

BOARD MEETING MINUTES
ASPEN SHORES HOMEOWNERS ASSOCIATION

Sunday July 8, 2018

Present: Sharon Sherwood (President), Pat Boynton (Treasurer), Brandon Parker (Vice President), Leslie Bigos (Secretary), George Juarez (Director at Large)

The Special Meeting started off with a discussion of whether this is a legal meeting because Sharon Sherwood, the President did not call it. President Sherwood agreed to the meeting and the meeting commenced at 2:15pm.

Members:

Jackie Parker, Nancy Eaton, Laine Lasker, Liz Carter, Suzette Chaparro, Daniel Bigos, Libby Morgan, Kim Rose, Chris Gunterman

Time of Meeting: 2:15 pm, Home of Leslie Bigos - 2810 Akamai Way

Matter This matter was discussed in open meeting according to the President's wishes.

The President of the HOA sought legal counsel with Ogden, Murphy & Wallace without board authorization, without communicating her intent to other board members and did not provide a report on the meeting until after a bill for \$650 was presented to the board and the board requested a report. The other board members voted not to pay the bill because of lack of authority and lack of transparency. The matter at hand is whether the HOA members are responsible for the bill, which is now over \$700 with late fees or whether the bill is solely the responsibility of President Sherwood.

Discussion included a timeline which showed that President Sherwood met with the Board several times without mentioning an intent to seek legal counsel, without revealing she had sought legal counsel or and presented the bill to the Board.

President Sherwood maintains that

- She had legal authority as Board president to take action without knowledge or consent of other Board members.
- She didn't realize she needs board approval
- She had questions that she wanted legal counsel on including financial changes the board was making in the accounting, the "Member At Large" position on the board.
- President Sherwood maintains that Article VI provides she has no personal liability and she is not personally responsible for the bill
- President Sherwood maintains that the Association indemnifies her and that she was acting in good faith.

- President Sherwood maintains that the Attorney mailed the bill to the HOA which is proof the HOA is responsible for the bill.
- President Sherwood's solution to this matter is the HOA members pay the bill or there may be additional legal fees incurred.

Discussion

There was a lengthy discussion of whether the President was acting in good faith, whether she had the legal authority to act in the name of the board without authorization.

Members of the community shared their opinions including Kim Rose, Liz Carter, Dan Bigos, Nancy Eaton, Laine Lasker, Chris Gunterman.

The Board voted to go into a 15 minute session, personnel matter, closed session

After attendees were excused, the President opened closed session at 3:35pm. Discussion centered on provisions in the State law: RCW 24.03, RCW 64.38 and the Bylaws. Our governing documents describe duties of a Director, qualification for indemnity, exclusions from indemnity, reasons for sole responsibility of an individual's actions. No board member should incur any expense without explicit board approval. There was opportunity for each Board member to be heard. Closed session ended at 3:51

Open Board meeting reconvened at 3:53. Board has not collectively reached a consensus of the bill. No decision on a Board action. The Board asked President Sherwood to take responsibility for the bill which she refuses. 1. Asked President to take responsibility
2. Recuse herself.

It was acknowledged that the board will meet tomorrow, Tuesday, at 3:00pm for the regular Board meeting and that the matter would be taken up again.

Meeting adjourned 3:55pm.

Next Meeting July 9, 2018 at 3:00pm at Leslie Bigos home.