

Clearwood Community Association

Agenda of the Special Board Meeting

July 16, 2018 - ****DRAFT****

1 **1. MEETING CONVENED:**

- 2 a. At the Clearwood Office

3
4 **2. QUORUM:**

- 5 a. The quorum for the meetings of the Board of Directors is four. Seven Directors
6 were in attendance throughout the meeting, therefore the quorum was met.
7

8 **3. IN ATTENDANCE:**

- 9 a. Directors: Valerie Cawley (President), Brian Gerrish (Acting Vice President),
10 John Moore (Treasurer), Patty Kiehne (Secretary), Linda Doucette (by phone)
11 (Director), Sooze Fitsik (Director), Emily Martin (Director)
12 b. Member(s) and/or Guests, in the order they signed in: LaDonna Hockaday,
13 Racheal Paige, Heather Figueroa, Judi Thompson, Yvonne Moore, Christina
14 Audley, Lori Jones, Shannon Bryant, Sharon Slack, Jason Lane, Robert Hung,
15 Suzie LeFurgey
16

17 **4. REGULAR PRESIDING OFFICER AND SECRETARY:**

- 18 a. President Valerie Cawley and Secretary Patty Kiehne
19

20 **5. MEETING CALLED TO ORDER:** at 7:00pm.

21
22 **6. APPROVE THE AGENDA:**

- 23 a. *A motion was made by Director Kiehne and seconded by Acting Vice President*
24 *Gerrish to approve the agenda. The motion passed unanimously.*
25

26 **7. INTRODUCTIONS**

- 27 a. The Board, Staff, Members and guests introduced themselves.
28

29 **8. APPROVAL OF MINUTES**

- 30 a. *A motion was made by Secretary Kiehne and seconded by Director Fitsik to*
31 *approve the minutes from the July 9, 2018 Special Board Meeting. The motion*
32 *passed unanimously.*
33

34 **9. RATIFY BOARD POLLS**

- 35 a. Director Fitsik presented a copy of RCW 24.03.465, which questioned the long
36 time Board Poll process within Clearwood. There was discussion. The following
37 actions were taken in response:
38 i. *A motion was made by Secretary Kiehne and seconded by Director Fitsik*
39 *to void the Board Poll to "appoint Brian Gerrish to fill the vacant Board*
40 *position created by the resignation of Bob Owen and in turn appoint him*
41 *as Vice President". Secretary Kiehne and Directors Fitsik and Martin*
42 *voted in favor. Treasurer Moore voted against and President Cawley*
43 *abstained from voting. The motion passed.*
44 ii. *A motion was made by Secretary Kiehne and seconded by President*
45 *Cawley to seat Brian Gerrish on the Board of Directors and appoint him*
46 *Vice President. President Cawley, Treasurer Moore, Secretary Kiehne and*

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47 *Director Doucette voted in favor. Directors Fitsik and Martin voted*
48 *against. The motion passed.*

49 *iii. A motion was made by Secretary Kiehne and seconded by Director Fitsik*
50 *to void the Board Poll regarding Check Signatories. The motion passed*
51 *unanimously.*

52 *iv. A motion was made by Secretary Kiehne and seconded by Director*
53 *Doucette to remove Bob Owen as a signatory to the Association's checks*
54 *and to appoint Vice President Gerrish and Secretary Kiehne as signatories*
55 *on the Association's checks. President Cawley, Vice President Gerrish,*
56 *Treasurer Moore, Secretary Kiehne and Director Doucette voted in favor.*
57 *Directors Fitsik and Martin voted against. The motion passed.*

10. WRITE-IN CANDIDATES IN THE VOTER PAMPHLET

59 a. There was discussion regarding adding the names of all the write-in candidates
60 to be included in the Voter Pamphlet/Ballot mailing.

61 b. *A motion was made by Director Martin and seconded by Director Fitsik for the*
62 *write-in candidates to be put in the Voter Pamphlet and details to be determined*
63 *later. Directors Fitsik and Martin voted in favor. President Cawley, Vice President*
64 *Gerrish, Treasurer Moore, Secretary Kiehne and Director Doucette voted*
65 *against. The motion failed.*

11. REMOVE AND/OR ADD BANK SAFETY DEPOSIT BOX ACCESS

68 a. *A motion was made by Director Fitsik and seconded by Director Doucette to*
69 *remove all other signatories from access to our safety deposit box and add*
70 *Rebecca Kyser (Office Manager) and Secretary Kiehne as signatories to the*
71 *safety deposit box. The motion passed unanimously.*

12. WELL 5

74 a. Treasurer Moore briefed the Board that the status of Well 5 is confusing and was
75 of the mind that an audit would be in order if one had not been done already.
76 He is doing further research.

13. PROFESSIONAL PROPERTY MANAGEMENT SUB-COMMITTEE

79 a. President Cawley reminded those who had signed up for the property
80 management sub-committee to get their background checks done.

81 b. Directors Fitsik and Martin will be contacting those who had signed up but still
82 needed a background check as a reminder.

14. DUTIES OF THE BOARD

85 a. Secretary Kiehne briefed the Board on their duties as a Board of Directors as
86 outlined in the Revised Code of Washington (RCW) 64.38.025 and RCW
87 24.03.127, as follows:

88 i. RCW 64.38.025 - Board of directors—Standard of care—Restrictions—
89 Budget—Removal from board. (1) Except as provided in the
90 association's governing documents or this chapter, the board of directors
91 shall act in all instances on behalf of the association. **In the**
92 **performance of their duties, the officers and members of the**
93 **board of directors shall exercise the degree of care and loyalty**

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94 **required of an officer or director of a corporation organized under**
95 **chapter 24.03 RCW.**

- 96 ii. RCW 24.03.127 - Duties of a director. A director shall perform the duties
97 of a director, including the duties as a member of any committee of the
98 board upon which the director may serve, in good faith, in a manner such
99 director believes to be in the best interests of the corporation, and with
100 such care, including reasonable inquiry, as an ordinarily prudent person
101 in a like position would use under similar circumstances.

102 In performing the duties of a director, a director shall be entitled to rely
103 on information, opinions, reports, or statements, including financial
104 statements and other financial data, in each case prepared or presented
105 by:

106 (1) One or more officers or employees of the corporation whom the
107 director believes to be reliable and competent in the matter presented;

108 (2) Counsel, public accountants, or other persons as to matters which
109 the director believes to be within such person's professional or expert
110 competence; or

111 (3) A committee of the board upon which the director does not serve,
112 duly designated in accordance with a provision in the articles of
113 incorporation or bylaws, as to matters within its designated authority,
114 which committee the director believes to merit confidence; so long as, in
115 any such case, the director acts in good faith, after reasonable inquiry
116 when the need therefor is indicated by the circumstances and without
117 knowledge that would cause such reliance to be unwarranted.
118

119 **15. GATE UPDATE**

- 120 a. Vice President Gerrish briefed the Board on the current status of the gates.

- 121 i. Concerns with the Contractor, the broadband bandwidth, and member
122 access are being addressed and the gates should be functioning as
123 proposed soon. A test of the gate cards to figure out why some gate
124 cards do not work identified that many were shut off for non-payment.
125

126 **16. PURPOSES AND RESTRICTIONS OF THE EXECUTIVE SESSION**

- 127 a. All Board Directors were briefed on the purpose and restrictions of the
128 Executive Session.

- 129 i. RCW 64.38.035, Association meetings—Notice—Board of directors. (4)
130 Except as provided in this subsection, all meetings of the board of
131 directors shall be open for observation by all owners of record and their
132 authorized agents. The board of directors shall keep minutes of all
133 actions taken by the board, which shall be available to all owners. **Upon**
134 **the affirmative vote in open meeting to assemble in closed**
135 **session, the board of directors may convene in closed executive**
136 **session to consider personnel matters; consult with legal counsel**
137 **or consider communications with legal counsel; and discuss likely**
138 **or pending litigation, matters involving possible violations of the**
139 **governing documents of the association, and matters involving**
140 **the possible liability of an owner to the association. The motion**
141 **shall state specifically the purpose for the closed session.**
142 **Reference to the motion and the stated purpose for the closed**

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143 session shall be included in the minutes. The board of directors
144 shall restrict the consideration of matters during the closed
145 portions of meetings only to those purposes specifically
146 exempted and stated in the motion. No motion, or other action
147 adopted, passed, or agreed to in closed session may become
148 effective unless the board of directors, following the closed
149 session, reconvenes in open meeting and votes in the open
150 meeting on such motion, or other action which is reasonably
151 identified. The requirements of this subsection shall not require
152 the disclosure of information in violation of law or which is
153 otherwise exempt from disclosure.

154 ii. No notes are taken in executive session nor is it recorded.
155

17. EXECUTIVE SESSION

- 156
157 a. A motion was made by Secretary Kiehne and seconded by Director Doucette to
158 go into Executive Session for legal and personnel issues at 8:08pm. The motion
159 passed unanimously.
160 b. A motion was made by Secretary Kiehne and seconded by Vice President Gerrish
161 to exit Executive Session at 9:20pm. The motion passed unanimously.
162 c. A motion was made by Secretary Kiehne and seconded by Director Fitsik to
163 address the personnel issue in accordance with our attorney's guidance. The
164 motion passed unanimously.
165

18. ADJOURNMENT

- 166
167 a. A motion was made by Secretary Kiehne and seconded by Director Doucette to
168 adjourn the meeting at 9:23pm. The motion passed unanimously.
169
170

Minutes Prepared by:

171 Wendi Broden

172 Executive Secretary
173