

**ASPEN SHORES HOMEOWNERS ASSOCIATION
BOARD MEETING**

Date: July 23, 2018

Time: 3:00 p.m

Place: Leslie Bigos - 2810 Akamai Way

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

Members: Deb Morrow, Laine Lasker

Time of Meeting: 3:00 pm, Home of Leslie Bigos - 2810 Akamai Way

Motion to add Minutes to the Agenda and SOP Protocols to bottom. Ayes: 5 Nays 0

Revised Agenda Ayes 5 Nays

Minutes

- [June 4, 2018](#) - Motion to Approve Minutes Ayes 4 Abstain 1
- [July 8, 2018](#) - Motion to Approve as written Ayes 4 Abstain 1
- [July 9, 2018](#) - Motion to Approve as corrected Ayes 5 Abstain 0

Open Forum:

- Question as to whether the board has the authority to designate who can contact the accounting office or the attorney. It is the belief of the board that past practice does not necessarily set precedent or pattern for the current board. In the past, an individual who was not a board member was assigned to be point of contact with a vendor. The current Board is following the Bylaws with regard to authority of the Board of Directors.
- Address recommendations for homeowner height restrictions on plantings to August 6 meeting.

Attorney Bill

Brandon Parker spoke with Ogden, Murphy & Wallace discussed the legal bill. The law firm discounted the bill about half to \$325 citing the fact that they did not have proper authority to engage in legal discussion *without the backing of the board*.

Motion to hold Sharon Sherwood personally responsible for Ogden, Murphy & Wallace legal bill incurred that was *not authorized by the Board*.

Ayes: 3 Nays: 2

Motion that the Aspen Shores HOA pay the Ogden Murphy & Wallace bill.

Ayes: 5 Nays: 0

Motion that Sharon Sherwood be assessed \$325 to reimburse for the Ogden Murphy & Wallace bill.

Ayes: 2 Nay: 1 Abstain: 1 Sharon Sherwood Recused

Election:

Discussion point: [Bylaws](#) and contradictions in them. Currently Bylaws have some sections which talk about election of “officers” and another section that discusses the election of “directors.” These two Bylaws are confusing as one talks about Officers and the other Directors, one with 2 year terms and the other “elected annually.”

Bylaw 6.2 Term of Office

To provide for continuity of the Board, the terms of Directors shall be staggered. The term of all Directors shall be two years with a maximum of two consecutive terms.

Bylaw 7.2 Election of the Officers.

The Officers of the Association shall be elected annually by the Members in Good Standing at the annual meeting of the Association. The new officers shall take office on January 1 and shall serve until their successors are elected and take office or until the Officers removal.

Proposal that Bylaws should be updated so that consistent terminology is used (i.e., consistent use of “Officer” or “Director”). Consistency in term limits (i.e., annually or two years) should be applied.

Discussion Point: the current board was elected all in the same year and the intent was that terms should be staggered so there is a knowledge transfer. RCW 64.38 provides that Board Members may not determine terms. Therefore, members may need to vote to decide which positions are designated as 1-year terms and which are 2-year-terms to achieve the staggering effect. **Proposal:** Survey members to gather opinion on which positions should be 1 year and which should be 2 years.

A $\frac{2}{3}$ vote of all HOA members is required to change the Bylaws.

Discussion Proxy: See RCW 24.03.085 and RCW 23B.07.220 Discussion of proxy, electronic, voting by phone and voting by email. Recommended that members vote in person. Discussion of the requirement for a written and signed proxy executed by an owner, and verifiable as valid by identifiable information in the form of a record, recording, or email which is received by an agent of the corporation for tabulation. Electronic transmission must meet the requirements of this section.

Charter: Treasurer reminded the board that the HOA was organized as an association for overseeing and operating the waste management system and overseeing the Covenants. The authority of the Association, names these two responsibilities. More time needs to be spent on the management of the septic system and completion of a Reserve Study as required by RCW 64.38.

Next board meeting: August 6, 2018 @ 3:00pm

Adjournment 5:11PM