

EXPLANATION: PROPOSED BYLAW CHANGES
2016

2001 was the last time the documents were revised. As the community evolved indications began to point to a need to update. A committee, the Document Review Committee (hereafter DRC) was formed. The task was to determine what needed to be revised, to make specific recommendations, to present those recommendations to the Leaseholders and the BOD for consideration and to facilitate a vote by the membership.

In the midst of the initial work it was learned that Washington State had taken on the task of revising its own set of codes for Homeowner Associations. After the State had finished its revisions 38 RCWs were amended and another 16 RCWs were repealed. Armed with this information our documents were then reviewed with these changes in mind along with accessing community needs.

The following summary highlights the recommended changes and to offer notes as to how the recommendation came about. A number of professional references were used to help guide the committee as work proceeded

Proposed changes will appear in RED on the posted copy of the recommended changes. Some of those changes are red because the subsection was moved while other red subsections represent changes in context. A number of changes have been recommended to assist in readable.

The name of the Association, location, and a statement of purpose are newly added items. This information does appear in other documents but since commercial businesses request a copy of our Bylaws it is necessary to have this information included in the Bylaws.

Part 1 was a list of definitions. The definitions are in the CCRs so no need to duplicate in the revised version. Instead a Reference to the Declaration was added to Part 1.

Part 2: Subsections are in RED because they represent word changes or changes in context. There is an example in 2.3 Privileges, due to a policy change regarding shop use. Participation in a safety class is required to use the shop. Subsection 2.5 Books and records was moved from Part 8 (2001) to Part 2 (2016) as this deals with membership rights. Subsection 2.6. Notification by Electronic Transmission was added to comply with RCW 24.03.09

PART 3. Annual meeting now requires a minimum of 14 and no more than 60 days prior notice of a membership meeting. Leaseholders may be notified of meetings by electronic means IF THEY SIGN A CONSENT FORM. By using email notifications we can save postage. The number of days required to present items for the agenda to the BOD at the Annual Meeting has been increased to 15 to meet RCW requirements.

3.2 Special Meetings (of members)

Signatures representing 10% of lots (12 lots) may call a special meeting. This is a change from 33% (of 115 lots). This provision is supported by an RCW and facilitates smaller groups to call a meeting.

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Part 3 .3.4 A Proxy allows a leaseholder to either have the Secretary submit a vote in support of BOD recommendations (i.e. The BOD recommends the adoption of a number of expenditures which exceed the limitation of \$50,000.-) OR assign instructions to a Leaseholder to vote a specific way on each issue of a recommendation where appropriate.

Part 4 Many new committees have been added to the list sponsored by the BOD. All committees are standing committees but some have restricted membership when it comes to renters. To bring our bylaws into compliance [with RCW 24.03.065](#), it is necessary to describe how the committees will function with regards to; populating the committee, selecting the chair, what happens when a member leaves the committee, a brief description of the reporting process and general areas of responsibility.

Part 5 BOD

5.4 Elections: ~~The~~ sitting BOD may remain in office until the election is certified.

5.5 Term of Service: Any partial time served by an appointed director will not prohibit that director from serving additional full terms of service.

5.6 BOD Vacancies –consolidates similar paragraphs into a single paragraph.

Part 6 Powers and Duties of the BOD:

6.3 Duties have been specified and to be more in compliance with recommendations from office of the Secretary of State (OSOS) handbook for BODs

Part 7 Meetings of Directors

7.2 and 7.3 Number of days to post notification of meeting reduced to 3 days

[7.6 Added per recommendation from attorney.](#)

Part 8 Officers and Their Duties

8.1 Enumeration of Officers. A new title Parliamentarian has been recommended to replace Director at Large.

8.5 Multiple offices. The director holding the either the President may not also hold the position of Secretary. The Secretary may not also hold the position of President, per RCW 24.03.125.

8.9 Duties have been made more specific, and a description of the duties of the Parliamentarian was added.

Part 11 Miscellaneous

11.1 Fiscal year runs from January to December

11.2 Annual Audit RCW 64.38.045 requires an annual audit unless 67% of the votes cast at a members meeting (where a quorum is reached) are votes to waive the audit.

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11.3 Parliamentary Procedure. Requires the BOD to establish basic procedures to facilitate the order flow of business during a meeting. By doing so we fall into a state of “acting like a corporation” as recommended by the OSOS in the BOD handbook.

Links to RCWs Chapter 24.03 (Non Profit Corporation) and 64.38 (Homeowners Association)

<http://app.leg.wa.gov/RCW/default.aspx?cite=24.03>

<http://app.leg.wa.gov/RCW/default.aspx?cite=64.38>

Recommendations to the BOD and Community:

- Review the proposed changes to the Bylaws
- Notify the DRC of any issues which need to more fully addressed
- Prepare the document for legal review
- Provide for a legal review if appropriate
- **Approve** the changes
- Have posted the proposed changes on the Website and at various locations around the community for community review
- Establish a community vote either at an Annual Meeting or by special mail.
- ~~Determine results~~ Determine results of the of the community vote
- BOD to vote to **adopt** or deny the changes based on community vote
- Have 2016 Revised version of Bylaws certified by the Secretary.

The committee requests that each leaseholder make a concerted effort to review the proposed changes once they have been posted and to point any issues which need to be more fully reviewed

The Chair wishes to thank the many volunteers who have worked so diligently to bring the review of the Bylaws to this point. The members include Evelyn Ransom who has continuously served on the committee since we began, Barb Vittitoe, Lin McDowell along with liaisons: Tam Deford, Char Shulz, Kosha Long and finally Kate Higgins.

The next meeting of the committee is to be determined based on BOD and Leaseholder requests. The next document to be reviewed by the committee will be determined as directed by the BOD.