



MINUTES

AUGUST 20TH, 2009

6:30 – 7:30PM

MEETING CALLED BY	Rob Manelski
TYPE OF MEETING	Special Meeting of the Board of Directors
LOCATION	Richards home
NOTE TAKER	Richard Schramm
TIMEKEEPER	All
ATTENDEES	Rob Manelski, Piper Muoio, Richard Schramm

Agenda topics

35 MINUTES

LEGAL REVIEW

ROB / RICHARD

DISCUSSION	<p>Rob presented attorney Alan Tonnon's fee structure (\$275 hr.) for the work that had been completed over the past month as per the Boards earlier Resolution. Rob discussed Alan's counsel on the matters he had raised with Alan at their meeting the first week of July. Alan provided two opinion letters, one on the governance issues raised to the Board by Richard in email (April – June), and subsequently in the opinion letter provided by Michelle Ern, Attorney for James Strichartz, also delivered to the Board in June.</p> <p>Alan also provided counsel on the West entrance lot(s) ownership interest.</p> <p>Specific to governance issues Alan's letter confirmed that the key issues Richard raised to the Board were legitimate and required the Board to take corrective action to insure compliance with the WoodRiver Bylaws and State law. The Board Resolutions below reflect mitigations recommended by Richard at the Board's Special Meeting in June and later by attorneys to insure the HOA was being run in compliance with WoodRiver Bylaws and State law. The Board also approved to codify some of the learning it had gained via additional Resolutions and where appropriate, amendments to the Bylaws.</p> <p>Richard noted that Alan, the Attorney hired by the Board to represent WoodRiver HOA, had referenced the wrong governing statute in several of the examples he provided in his opinion letter on governance. Alan referenced the Condominium Act (RCW 64.34) rather than the Homeowners Association Act (RCW 64.38). Rob agreed to ask about it when there were other matters to discuss with Alan.</p> <p>Specific to the West Entrance, Alan opined that the public street was part of the WoodRiver plat and that the WoodRiver, Division 3 Plat, Volume 166, page 38-42 indicates that the owners assign interest to the public for all streets associated with the Plat. Therefore, the question of property lines of surrounding homeowners was superseded by the Plat and was not an issue.</p>
CONCLUSIONS	<p>The Board voted on a number of Resolutions to insure the Board was being run in compliance with law or best practice. The changes made did not require lot owner approval as per the Bylaws.</p> <p>Given Alan's advice on the West Entrance, Alan's letter has been entered into the records and the Board closed the issue.</p>

ACTION ITEMS	PERSON(S) RESPONSIBLE	DEADLINE
Board Resolution #1 Records of the Association to be kept by the Secretary and passed on from Secretary to Secretary going forward. Vote 3/0 in favor. Resolution passed.	Rob / Richard	Partial delivery of records on 8/20. To be included in draft of policy manual
Board Resolution #2 Amend Article IV Section 11 of the Bylaws to modify the requirement that the Board "shall act" as the ACC and allow inclusion of members on the ACC Committee. Vote 3/0 in favor to amend Bylaws. Resolution passed.	Richard	Draft of Amended Bylaws Delivered to Board for review
Board Resolution #3 As per RCW 24.03.115 two Board members will sit on any committee, including the ACC going forward. Approved 3/0. Resolution passed.	Rob and Piper to sit on ACC after Bylaws are amended. Until then the Board shall act as the ACC as per the Bylaws and Alan's letter of 7/31. Rob to notify ACC.	Notification of ACC –ASAP. Draft of Amended Bylaws Delivered to Board for review. Included in policy manual.
Board Resolution #4 Amend Article IV Section 6 of the Bylaws to include the use of electronic notice as legal notice of meetings for special board meetings. Recommend return receipt be required for meeting notices to confirm receipt of notice (optional). Currently our Bylaws do not allow for the use of electronic notice of meetings of board or member meetings, requiring notification "in person or via postal mail". Robs records indicate that the discussion also included Article III Section 4, Notification to members which also requires notification "in person or via postal mail". Board voted 2/1 not to amend Bylaws specific to electronic notice of meetings. Per Rob this was due to "the requirement of e-mail receipt and concerns over cyber security and spyware." Resolution not passed.	All	None
Board Resolution #5 Secretary will provide a signature sheet for Directors to opt in for email communication of meeting notices as per 24.03.009. for special meeting notice. Voted 2/1 against Resolution not passed.	Richard provided Opt In sheet. Submitted to the records indicating only Richard signed.	Delivered 8/20
Board Resolution #6 Amend Article VIII – Amendments of the Bylaws to reduce the threshold level for changing the term or number of Directors, from unanimous (109 homes) to a quorum as long as the number of Directors is odd. Secretary shows Resolution approved 3/0 with Piper approving minutes of prior draft. Rob has indicated he shows the Resolution tabled due to lack of need. Secretary records the Resolution as Approved – suggest review and re-vote before implementing due to discrepancy.	ALL	None
Board Resolution #7 Define "reasonable advanced notice" in regards to availability of records as a maximum of 2 weeks. Vote 3/0 in favor. Resolution passed.	Richard	Included in draft of policy manual
Board Resolution #8 The Secretary will create a policy/operations section on the WoodRiver website that outlines State requirements both as a nonprofit (24.03) and as an HOA (64.38), best practices, known policies for good governance, and any pertinent learning's of prior Boards. Recommend this be required reading for all incoming Directors and optional for homeowners. Rob requested that the section be prefaced with a disclaimer that it is not a legal or binding document. (Secretary cannot comply with Rob's request as the project, as defined in the Agenda includes State laws governing WoodRiver and legal advice on same.) Approved 3/0 - Resolution passed – disclaimer issue pending	Richard	Draft for review pending.
Board Resolution #9 The Treasurer will provide a quarterly report of the Associations financial records year to date via email to the Secretary for inclusion in the records. Secretary records Resolution approved 3/0.	Piper and Future Treasurers	

Board Resolution #10 Amend Article IV Section 5 (Required Board Meetings) to require three publicized Board meetings per year including the one required after the Annual meeting. Approved 3/0 – Resolution passed.	Richard	Draft of Amended Bylaws Delivered to Board for review
Board Resolution #11 Obtain legal review of revised Bylaws and proposed language and instructions on filing requirements. Approved 3/0 – Resolution passed. (since then members have asked to review proposed changes)	Richard / Rob	Pending
Board Resolution #12 The HOA purchase a 3 Member Board subscription to the Washington Chapter of the Community Associations Institute (\$264). (as per Richards recommendation 6/10) No vote – item deferred to Annual Meeting for approval of \$300 outlay	Piper to include in proposed budget for 2010 at annual meeting.	Annual Meeting
Board Resolution #13 Approve payment of the legal bills from the law firms of James Strichartz and Alan Tonnon specific to opinions on HOA compliance with state law, Board Governance, and right of way for the West entrance. Vote against paying legal fees incurred by Richard by James Strichartz 2/1 with Rob and Piper voting against. (see special comments) Vote to pay Alan for review of governance issues 2/1 with Richard voting against. Vote to pay Alan Tonnon for West Entrance opinion 3/0.	ALL	HOA to pay Tonnon.
Board Resolution #14 Schedule another Board meeting (if we are unable to complete the business above) Not needed – deferred to meeting prior to Annual meeting in October	All	October

10 MINUTES

CALL FROM LANDSCAPE COMPANY

PIPER / ROB

DISCUSSION	The Board had received a call from the landscaping company –	
	Piper returned the call. Proscapes had called to inquire how they might be considered for bids on sewer connections when the ULID is complete. The Board or HOA cannot recommend any Company.	
CONCLUSIONS	Piper followed up and resolved and stated that the HOA or Board cannot recommend a Company for work on individual member properties.	
ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE

15 MINUTES

ACC REQUEST(S)

ROB / PIPER / RICHARD

DISCUSSION	The Board discussed an ACC request filed by a homeowner. It was determined that a site visit was required to evaluate the request further.	
CONCLUSIONS	Rob agreed to meet with applicant and review. Rob met with homeowner, a request was filed, the request was reviewed by the ACC (including the Board) and a resolution was provided for the request.	
ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE
Rob to conduct site visit and talk with homeowner(s) involved	Rob	8/29 (submission 7/29 via email)
(The web site shows the ACC Status Report as unavailable and it is unclear at this time if the ACC request was approved, denied or set aside. There has been no update to the Board or the Associations records specific to this ACC request. Richard has since emailed the		

homeowner for an update.)			
ACTION	Update ACC activity report	Jeff Krueger	3/31/10
OBSERVERS	None		
RESOURCE PERSONS	None		
SPECIAL NOTES	<p>Secretary submits this record based on his notes and review comments provided by other Board members. Secretary delivers these "as is" and to the best of his knowledge without the benefit of further Board review. Secretary requested review and contribution by other Board members which have gone unanswered.</p> <p>*Vote on payment of Richard's legal fees was to memorialize Board actions only. Had Board approved he would have declined as per his written statements to the Board.</p>		