. Work begins on Ohialani this week and then Kaleponi. Due to recent rains and delay on getting the correct blade for the LeeBoy, I have authorized ELLs to use the next two months of allotted aggregate to try to catch up more quickly. During drier seasons the shortage in aggregate funds this will cause can be caught up on as there is less damage during dry seasons.

#### **OLD BUSINESS:**

- New Road Signs – Arrived
- Taxes – In process
- Plumbing trench for water at Portapotty – work postponed as roads take priority.
- Quonset Hut repairs – Melissa and Darren met with a potential repair person. One quote received. 2<sup>nd</sup> Quote pending.
- Did the container on Kaleponi road between poles 116 & 117 get moved by the owner?
- Cameras have been purchased to use in areas of chronic dumping and sign theft/vandalism.

#### **SUBCOMMITTEE REPORTS:**

- Capital Improvements (Melissa, Leslie)
  - Quonset hut bids are next to complete
  - County permits followed up on again, should come through any day along with final quote for the work.
- Legal Subcommittee (Melissa)
  - Summary above in President's report
- Website Subcommittee (Melissa)
  - Financials, Road Maps, and Minutes are all up to date
- Equipment Subcommittee (Melissa and Darren)
  - Nothing to report
- Identifying Community Issues (Leslie and Darren)

- Darren made a list with locations on all 'lower roads'.
- Leslie followed up with police in person and in writing to see about getting the assistance they should be providing when we call these matters in.

#### **NEW BUSINESS:**

- Container on the Road on Kaleponi between poles 116 and 177. Darren motions to contact the owner and notify them of a 2 week removal period, after which FFCA would offer to arrange move and bill owner to remove it at that time. If payment is not received or arrangements are not made, this will be sent to the legal team to proceed in removal/storage/billing. Leslie 2<sup>nd</sup>. No further discussion, all in favor. Motion carries.

#### **EVOTES SINCE LAST MEET:**

- May 13, 2024, Leslie motions to have the May monthly meeting held via zoom, citing last months need to adjourn the meeting due to public disruption at the last meeting, and a sense the unrest continues due to misinformation being spread. Melissa 2<sup>nds</sup>. Darren refuses to vote insisting that Leslie is not a member in good standing. Majority in favor, motion carries.
- April 21<sup>st</sup>, 2024 Leslie motions to approve April Minutes. Darren 2<sup>nds</sup> with request to correct spelling of his last name. No further discussion, all in favor. Motion carries.

#### **MOTIONS THIS SESSION:**

- ~~Melissa motions to approve use of roads lot for VFFF mid June for a free effort to feed some of our elderly residents. Could not complete due to lack of quorum. Will follow up to board for evote.-~~

#### **OPEN DISCUSSION PERIOD**

#### **EXECUTIVE SESSION:**

Moved to the following Sunday.