

# **Clearwood Community Association**

## Minutes of the Board of Directors Special Meeting

June 10, 2019 - \*\*APPROVED\*\*

- 1 **1. MEETING CONVENED**
- 2 a. At the Clearwood Office
- 3 **2. QUORUM**
- 4 a. The quorum for the meetings of the Board of Directors is four. Seven Directors were
- 5 in attendance throughout the meeting; therefore, the quorum was met.
- 6 **3. IN ATTENDANCE**
- 7 a. Directors: Aaron Lang, President (AL); Brian Gerrish, Vice President (BG); Emily Martin,
- 8 Secretary (EM); John Moore, Treasurer (JM); Malinda Poirier, Director (MP); Lonny
- 9 Bays, Director (LB); Deborah Baker, Director (DB)
- 10 b. Staff: Racheal Paige
- 11 c. Member(s) and/or Guests: Mary & Sandy Stokes, Laura & Tommy Drybread, Andrea
- 12 Hall, Yvonne Moore, Herb Schaff, Bob Owen, Syndi Martin, Jason Lane, Mark, Carol
- 13 Anderson, Mike Salzman, LaDonna Hockaday, Tom Jones, Sooze Fitsik
- 14 **4. REGULAR PRESIDING OFFICER AND SECRETARY**
- 15 President Aaron Lang and Secretary Emily Martin
- 16 **5. MEETING CALLED TO ORDER** at 6:15pm
- 17 **6. INTRODUCTIONS**
- 18 a. The Board, Staff, Members and Guests introduced themselves.
- 19 **7. APPROVE THE AGENDA**
- 20 a. A Motion is made by AL and seconded by DB to approve the agenda. Motion passed
- 21 unanimously.
- 22 **8. OLD BUSINESS**
- 23 a. **Member Complaint**
- 24 i. Acknowledge Rejection of Board Poll 20190605A concerning the drafted
- 25 response
- 26 1. AL outlined the board poll for response to Member Stokes regarding
- 27 a concern brought to the board during the May Informational
- 28 Meeting. AL stated the board poll failed due to it not being
- 29 unanimous, with BG voting No and JM abstaining and would need to
- 30 be voted on during this meeting.
- 31 ii. Finalize Association Response
- 32 1. A Motion is made by AL and seconded by DB to approve the letter as
- 33 is to Ms. Stokes. Open for discussion. BG stated the letter should be
- 34 rewritten with more facts stated. Member Sandy Stokes provided a
- 35 letter to the board that AL welcomed her to read during the meeting.
- 36 AL called for the question. MP, LB, DB, EM and AL voted Yes. JM and
- 37 BG abstained. Motion passed. The letter was signed and provided to
- 38 Member Stokes at this time.
- 39 b. **Resolutions for the 2019 Annual Meeting of the Membership**
- 40 i. **Board Resolutions**
- 41 1. 2019-03-01 A Resolution to Comply with RCW 64.38.045 Regarding
- 42 the Annual Audit
- 43 a. EM stated the attorney had no recommendations or
- 44 objection to this resolution going up for membership vote.

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- 45    b. A Motion is made by AL and seconded by JM to send  
46    Resolution 2019-03-01 to the 2019 annual election. Motion  
47    passed unanimously.  
48    2. 2019-03-02 A Resolution to Approve the 2018 Annual Membership  
49    Meeting Minutes  
50    a. EM stated the attorney had no recommendations or  
51    objection to this resolution going up for membership vote.  
52    b. A Motion is made by DB and seconded by AL to adopt for the  
53    ballot, Resolution 2019-03-02. Motion passed unanimously.  
54    3. 2019-03-03 A Resolution to Ratify the 2020 Budget  
55    a. EM stated the attorney had no recommendations or  
56    objection to this resolution going up for membership vote.  
57    b. A Motion is made by AL and seconded by DB to send  
58    Resolution 2019-03-03 to the 2019 annual election. Motion  
59    passed unanimously.  
60    4. 2019-03-04 A Resolution to Remove the Loop Lane Restroom and  
61    Return this Area to its Natural State  
62    a. EM stated the attorney had no recommendations or  
63    objection to this resolution going up for membership vote.  
64    b. A Motion is made by AL and seconded by LB to send  
65    Resolution 2019-03-04 to the 2019 annual election. Motion  
66    passed unanimously.  
67    5. 2019-03-05 A Resolution Concerning Volunteer Background Checks  
68    a. EM stated the attorney had no recommendations or  
69    objection to this resolution going up for membership vote.  
70    b. A Motion is made by DB and seconded by AL to approve  
71    Resolution 2019-03-05 for the 2019 annual election ballot.  
72    Motion passed unanimously.  
73    6. 2019-03-06 A Resolution to Amend the Rules and Regulations  
74    Concerning Certificates of Water Availability "COWA" (BG)  
75    a. EM stated the attorney had no recommendations or  
76    objection to this resolution going up for membership vote.  
77    b. A Motion is made by DB and seconded by BG approve  
78    Resolution 2019-03-06 for the 2019 annual election ballot.  
79    Motion passed unanimously.  
80    ii. **Member Resolutions**  
81    1. 2019-03-07 A Resolution to Implement Full Service Professional  
82    Property Management  
83    a. AL stated the attorney's advice in that this resolution is moot  
84    since the board has already decided to implement PPM and  
85    is left for the board to decide.  
86    b. A Motion is made by AL and seconded by EM to send  
87    Resolution 2019-03-07 to the 2019 annual election ballot.  
88    Motion passed unanimously.

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2. 2019-03-08 A Resolution Concerning Criteria to be on the Board of Directors
    - a. AL stated the attorney does not recommend this resolution be put up for a vote because if passed it would result in conflicting provisions within the bylaws and possible discriminate against protected classed.
    - b. A Motion is made by DB and seconded by AL that resolution 2019-03-08 not be sent to the 2019 annual election ballot. Motion passed unanimously.
  3. 2019-03-09 A Resolution to amend Section V. Board of Directors, amending subsections 1. And 5. and adding subsection 8. To Clarify Resignations and Appointment of Directors to Open Seats
    - a. AL stated the attorney does not recommend this resolution be put up for a vote because it conflicts with state and federal laws and is legally invalid because WA is an employment at-will state, this is a volunteer, unpaid position and no one can be forced to give a certain amount of notice or be barred from future employment without expressly waiving that right. Even if this resolution was voted in by the membership, it would be legally invalid and there would be no way to enforce it.
    - b. A Motion is made by AL and seconded by LB that resolution 2019-03-09 not be sent to the 2019 annual election ballot. Motion passed unanimously.
  4. 2019-03-10 A Resolution to Clarify the Use of Assessment Portion of Operations that is designated for Sheriff Patrols
    - a. AL stated the attorney's advice is this resolution does not conflict with state laws or governing documents and is appropriate for membership vote.
    - b. A Motion is made by AL and seconded by DB to send Resolution 2019-03-10 to the 2019 annual election ballot. Motion passed unanimously.
  5. 2019-03-11 A Resolution to Amend the Bylaws Defining Mandatory Criminal Background Checks, Conflicts of Interest, Contract Requirements, Insurance, and Certification requirements for Contractors contracting with the Clearwood Community Association
    - a. AL stated the attorney's advice is this resolution does not conflict with state laws or governing documents and is appropriate for membership vote.
    - b. A Motion is made by AL and seconded by MP to send Resolution 2019-03-11 to the 2019 annual election ballot. Motion passed unanimously.

## **9. NEW BUSINESS**

- 131  
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- a. **Ratify Board Poll 20190605B** Concerning PPM Consultants

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- 133 i. A Motion is made by AL and seconded by DB to ratify Board Poll 20190605B.  
134 Motion passed unanimously.
- 135 b. **Approve the 2018 Actual Financials** to submit to Association Reserves  
136 i. DB presented the 2018 actual financials for board review and discussion.  
137 ii. A Motion is made by DB and seconded by AL to approve the 2018 actual  
138 financials. Motion passed unanimously.
- 139 c. **Adopt the FINCOM Recommended 2020 Budget** for Membership Approval at the  
140 2019 Annual Meeting  
141 i. DB presented the proposed 2020 budget for board review and discussion.  
142 ii. A Motion is made by DB and seconded by LB to adopt the proposed 2020  
143 budget for the 2019 annual election. Motion passed unanimously.
- 144 d. **\$5,000 Retainer Request** from the Department of Ecology for Well 5 Water Rights  
145 Transfer  
146 i. AL asked for confirmation from Member Martin on this having been already  
147 voted on by a previous board which was confirmed. Member Martin stated  
148 this covers water rights for the entire community as well as increasing our  
149 water rights to the max amount so we do not need to continue putting in  
150 requests every time this is needed.  
151 ii. A Motion is made by AL and seconded by DB to execute the next portion of  
152 this agreement and submit the retainer in the amount of \$5,000. A Motion is  
153 made by AL and seconded by EM to amend the motion to include “out of  
154 Water Reserves for Well 5 Project”. Motion passed unanimously.
- 155 e. **Residential Waterline Crossing Issue** – Division 04, Lots 308 and 309  
156 i. Member Paige stated there is a Member who has been searching for a water  
157 leak for roughly a year and figured out their neighbor and his water lines  
158 have been crossed.  
159 ii. A Motion is made by AL and seconded by EM to table this until additional  
160 information is received for discussion on Saturday. Motion passed  
161 unanimously.

## **10. OPEN FORUM**

- 162 a. Member Drybread asked for clarification on the pro/con statements and, as she  
163 understands it, is over the word limit on hers. Clarification is requested on why the  
164 heading; member name and lot number are being included in the count as that is  
165 never been done before. EM stated she pulled what was previously done by her board  
166 and was following the same criteria. DB stated that the pro/con statement is listed  
167 right under the resolution and listing the heading again is redundant and suggested  
168 the member remove this as the board should not be the one to make changes to their  
169 statements.  
170
- 171 b. Member Martin stated she is writing the con statement for the sheriff resolution and  
172 requested the verbatim conversation regarding the sheriff stipend from the May  
173 Informational Meeting to do so. Member Paige stated that previous boards have  
174 taken snippets from the meeting recordings and provided them upon request. AL  
175 stated that would be more appropriate than us transposing verbatim conversations.  
176 A Motion is made by AL and seconded by DB to provide the recording of the

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177 conversation regarding the sheriff stipend from the May Information Meeting to  
178 Syndi Martin. JM & BG abstained. AL, EM, MP, LB, DB voted yes. Motion passed.

179 c. Member Stokes asked to address the letter provided earlier and wanted to inform the  
180 board that she had filed a report with the proper authorities and advised the board  
181 to read through the information provided to them. AL assured Member Stokes that  
182 this information will be emailed to the rest of the board.

## 183 **11. ADJOURN**

184 a. A Motion is made by AL and seconded by EM to adjourn at 7:29pm. Motion passed  
185 unanimously.

186 **Minutes Prepared by:**

187 Secretary Emily Martin

APPROVED