

Complaint #14

Misused executive session in violation of state law

Washington State law (RCW 64.38.035) outlines the requirements for using Executive Sessions. The board is obliged to put in their “official minutes” a summary of any decisions made in the executive session. This is what the board board has never done. This is what Marie Callerame says is unnecessary.

HOA Board Meeting synopsis 2018/01/15

2018/01/15 HOA Board Meeting Synopsis

(I was on holiday for the 2017 November and December meetings. I see that while I was gone, Tom Kelly has revised the Trees & Views policy that he read into the record at the October meeting. As before, since the board demands that I no longer quote them in my synopses... I will try not to use any verbatim quotes but try to simply give the meaning of what I heard at the meeting.)

Opening Ceremonies (7:10PM)

Roll Call - Marie Callerame, Pat Lambert, Tom Kelly, Janine Smith, Ron Boyce, Mark Guthrie, Marty Elzingre

Missing - All members are present. no one is absent.

Audience Comment:

- Linda Harnish noted that the \$35,000 which has been included in the reserve study (and referenced in communications in different ways) is REALLY for the purpose of clear cutting the common area trees. She asked how many bids had been secured to arrive at that number and the names of the companies who had bid. Another neighbor, who was not introduced, asked about the status of the complaint he has filed and whether a fine has been imposed yet. Marie says a violation letter has been sent and that the topic will be discussed in the executive session and he will be informed.

Proof of the Minutes:

All the past minutes for the last 2 years have been written and are now approved... except for the March 2017 annual meeting. There is no mention of when/where the official HOA board minutes will be made available to the community. Janine points out the Washington state law requires that minutes must be done and available within 60 days of the meeting. Marie agrees that she knows the law.

Report of the Officers:

President - Tom Kelley:... nothing.

Treasurer - Janine Smith: gives the bank balances.

Secretary - Marie Callerame: nothing.

Report of the Committees:

- ALCC - Marty Elzingre: no activity. A discussion on the Gecho house... most of the trees/shrubs behind the house are dead. Linda Harnish asks if Gecho might be held responsible to replace the dead trees by virtue of the legal agreement between he and the HOA. Marty asks: Are you making a complaint? Linda says she will if she has to but it shouldn't be needed for the HOA to enforce an agreement.

- Common Area Land Use - Ron Boyce stated an attorney has been hired. She had a 3 hour meeting with John (McConnaughey... an environmental consultant the board has hired before). Shawn MacPherson (City attorney), Tom Kelly, the new attorney, and maybe Ron Boyce had a one hour meeting. Then the new attorney wrote up a summary of what was said, her take on the law discussed, and wrote a letter to Shawn about her interpretation of the law. She calls it a “revegetation” project. If the city agrees, we may not need any type of permit at all. If that is the case, we/the board are free to do anything we want/need to do.
- Capital Replacement (Used to be the Reserve Committee) - Janine Smith: Projects for 2018 need to be decided upon and prioritized, but it all depends on how the land use decision turns out.
- Member Communication - Marie Callerame: A discussion on a hard copy hanging on door knobs: it is a flag to burglars that no one is home. Since we have a lot of snow birds, we have a big problem with door hangers. A discussion on having email addresses for the neighborhood. What percentage of our members have email?
- Social - Janine: big ideas... nothing is happening.
- Internal Audit - Janine Smith: She has sent some email requests for help, but has not had a reply. A question: can we bundle the 2016 audit with the upcoming 2017 audit? No decision.

Old Business:

- Memorial bench - Janine Smith: 2 plaques on the one bench? If that is not acceptable to the person making the request, they will have to buy the additional bench. John Ulmer has not gotten back to Janine on that.
- Fines & Fees: Marie Callerame: nothing done.
- Shoreline Erosion - Janine Smith: Alan Yordy is excited about this, but has just returned from vacation and not had time to reconnect with Marie Callerame. Dan Foster comments that he’s been in touch with Pete Capell from the city and that the city simply does not have money for anything grand.
- Emergency Preparedness Planning - Janine Smith: an email was sent out, only Gene Coupe answered the email. Apparently Karen Stanley & Sarah Bang are on the committee to do this thing. We’ll ask them to set up a meeting for everybody at Camas Meadows. They are planing on 7~10 people so that each committee member will have 10~20 people to be responsible for.

New Business:

- 2018 Annual HOA Meeting - Planning: Marie Callerame says that we need to start preparing for the next annual meeting for our organization. We have a problem with the snow birds not being able to make a March meeting. The Washington state RCWs are discussed... for non-profit corporations (which we are) there is nothing about when the annual meeting should be... for-profit corporations must have a meeting within 120 days from the action that requires another meeting... and that was the election of officers in March 2017... So the next required meeting would be 120 days from March 2018... which would be the end of July. but that interferes with the picnic.... So, I am moving that the annual meeting be moved to June of

2018. (I have tried to get the key points of Marie's words. I believe that I am close. If anyone would like to hear her exact words, please contact me.) Janine Smith warns that it might be construed, by some, that the underlining reason for moving the meeting date into June... might be seen as an effort to extend the term of some current board members. Marie Callerame says that is not something that the board should not consider. Every board members weighs in with their comments. The motion is clarified: The annual meeting will be June 2nd. The vote is called... Tom Kelly asks... all agreed? No: the motion fails 2 for, 5 against. Marie, alright: Then we need to get busy.

- Ron Boyce: I need more money for the land use attorney...\$1,500. 2 nay votes. The allocation is raised form \$3,500 to \$5,000.

Adjourn -

The Executive session:

The topics to be discussed are announced...

Linda asks that Marie re-state her addition to the topics for the Executive Session. Marie re-states her new topic: discussion of "legal responsibilities of officer roles to Board members."

Richard Arnold asks Marie Callerame if she received the emails regarding her stark violation of state law regarding the use of executive sessions. Marie says that she has received my emails and she that objects to my interpretation of state law. And, I object to Marie's interpretation of state law. I point out that the law is pretty clear and that since all the current board members have been informed about Marie's violation, they are now complicit in violating state law.

- CC&R Non-Compliance/Property Maintenance
- Legal responsibility of officer roles to board members.

Executive Session Summary

The board is obliged to put in their "official minutes" a summary of any decisions made in the executive session. This is what the board board has never done. This is what Marie Callerame says is unnecessary. Please see the actual Washington RCW attached below. I've hi-lighted the words Marie is trying to interpret.

RCW 64.38.035**Association meetings—Notice—Board of directors.**

(1) A meeting of the association must be held at least once each year. Special meetings of the association may be called by the president, a majority of the board of directors, or by owners having ten percent of the votes in the association. The association must make available to each owner of record for examination and copying minutes from the previous association meeting not more than sixty days after the meeting. Minutes of the previous association meeting must be approved at the next association meeting in accordance with the association's governing documents.

(2) Not less than fourteen nor more than sixty days in advance of any meeting of the association, the secretary or other officers specified in the bylaws shall provide written notice to each owner of record by:

(a) Hand-delivery to the mailing address of the owner or other address designated in writing by the owner;

(b) Prepaid first-class United States mail to the mailing address of the owner or to any other mailing address designated in writing by the owner; or

(c) Electronic transmission to an address, location, or system designated in writing by the owner. Notice to owners by an electronic transmission complies with this section only with respect to those owners who have delivered to the secretary or other officers specified in the bylaws a written record consenting to receive electronically transmitted notices. An owner who has consented to receipt of electronically transmitted notices may revoke the consent at any time by delivering a written record of the revocation to the secretary or other officer specified in the bylaws. Consent is deemed revoked if the secretary or other officer specified in the bylaws is unable to electronically transmit two consecutive notices given in accordance with the consent.

(3) The notice of any meeting shall state the time and place of the meeting and the business to be placed on the agenda by the board of directors for a vote by the owners, including the general nature of any proposed amendment to the articles of incorporation, bylaws, any budget or changes in the previously approved budget that result in a change in assessment obligation, and any proposal to remove a director.

(4) Except as provided in this subsection, all meetings of the board of directors shall be open for observation by all owners of record and their authorized agents. The board of directors shall keep minutes of all actions taken by the board, which shall be available to all owners. Upon the affirmative vote in open meeting to assemble in closed session, the board of directors may convene in closed executive session to consider personnel matters; consult with legal counsel or consider communications with legal counsel; and discuss likely or pending litigation, matters involving possible violations of the governing documents of the association, and matters involving the possible liability of an owner to the association. The motion shall state specifically the purpose for the closed session. Reference to the motion and the stated purpose for the closed session shall be included in the minutes. The board of directors shall restrict the consideration of matters during the closed portions of meetings only to those purposes specifically exempted and stated in the motion. **No motion, or other action adopted, passed, or agreed to in closed session may become effective unless the board of directors, following the closed session, reconvenes in open meeting and votes in the open meeting on such motion, or other action which is reasonably identified.** The requirements of this subsection shall not require the disclosure of information in violation of law or which is otherwise exempt from disclosure.

[2014 c 20 § 1; 2013 c 108 § 1; 1995 c 283 § 7.]