

To: Robert Golden

From: Alice Lindahl

Date: July 21, 2020

History and documentation of the change in the By-Laws to create staggered elections (two year-terms and one year terms for this election only. After that, all two-year terms) In addition, there are announcements of the nominations and results of the election showing two- and one-year categories. Nine notifications altogether. Not a single objection or suggestion for rewording the By-Law was received. Compiled July 21, 2020 by Alice Lindahl, Secretary

Sept 2019 - March 2020 From the minutes of September 5, 2019

Proposal for staggered elections so directors 3 or 4 board members will be replaced at annual elections rather than the potential replacement of all members.

From the minutes of October 10, 2019

Governance. Robert Golden. We are working on changing some of the By-Laws. We would like to have staggered terms for the Board of Directors. It is disruptive to have the whole board turn over all at once. Other communities in Puna have boards with overlapping terms.

From the minutes of the BOD meeting November 14, 2019

C. Governance / Robert Golden. The working team proposes a change in the By-Laws to create staggered terms for the board of directors. The purpose is to prevent the situation that has occurred in 2019 where all of the directors are new to the position and do not have the benefit of experience of directors who have served before.

Amending the By-Laws to create staggered terms cannot be done at this meeting. It requires a meeting in the future where all members are notified of the potential change so that they may hear the arguments and may be given the opportunity to arrange a vote among themselves to alter, amend, or repeal the decision of the Board of Directors on this matter.

Handout for the December meeting, PDF describing the change in the By-Laws dated November 28 2019. and

From the LCA web site (and email notice?) labeled "special documents" dated November 26, 2019

November 26, 2019 To the LCA membership: At the December meeting of the Board of Directors of LCA (December 12, 2019), the Board will vote on the following changes to the By-Laws. In order to change the By-Laws, we need to follow the method as prescribed in the By-Laws: AMENDMENTS TO BY-LAWS SECTION

1. Procedure. These By-Laws may be altered, amended, added to or repealed by an affirmative vote of not less than the majority of the board of directors (except as to a change in the number of directors) present at any meeting duly called and held if notice of the proposed amendments shall have been given in the call for such meeting and subject to the right of the members to alter, amend, add to, or repeal these By-Laws as hereinafter referred to or by an affirmative vote of the members holding the majority of the votes of all the members of the corporation present at any meeting duly called and held if notice of the proposed amendments shall have been in the call for such meeting. The proposed changes to the By-Laws and existing By-Laws related to elected of Board of Directors, Terms Limits, and appointment and term of Officers are specified below.

ARTICLE IV BOARD OF DIRECTORS EXISTING SECTION

2. Election and Term. The directors shall be elected at the annual meeting of the members of the corporation, and shall, unless sooner removed by the members of the corporation as provided in these By-Laws, hold office until their successors shall be duly elected. Nominations for the directors to be elected shall be made by any member in good standing writing to the Secretary of the corporation nominating his desired candidate. Said nomination shall be made on or before the first day of January of the year in which the election is to occur. In the notice of the meeting, the Secretary of the corporation shall list the names of all such nominees. The three (3) nominees receiving the highest number of votes shall be declared elected as members of the board of directors and the Secretary of the corporation shall certify the election of such directors.

PROPOSED REVISIONS SECTION 2. Election and Term. The directors shall be elected for a two-year term at the annual meeting of the members of the corporation, and shall, unless sooner removed by the members of the corporation as provided in these By-Laws, hold office until their successors shall be duly elected. The terms of office will be staggered two-year terms. Three directors shall be elected in even numbered years and four directors shall be elected in odd numbered years. Nominations for the directors to be elected shall be made by any member in good standing writing to the Secretary of the corporation and nominating the desired candidate. Said nomination shall be made on or before the first day of January of the year in which the election is to occur. In the notice of the January Board of Directors meeting, the Secretary of the corporation shall list the names of all such nominees. The three or four (depending on the year) nominees receiving the highest number of votes shall be declared elected as members of the board of directors. The Secretary of the corporation shall certify the election of such directors. Note: In order to transition to these staggered terms-of-office, in the upcoming year of 2020 (but only in that year) there will be held elections for two different terms. Candidates will choose to run for either one of three openings for a two-year term or one of four openings for a one-year term. In all subsequent years all elections will be for two-year terms and use the staggered election schedule described above.

SECTION 2A: Term Limits. A director may serve only two consecutive two-year terms. After a director has served for two consecutive terms, then that director cannot again stand for a position on the board until following at least a two-year period in which he or she does not serve

EXISTING ARTICLE V OFFICERS SECTION 1. Appointment and Term. The officers of the corporation shall be a President, one or more Vice Presidents, a Treasurer, and a Secretary. Each of the officers shall be appointed at the annual meeting of the board of directors and shall hold office at the pleasure of the board until the next annual meeting or until a successor shall be duly appointed and qualified. One person may hold more than one office except no one

person shall hold the offices of President and Secretary. If a vacancy occurs in any office, the board of directors may appoint a successor to fill such vacancy for the remainder of the term.

PROPOSED ARTICLE V OFFICERS SECTION 1. Appointment and Term. The officers of the corporation shall be a President, one or more Vice Presidents, a Treasurer, and a Secretary. The President and Secretary shall be appointed at the annual meeting of the Board of Directors in even numbered years and shall hold office for two years at the pleasure of the board until the annual meeting of the next even numbered year or until a successor shall be duly appointed and qualified. The Vice-President and Treasurer shall be appointed at the annual meeting of the Board of Directors in odd numbered years and shall hold office for two years at the pleasure of the board until the annual meeting of the next odd numbered year or until a successor shall be duly appointed and qualified. One person may hold more than one office except no one person shall hold the offices of President and Secretary. If a vacancy occurs in any office, the board of directors may appoint a successor to fill such vacancy for the remainder of the term.
Respectfully submitted, Robert Golden Vice-President of Board of Directors

From the minutes of the BOD meeting December 12, 2020

Robert Golden, Governance. Staggered elections are needed so that we can have continuity regarding shared information among board members. The result of staggering will ensure that some members will have experience from the previous year or years and new members will benefit from that experience. The difference from the present process will be that board members will be elected for two year terms. Three members will be elected in even years, and four members will be elected in odd years.

Robert Golden makes the motion that we change the election to two-year terms in the staggered manner described above. Seconded by Alice Lindahl. All board members vote "aye". Motion passes. The By-Laws are amended.

From the minutes of January 9, 2020

4. **Election News**

a. 11 candidates were nominated for the Board of Directors for 2020-2021.

Two-year terms: Andy Andrews, Cheryl Kaupp, Alice Lindahl

One-year terms: Patti Hatzistavrakis, Brian Buchiarelli, Cheryl Carroll, Philip Denney, Marianne Farrell, Robert Golden, Darryl Singleton

From the minutes of February 13, 2020

Announcement of the Candidate forum February 22nd

There was not a meeting on March 21, 2020 because of COVID restrictions

An email announcement was sent out to the members on the email list with the results of the election.

From the minutes of April 9, 2020

Announcement of election of the 2020-2021 board of directors on March 21, 2020

2- year term: Andy Andrews, Cheryl Kaupp, Alice Lindahl

1- year term: Robert Golden, Patti Hatzistavrakis, Philip Denney