

**ASSOCIATION OF APARTMENT OWNERS OF  
WAILEA FAIRWAY VILLAS  
BOARD OF DIRECTORS MEETING  
Wednesday, November 25, 2020**

**DIRECTORS PRESENT:** Dennis Adams, President/Treasurer; Edy Salenger, Vice President; Renee Stigers, Secretary (joined at 9:10 a.m.); Rick Duguay, Kristi Dunning, Directors.

**DIRECTORS ABSENT:** Tim Engberg, Director.

**OTHER ATTENDEES:** Steven Berger, Site Manager.

**OWNERS PRESENT:** Tom Millhouse, V101; John Moore, W102, Rich and Katherine Young, R102; Gerry and LA Bannowsky, R103; Dennis Sugiyama, G201, Nancy Tripp, N102.

**CALL TO ORDER:**

Mr. Adams called the Special Board of Directors Meeting of the Association of Apartment Owners of Wailea Fairway Villas to order at 9:07 a.m. via Zoom. A quorum was established with four (4) of seven (7) Directors present by teleconference. Quorum was later updated to five (5) of seven (7) Directors present by teleconference.

**MEETING NOTICE:**

Mr. Berger stated that Meeting Notice was emailed to Directors of record and filed in the office of the managing agent on November 20, 2020 and posted on property in accordance with Chapter 514B Condominium Property Regime of the Hawaii Revised Statutes.

**MEETING RULES:**

The Meeting Rules of Conduct were reviewed.

*Renee Stigers joined the meeting at 9:10 a.m. HST*

**BOARD VACANCY:**

Due to the resignation of Michael Luckado, there is one (1) vacancy to fill on the Board of Directors. Mr. Luckado was acknowledged for his service and contributions to the Board and the community over the last eight (8) years.

Mr. Adams referred to Article 2, Section 4 of the Bylaws regarding the procedure to fill the vacancy.

**Motion:** *To appoint LA Bannowsky to fill the vacant position on the Board of Directors until the next annual owners meeting.  
(Dunning/Stigers)*

**CARRIED** unanimously.

**POSTPONE ANNUAL MEETING:**

Legal counsel has advised of a recent amendment on November 9, 2020 made by Mayor Victorino on the public health emergency rules which now provides for a provision for annual meetings to proceed subject to complying to strict protocols. Due to the fact that the Board requires sufficient time to adequately prepare for the Annual Meeting, it is recommended to postpone the meeting from December 5, 2020 to January 16, 2021. A resolution was sent to the Board members on November 23, 2020.

**Motion:**        *To adopt the resolution to postpone the 2020 Annual Owners Meeting to Saturday, January 16, 2021 at 9:00 a.m. HST. (Dunning/Salenger)*

**CARRIED** unanimously.

Mr. Berger explained that the Bylaws do not have a provision to conduct annual meetings electronically. A Bylaw amendment would be required to allow electronic participation at annual meetings. There will be no Zoom participation allowed at the January 16<sup>th</sup> Annual Meeting.

Mr. Berger further noted that the proxies that were sent in by owners for the originally scheduled meeting in March 2020 will be utilized at the January 16, 2021 meeting. A mailing with details and protocols will be sent to the ownership.

**RESCHEDULE BOARD MEETING:**

**Motion:**        *To reschedule the Board of Directors Meeting from January 29, 2021 to February 12, 2021 at 9:00 a.m. HST. (Salenger/Duguay)*

**CARRIED** unanimously.

**EXECUTIVE SESSION:**

**Motion:**        *To recess to Executive Session at 9:37 a.m. HST to discuss legal, contractual, and personnel matters. (Dunning/Stigers)*

**CARRIED** unanimously.

**Motion:**        *To adjourn Executive Session and reconvene to regular session at 10:14 a.m. HST. (Dunning/Duguay)*

**CARRIED** unanimously.

**ADJOURNMENT:**

**Motion:**      *To adjourn the meeting at 10:15 a.m. HST. (Dunning/Salenger)*

**CARRIED** unanimously.

Respectfully submitted,  
Enza Froio  
*Aloha Office Services*  
Recording Secretary