

Leilani Community Association

Board of Directors

Agenda of Annual Meeting of LCA, March 20, 2021 at 1pm.

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<https://us02web.zoom.us/j/81482259019>

Meeting ID: 814 8225 9019

Passcode: 96778

One tap mobile

+16699006833,,81482259019#,,,,\*96778# US (San Jose)

+12532158782,,81482259019#,,,,\*96778# US (Tacoma)

Dial by your location

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+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 646 876 9923 US (New York)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

Meeting ID: 814 8225 9019

Passcode: 96778

Find your local number: <https://us02web.zoom.us/u/kdhonn0crX>

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In light of the unusual circumstances of having a Members' Meeting on Zoom due to the Covid-19 restrictions, please enter the waiting room an hour before the meeting begins as we need to identify each of the members attending. Thank you for your cooperation.

1) Entering the meeting

- **Attendees will be admitted one at a time.**
- **Attendee will identify themselves by name, address or TMK or Block/lot, and # of lots owned**
- **Attendee will declare whether they are just representing themselves, a proxy agent or both**
- **Determination will be made whether the attendee and/or proxy assignor are in good standing**
- **Members not in good standing may participate in the meeting, but do not count toward quorum and cannot vote.**

2) Convene Annual Meeting

- **President's Report**
- **Treasurer's Report**
- **Report of Standing Committee Chairs**

- **Members' Meeting**
- **Announcement of 2021 election results by counters**
- **Members' Meeting Adjourned**

Agenda of Annual LCA Board Meeting, March 20, 2021

(use same Zoom invite)

- Convene LCA Board Meeting
- Select LCA Board officers

Protocol of Members' Meeting

On Saturday, March 20th 2021 at 1:00PM HST, if 205 LCA members in good standing are either present, or have properly given assigned their proxy to an agent (who is present at the meeting), then an Annual Members' meeting will be constituted as defined by the Bylaws of the Leilani Community Association:

"The annual meeting of the members of the corporation shall be on the third Saturday of March of each year. At the annual meeting the President, Treasurer and Standing Committee Chairmen shall make their annual reports to the members, the members shall elect the members of the board of directors, may transact any general business which may be brought before the meeting and may take any corporate action." (Bylaws Article III, Section 1)

1. Quorum: In order for "any general business may be transacted and any corporate action may be taken" members having ten percent (10%) or more of the votes of all of the members or 205 members of the corporation, present in person or by proxy, shall constitute a quorum, and the concurring vote of the members holding a majority of the votes of the members constituting a quorum shall be valid and binding upon the corporation, except as otherwise provided by law or by these By-Laws or by the Charter of the corporation. (Bylaws Article III, Section 5)

Quorum is required for the members meeting for the purposes of voting and taking official action only. Without a quorum, members may still gather, and items may be discussed, but no formal motions can be made, and no official action can be taken.

2. Voting: At every meeting of the members of the corporation, each member in good standing shall be entitled to vote in person or by proxy (appointed by instrument in writing, executed by such member or his authorized attorney-in-fact and filed with the Secretary) Any member who is in default in the payment of any lot assessment (prior to the 2021 assessment) shall not be a member in good standing, and while he may attend meetings, he shall not be entitled to vote; provided, however, that each member in default shall be so notified in writing at the time and in the manner notice of meetings are given pursuant to Article III, Section 3, hereof; and provided, further, that if, prior to the commencement of the meeting, the member shall fully pay his

delinquency or at least seven days prior or such meeting in writing request a hearing by the board of directors (which board shall promptly act upon his request and determine his eligibility to vote) and be determined by the board to be so eligible to vote, such member shall then be considered a member in good standing and be fully entitled to vote at the meeting. (Bylaws Article III, Section 6)

3. Actions that cannot be taken at this meeting as prior notification is required:

- Removal of a Director (Article IV Section 10)
- Amendments of the Bylaws (Article XVI, Section 1)
- Changes to Assessments (Article XV, Section 4)

If the 10% quorum requirement is met, members may propose a motion in these three matters, but no vote may take place unless prior notification requirements have been met.

4. The annual reports by the President, Treasurer and Standing Committee chairperson will be immediately followed by the members portion of the meeting. Formal motions can be made, and official action can be taken only if the 10% quorum requirement is met and maintained throughout the meeting.

5. The election result for the four open director positions will be announced at the conclusion of the Annual Meeting.

6. The new board convenes.