

Clearwood Community Association

Minutes of the Board of Directors Special Meeting

July 08, 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: Syndi Martin
- 12 **4. REGULAR PRESIDING OFFICER AND SECRETARY**
- 13 a. President Aaron Lang and Secretary Emily Martin
- 14 **5. MEETING CALLED TO ORDER at 6:08pm**
- 15 **6. INTRODUCTIONS**
- 16 a. The Board, Staff, Members and Guests introduced themselves.
- 17 **7. APPROVE THE AGENDA**
- 18 a. A Motion is made by AL and seconded by DB to approve the agenda. Motion passed
- 19 unanimously.
- 20 **8. OLD BUSINESS**
- 21 a. Property Management
- 22 i. Overview of Bid-Walk on July 1st
- 23 1. While only three companies showed up, the overall bid-walk went
- 24 well. A full tour of our community was done with them, staff and a few
- 25 board directors. Board discussion on possibly looking further than a
- 26 50-mile radius for potential Property Management Companies due to
- 27 the low turnout.
- 28 ii. MAWaterman Consulting – Review and discuss his visit and suggestion
- 29 1. Board discussed Mitch’s advice that we need to get our house in order
- 30 first before implementing a PPM company and he feels a change
- 31 manager or change agent would be the best way to go, taking up to
- 32 12 months to get us back in order. The Board was provided with a
- 33 proposed recommendation from Mitch for what his services would
- 34 look like as a change agent to include short-term and long-term tasks
- 35 and goals. No salary or hourly rates provided for these services at this
- 36 time and are negotiable.
- 37 2. A Motion is made by AL and seconded by LB to request a proposal to
- 38 begin a financial conversation with MAWaterman Consulting with the
- 39 scope of work he provided. Motion passed unanimously.
- 40 **9. NEW BUSINESS**
- 41 a. 2019 Election
- 42 i. Voting Pamphlet – Consider Printing & Folding Outsourcing
- 43 1. Board discussed two bids provided for printing services. One being
- 44 much higher than the other due to labor costs for folding the

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- 45 pamphlet in half as their printer does not have that function on their
46 black and white printer.
- 47 2. A Motion is made by DB and seconded by AL to approve the quote
48 from Office Max for the voter pamphlet printing. A Motion is made by
49 DB and seconded by EM to amend the motion to include: not to
50 exceed \$1600 to come out of General Operations. Motion passed
51 unanimously.
- 52 ii. Pro & Con Statements
- 53 1. A Motion is made by BG and seconded by JM to eliminate the con
54 statement written by Member Martin due to the lies and
55 misconception outlined in the statement. Board discussion on what
56 legal authority they have to pull a member's statement. JM, BG and
57 LB voted Yes. MP, DB, EM, AL voted No. Motion failed.
- 58 2. Member Martin requested the following to be minuted; in that she
59 received the figures in her statement from the Patrol meetings, the
60 comment regarding the sheriff's office was stated in an open board
61 meeting that she attended, that she also attended the Patrol meeting
62 when they announced they were taking a leave of absence and the
63 board can verify every piece of information contained in the
64 statement.
- 65 3. A Motion is made by EM and seconded by MP to send the voter
66 pamphlet, as is, to Office Max for printing. JM & BG voted No. LB, MP,
67 DB, EM, AL voted Yes. Motion passed.
- 68 b. General Counsel – Consider engagement with a different firm
- 69 i. Our main contact for legal counsel is no longer with the firm and we have not
70 been receiving responses from emails requesting follow up. AL proposes that
71 we seek new legal counsel.
- 72 ii. A Motion is made by AL and seconded by LB to engage with Chmelik & Davis
73 for general counsel. Motion passed unanimously.
- 74 iii. A Motion is made by DB and seconded by EM to disengage with Goldstein
75 Law, with the exception of the potential embezzlement case. Motion passed
76 unanimously.
- 77 c. Board Meeting Transparency – Video & Audio Recording
- 78 i. JM provided a statement that was read by AL summarizing claims of not
79 following RCWs pertaining to meeting recordings and disagreement with the
80 current practice being conducted, to conclude with a request that the board
81 stop recording meetings altogether.
- 82 ii. A Motion is made by AL and seconded by LB to stop recording meetings until
83 legal advice is received. AL, JM, LB, BG, DB voted Yes. MP abstained. EM voted
84 No. Motion passed.
- 85
- 86

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87 **10. EXECUTIVE SESSION**

- 88 a. A Motion is made by AL and seconded by LB to enter Executive Session at 8:20pm to
89 discuss personnel matters. Motion passed unanimously.
90 b. A Motion is made by AL and seconded by DB to exit Executive Session at 8:21. Motion
91 passed unanimously.
92 c. A Motion is made by AL and seconded by DB to enter Executive Session at 8:21pm,
93 inviting Racheal Paige. Motion passed unanimously.
94 d. A Motion is made by AL and seconded by DB to exit Executive Session at 9:32pm.
95 Motion passed unanimously.

96 **11. ADJOURN**

- 97 a. A Motion is made by AL and seconded by DB to adjourn the meeting at 9:32pm.
98 Motion passed unanimously.

99 **Minutes Prepared by:**

100 Secretary Emily Martin