

The Maui Lani Community Association

P.O. Box 1642
Kahului, HI 96733-1642

June 01, 2012

Dear Homeowners,

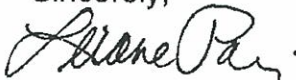
The Maui Lani Community Association (Association) Board of Directors (Board) has scheduled a Board meeting for June 16, 2012, at the Dunes Golf Course, Café O'Lei Restaurant.

The noticed March 28, 2012 Board of Directors meeting was not held due to a late question relative to a meeting procedure. Immediately prior to the start of the noticed March 28, 2012 Board of Directors Meeting, Board member Furst objected to the use of teleconferencing stating that it is not allowed by Association Governing Documents or Hawaii statute. As president, I decided that for such a serious issue it would be in the best interest of the Association to seek a legal opinion, and not proceed with the meeting, which would have excluded the Board member waiting to join the meeting via telephone. Please find enclosed a copy of the legal opinion prepared for the Association by its attorney Lance Fujisaki regarding the use of teleconferencing at our Board meetings. As you can see from the attached letter from the Association attorney, the use of teleconferencing is allowed.

The Maui Lani Community Association is a non-profit business organization, and our goal is to manage Association matters utilizing current business practices and technology and in compliance with Association rules and governing laws. To ensure clarity around the matter of utilizing teleconferencing and video conferencing for electronic meetings, the Board will consider a resolution prepared by the attorney which specifically addresses electronic meetings. Please note that the proposed resolution would state what is already allowed in Chapter 414D of the Hawaii Revised Statutes.

We invite you to join the Maui Lani Community Association Board of Directors on June 16, 2012, at the Dunes Golf Course, Café O'Lei Restaurant for their board meeting and informational seminar presented by Parliamentarian Steve Glanstein.

For the Board of Directors
The Maui Lani Community Association
Sincerely,



Leiane Paci
President

Enclosure: Letter, dated April 13, 2012, from Anderson Lahne & Fujisaki LLP

Association Contact Information
Phone: 808-877-0777
Fax: 808-877-0775
E-mail: mlca@hawaiiantel.net

The Maui Lani Community Association
Notice of Board of Directors Meeting
& Informational Presentation

DATE: JUNE 16, 2012

PLACE: CAFÉ O'LEI BANQUET ROOM

LOCATION: THE DUNES GOLF COURSE

PRESENTATION: 10:00 AM – 11:00 AM

BOD MEETING: 11:15 AM – 12:15 PM

"What is the Role of your Board and How Can Owners Participate?"
Presented by Steve Glanstein, *Professional Registered Parliamentarian*

AGENDA

CALL TO ORDER

ESTABLISH QUORUM

INTRODUCTION FROM THE PRESIDENT

MINUTES

Approve the minutes of the September 08, 2012 BOD Meeting and the
September 30, 2012 BOD Organizational Meeting

TREASURER'S REPORT

UNFINISHED BUSINESS

Approve the 2012 Budget

Electrical repairs/replacement for Kuihelani Entry

Web Site

NEW BUSINESS

Resolution: Roadways

Resolution: Electronic Meetings

Resolution: Meetings Rules

Schedule Next BOD Meeting

ADJOURNMENT

ANDERSON LAHNE & FUJISAKI LLP
A Limited Liability Law Partnership

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April 13, 2012

Board of Directors
Maui Lani Community Association
c/o Ms. Barbara A. Kojima
P.O. Box 1642
Kahului, HI 96733

Re: Electronic Board Meetings

Dear Ms. Kojima:

This law firm represents the Maui Lani Community Association. I have been asked to provide a letter summarizing my opinion regarding the right of Board members to participate in Board meetings via telephone. I was asked to provide this letter in a format that may be disseminated to all members of the Association. This letter does not contain information protected by the attorney-client privilege and it should not be construed or interpreted as a waiver of the attorney-client privilege between this firm and the Association.

By way of background, I have been informed of the following facts. The Association was established in approximately 1996. Board meetings were originally held in the developer's office in Honolulu through 2001. Since 2002, the Board has met at the Maui Lani Community Association office in Wailuku. Association records indicate that Vice President and Stacey Takaba first appeared by phone at the Association Board meeting held on August 4, 2004. Since then, Ms. Takaba has appeared at most Board meetings via telephone.

At the May 25, 2011, Association meeting, the Class A members elected the first Class A member to the Board. The Board subsequently met on September 8, 2011, 1:00 p.m., September 30, 2011, 10:00 a.m., and November 9, 2011, 1:00 p.m., at the Association office in Wailuku. During those meetings, Ms. Takaba appeared via telephone and the two other directors appeared in person. No one expressed any objections to Ms. Takaba's appearance via telephone.

On March 28, 2012, the Board was scheduled to meet for its quarterly meeting with two directors appearing in person and Ms. Takaba appearing via telephone. Before the meeting was called to order, a director raised a "point of order" regarding Ms. Takaba's appearance via telephone. As a result, the meeting was not called to order. We were asked to opine on whether the Board is authorized to conduct "electronic meetings." For purposes of this letter, I will use the term

"electronic meeting" as it is defined in Robert's Rules of Order (Newly Revised), 11th Edition ("RRONR"). Section 9 of of RRONR provides:

Among some organizations, there is an increasing preference, especially in the case of a relatively small board or other assembly, to transact business at electronic meetings—that is, at meetings at which, rather than all participating members being physically present in one room or area as in traditional (or "face-to-face") meetings, *some or all of them communicate with the others through electronic means such as the Internet or by telephone*. A group that holds such alternative meetings does not lose its character as a deliberative assembly (see pp. 1-2) so long as the meetings provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area. Under such conditions, an *electronic meeting* that is properly authorized in the bylaws is treated as though it were a meeting at which all the members who are participating are actually present.

A. Governing Law and Documents

There are several provisions in the law and Association's Governing Documents that describe procedures for conducting Board meetings.

1. Chapter 421J of the Hawai'i Revised Statutes

Chapter 421J of the Hawai'i Revised Statutes, which governs the operations of planned community associations, does not address electronic meetings. However, it provides that Board meetings shall be conducted in accordance with the most current edition of RRONR.

§ 421J-6 Robert's Rules of Order.

All association and board of directors meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order, Newly Revised.

2. Chapter 414D of the Hawai'i Revised Statutes

The Association is a non-profit corporation subject to HRS Chapter 414D, the Hawai'i Nonprofit Corporations Act. Section 414D-143 specifically permits electronic meetings, subject to the terms of the Governing Documents:

§ 414D-143. Regular and special meetings

(c) *Unless the articles or bylaws provide otherwise, 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.

Section 414D-311 provides that in the event of any conflict with Chapter 421J, Chapter 421J will control:

§ 414D-311. Superseding chapters

In the event of any conflict between the provisions of this chapter and the provisions of chapter 421J, 514A, 514B, or 514E, the provisions of chapter 421J, 514A, 514B, or 514E shall supersede and control the provisions of this chapter.

3. Maui Lani Declaration of Covenants, Conditions and Restrictions and By-Laws

The Declaration and By-Laws do not contain any provisions on electronic meetings, nor do the documents contain any provisions that would prevent the Board from permitting 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. The By-Laws requires the Board to conduct its meetings in accordance with RRONR.

4. The Association is Subject to Robert's Rules of Order, Newly Revised ("RRONR")

RRONR permits electronic meetings only as authorized by the bylaws:

EXTENSION OF PARLIAMENTARY LAW TO ELECTRONIC MEETINGS. *Except as authorized in the bylaws*, the business of an organization or board can be validly transacted only at a regular or properly called meeting—that is, as defined on pages 81-82, a single official gathering in one room or area—of the assembly of its members at which a quorum is present.

Section 2 of RRONR provides that the rules are binding “in all cases where they are not inconsistent with the bylaws (or condition) of the body, any of its special rules of order, or any provisions of local, state, or national law applying to the particular type of organization.” Thus, to the extent that the RRONR conflict with HRS Chapter 414D, the latter will control.

B. Conclusion

Our opinion is that the Board is authorized to conduct electronic meetings for the following reasons:

1. HRS § 414D-143(c) specifically authorizes the Board to conduct electronic meetings unless the articles or bylaws provide otherwise.
2. The Maui Lani By-Laws and Declaration do not conflict with HRS § 414D-143(c).
3. HRS Chapter 421J does not conflict with HRS § 414D-143(c).
4. Although RRONR does not permit electronic meetings unless authorized in the bylaws, to the extent that RRONR conflicts with HRS § 414D-143(c), the latter controls over RRONR.

It has been a pleasure to be of service. Please do not hesitate to contact me if you have any questions or concerns.

Very truly yours,

ANDERSON LAHNE & FUJISAKI LLP
A Limited Liability Law Partnership

/s/ Lance S. Fujisaki

Lance S. Fujisaki

LSF

The Maui Lani Community Association

P.O. Box 1642
Kahului, HI 96733-1642

June 01, 2012

Dear Homeowner:

It has come to the attention of the Maui Lani Community Association ("Association") that there is a meeting being held at the Pomaikai Elementary School on June 6, 2012 which is being hosted by Homeowner, Mr. Louis Furst. While Mr. Furst has every right to host such meetings, the Association is concerned that Homeowners may confuse Mr. Furst's June 6, 2012 meeting with an official Association meeting. **The June 6, 2012 meeting is not an official Association meeting; the next official Association meeting is an Association sponsored informational seminar and Board of Directors (Board) meeting to be held on Saturday, June 16, 2012, at the Dunes Golf Course (noticed enclosed), that will provide information regarding parliamentary law and procedure and other related Association and Board member and officer guiding principles.**

Homeowners should also be clear that any elected or appointed Board Officer, Director and/or Committee Member that is acting without authority from the Board acts only in his or her personal capacity as a Homeowner, and not as a representative of the Association or the Board of Directors, and that any statements made or opinions expressed by an Officer, Director or Committee Member in his or her personal capacity are those of that person and not necessarily those of the Association or Board.

We hope you join us on June 16th at the Dunes. If you have any question regarding this mailing or other Association related issues please feel free to contact me at 808-877-0777.

Sincerely,



Barbara A. Kojima
General Manager

Cc: Leiane Paci
Stacey Takaba
Louis Furst
Dave L. Taylor

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