



MINUTES

MARCH 8, 2010

7PM – 8:30PM

MEETING CALLED BY	Rob Manelski
TYPE OF MEETING	Special Meeting of the Board of Directors
LOCATION	Rob's Home
NOTE TAKER	Piper Muoio
TIMEKEEPER	All
ATTENDEES	Rob Manelski, Piper Muoio, Randy Harmon, Ryan Kolodejchuk, Jeff Krueger

Agenda topics: As a continuation of the special meeting of the Board on 1/28/10, Review draft language for bylaw changes, Review and approve ACC process with two Board members being added to the committee. Review and approve latest draft of the minutes of the 8/20/09 special meeting of the Board.

~ 90 MINUTES

TOPICS DISCUSSED

DISCUSSION	Review draft language for bylaw changes
<p>Pursuant to the minutes of the 8/20/2009 meeting of the Board, the Board received proposed draft language for the changes to the bylaws.</p> <p>It is noted that the Board modified this proposed draft language based on discussion at this meeting.</p> <p>The language was pursuant to Board resolution numbers 2, 3 and 10 of the 8/20/2009 meeting.</p> <p><u>CURRENT LANGUAGE</u> Article IV Section 5. Regular Meetings. Without other notice than this bylaw, a regular meeting of the board of directors shall be held immediately after and at the same place as the annual meeting of members. The board of directors may provide by resolution the time and place, within the State of Washington as the place for holding any other regular meetings of the board of directors or committees called by them. In addition the president or any director may call a special meeting of the board of directors.</p> <p><u>PROPOSED CHANGE:</u> Article IV Section 5. Regular Meetings. Without other notice than this bylaw, a regular meeting of the board of directors shall be held immediately before or after and at the same place as the annual meeting of members. The board of directors may provide by resolution the time and place, within the State of Washington as the place for holding any other regular meetings of the board of directors or committees called by them. In addition the president or any director may call a special meeting of the board of directors.</p> <p>A minimum of 3 meetings of the board (including the one before or after the annual meeting), shall occur within any given year. Attendance by members is optional.</p> <p><u>CURRENT LANGUAGE</u> Article IV Section 11. Architectural Control. The Board of Directors of this corporation shall act as the architectural control committee described in the Declaration of Protective Covenants for Wood River as described in Article III of the Articles of Incorporation.</p> <p><u>PROPOSED CHANGE</u> Article IV Section 11. Architectural Control. Subject to the requirements of this section, Directors and members of this corporation may serve on the Architectural Control Committee (ACC) described in the Declaration of Protective Covenants</p>	

for Wood River as described in Article III of the Articles of Incorporation. If no members participate on the ACC at least three (3) directors of this corporation shall act as the ACC. If members participate on the ACC, no fewer than two directors shall participate on the ACC at all times.

CONCLUSIONS	The proposed bylaw changes will be taken to legal counsel per Board resolution number 11 at the 8/20/09 meeting
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DISCUSSION	Consent from the members and Changes to the Bylaws to facilitate electronic notification.
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To realize the intent of the March 25, 2009 Spring newsletter, the Board discussed sending out a formal mailer to each member explicitly stating that the purpose is to solicit an electronic mail address and permission to use that address for all notification and communication of HOA business including notice of all Meetings. Once gained, the bylaws will be changed to allow electronic notification in accordance with Revised Code of Washington (RCW) 24.03.009 Notice by electronic transmission — Consent required — When effective.

The RCW reads:

- (1) A notice to be provided by electronic transmission must be electronically transmitted.
- (2) Notice to members and directors in an electronic transmission that otherwise complies with the requirements of this chapter is effective only with respect to members and directors who have consented, in the form of a record, to receive electronically transmitted notices under this chapter.
 - (a) Notice to members and directors includes material that this chapter requires or permits to accompany the notice.
 - (b) A member or director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.
 - (c) A member or director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.
 - (d) The consent of any member or director is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.
- (3) Notice to members or directors who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the member or director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.
- (4) Notice provided in an electronic transmission is effective when it: (a) Is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Proposed wording for the notice is:

Dear WoodRiver HOA member,

In order to satisfy the requirements of Revised Code of Washington (RCW) 24.03.009 **Notice by electronic transmission — Consent required — When effective**, we must have formal consent, in the form of a record, to receipt of electronically transmitted notices and you must designate in the consent the message format accessible to you (e.g. e-mail), and the address, location, or system to which these notices may be electronically transmitted.

To facilitate this, please provide your e-mail address on the enclosed card, sign the card and return it to the HOA in the post paid envelope provided.

We regret any inconvenience this formality causes you but this is necessary in order to comply with the law and we appreciate your timely reply.

Sincerely,

WoodRiver Board

The card will read:

In order to satisfy the requirements of Revised Code of Washington (RCW) 24.03.009 Notice by electronic transmission — Consent required — When effective, the WoodRiver HOA must have formal consent, in the form of a record, to receipt of

electronically transmitted notices and you must designate in the consent the message format accessible to you (e.g. e-mail), and the address, location, or system to which these notices may be electronically transmitted.

By providing the e-mail information requested on this form, I consent to receipt of electronically transmitted notices from the WoodRiver HOA.

Member Name:

Lot number:

e-mail address:

Signature:

Proposed changes to the bylaws:

CURRENT LANGUAGE

Article III Section 4. Notice of Meetings. Written notice stating the place, day and hour of a meeting of the members and, in case of a special meeting of members the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) days and not more than fifty (50) days before the meeting, either personally or by mail, by the secretary or by the person or persons authorized to call meetings of members. If written notice is placed in the United States mail, postage pre-paid, addressed to a member at the member's address as it appears in the records of the corporation, notice shall be deemed to have been delivered to the member.

PROPOSED CHANGE

Article III Section 4. Notice of Meetings. Written notice stating the place, day and hour of a meeting of the members and, in case of a special meeting of members the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) days and not more than fifty (50) days before the meeting, either personally, by mail, or by electronic notification, by the secretary or by the person or persons authorized to call meetings of members. If written notice is placed in the United States mail, postage pre-paid, addressed to a member at the member's address as it appears in the records of the corporation, notice shall be deemed to have been delivered to the member. Notice provided in an electronic transmission is effective when it: (a) Is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

CONCLUSION	The proposed bylaw changes will be taken to legal counsel per Board resolution at this meeting.
DISCUSSION	Changes to the annual meeting date and time requirements in the bylaws

Currently the date and time of the annual HOA meeting is explicitly defined in the bylaws. This date and time has not been adhered to for many years and is not practical as it specifies the annual meeting in August when many members are away from home.

CURRENT LANGUAGE

Article III Section 1. Annual Meeting. The annual meeting of the members shall be held on the first Wednesday in the month of August in each year beginning in 1994 at 7:30 p.m. for the purpose of electing directors if any are to be elected and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Washington, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the day designated herein, the board of directors shall cause a special meeting of the members to be held as soon thereafter as may be convenient to elect directors.

PROPOSED CHANGE

Article III Section 1. Annual Meeting. The annual meeting of the members shall be held at a date, time and place within the State of Washington specified by resolution of the board of directors for the purpose of electing directors if any are to be elected and for the transaction of such other business as may come before the meeting.

CONCLUSION	The proposed bylaw changes will be taken to legal counsel per Board resolution at this meeting.	
DISCUSSION	Review minutes of 8/20/09 Special meeting of the Board	
<p>The latest version was received on 3/5/10 and reviewed by the Board members. Piper and Rob both have notes indicating that resolution number 6 was tabled and agreed that this should be revisited rather than adopted as suggested in the minutes provided.</p> <p>To date the Board is not in receipt of a draft of the policy manual so this item remains open as indicated in the minutes.</p> <p>Resolutions 2, 3 and 10 are being actioned per above discussions and action items resultant from/during this meeting.</p> <p>Resolution 4 is also being actioned per above discussions and action items resultant from/during this meeting.</p> <p>The "call from landscape company" and "ACC request(s)" sections were filled in at this meeting to complete the minutes.</p> <p>Given these actions and the resultant context, the Board approved a final version.</p>		
CONCLUSION	The minutes of the 8/20/09 Special Meeting of the Board are accepted and will be posted to the website.	
ACTION	Rob to take draft bylaw language to counsel for review	3/31/10
ACTION	Rob to provide minutes of the 8/20/09 Special Meeting of the Board to the webmaster for posting.	3/31/10
ACTION	Jeff Krueger to update ACC activity list and provide to the Board for posting to the website.	4/30/10
ACTION	Rob to take draft notice to members and consent form to counsel for review	3/31/10