

Complaint #18

Changes to By-laws making it impossible for
snow-birds to vote by mail

Previous boards have always allowed voting by mail for the Annual HOA meeting. The current Board's change in the By-laws feels like just another way to control the voting outcome in their favor.

Amended Bylaws 2016/11/28

HOA Board Meeting Synopsis 2016/07/25

THE AMENDED BY-LAWS OF THE

LACAMAS SHORES HOMEOWNERS ASSOCIATION

INCORPORATED UNDER THE LAWS OF THE STATE OF WASHINGTON

DATES OF ADOPTION OF ISSUE AND AMENDMENTS

The By-Laws of the Lacamas Shores Homeowners Association have an original date of adoption of
July 6, 1988.

These By-Laws of the Lacamas Shores Homeowners Association were amended and adopted by the
Board of Directors on August 2, 1992.

These By-Laws of the Lacamas Shores Homeowners Association were amended and adopted by the
Board of Directors on March 27, 2015

These By-Laws of the Lacamas Shores Homeowners Association were amended and adopted by the
Board of Directors on November 28, 2016

THE AMENDED BY-LAWS
OF
THE LACAMAS SHORES HOMEOWNERS ASSOCIATION

ARTICLE I

NAME, LOCATION AND PRINCIPAL OFFICE

These are the By-Laws of the Lacamas Shores Homeowners Association, hereinafter referred to as the "Association". The principal office of the Association shall be located at Lacamas Drive, Camas, WA 98607.

ARTICLE II

DEFINITIONS

The following words, when used in these By-Laws shall, unless the context otherwise prohibits, have the meanings set forth below:

- a. "Association" shall mean and refer to the Lacamas Shores Homeowners Association, duly formed and incorporated as a Washington non-profit corporation;
- b. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions, and any Easements or Charges applicable to The Properties recorded among the land records in the Office of the County Auditor, Clark County, Washington;
- c. "The Properties" shall mean and refer to all those areas of land described in and subject to the Declaration; and such additions thereto as may hereafter be brought within the jurisdiction of the Association;
- d. "Homesite" shall mean and refer to any plot of land intended and subdivided for residential uses shown on the subdivision map of The Properties but shall not include the Common Areas as herein defined. Homesite shall also mean and refer to all building of residential housing situated upon Homesites located on The Properties, including outbuildings and structures incidental to the residence;
- e. "Member" shall mean and refer to every person or entity which holds a membership interest in the Association, as such interest is set forth in Article VI.
- f. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any (lot) Homesite which is a part of The Properties, including contract sellers, but excluding those having such interests merely as security for the performance of an obligation. Every Owner shall be treated for all purposes as a single owner for each Homesite held, irrespective of whether such ownership is joint, in common, tenancy by the entirety or

community property. Where such ownership is joint, in common, tenancy by the entirety or community property, a majority vote of such owners shall be necessary to cast any vote to which such owners are entitled.

g. "Common Properties" or Common Areas" shall mean and refer to certain areas of land other than individual Homesites as shown on the filed subdivision plat or map and intended to be devoted to the common use and enjoyment of the owners of The Properties.

h. "Development" shall mean the Lacamas Shores Development, a development being constructed on The Properties subject to the Declaration.

i. "Lot" shall mean and refer to the record owner (including contract sellers), whether one or more persons or entities, owning all or any part of said property, excluding those having such interest merely as security for the performance of an obligation.

ARTICLE III

PURPOSE

This Association is formed to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas, including but not limited to private roadways and wetlands as such lots and common areas are designated on the recorded plat or plats of Lacamas Shores Development and to promote the health, safety, protection and welfare of the residents within the Development; to preserve, protect and improve the quality and character of the Lacamas Shores Development, and to do everything necessary, proper, advisable, and/or convenient for the accomplishment of this purpose

ARTICLE IV

APPLICABILITY

All present and future Members shall be subject to these By-Laws and to the rules and regulations issued by the Association to govern the conduct of its Members. The order of precedence is: State Law, the Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation, the By-Laws and Roberts Rules of Order.

ARTICLE V

USE OF FACILITIES

The Common Areas shall be limited to the use of the Members and their guests and subject to the restrictions of the Declaration. However, in the event that a Member shall lease with approval as may be required in the Covenants, Conditions and Restrictions of the Lacamas Shores Development Project or permit another to occupy his Homesite, the lessee(s) or occupant(s) shall, at the option of the Member, be permitted to enjoy the use of the Common areas in lieu of and subject to the same restrictions and limitations as said Member.

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS

Every owner of a lot which is subject to assessment shall be a member and have one vote per lot.

ARTICLE VII

QUORUM, PROXIES AND WAIVERS

Section 1. Quorum. So many Members as shall represent at least 35 percent of the total authorized votes of all Members present in person or represented by written proxy shall be requisite to and shall constitute a quorum at all meetings of the Association for the transaction of business, except as otherwise provided by statute, by the Declaration, by the Articles of Incorporation of the Association, or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the Association, the voting Members present shall have the power to adjourn the meeting. At least five (5) days notice of such adjourned meeting shall be given to all Members. At such adjourned meeting, any business may be transacted which might have been transacted at the meeting originally called.

Section 2. Vote Required to Transact Business. When a quorum is present at any meeting, a simple majority of votes cast shall decide any question brought before such meeting and such votes shall be binding upon all Member, unless the question in one upon which by express provision of the statute, Declaration, Articles of Incorporation, or of these By-Laws, a different quorum or vote is required, in which case, such express provisions shall govern and control the decision of such question.

Section 3. Right to Vote. Members shall be entitled to vote either in person or by proxy at any meeting of the Association. Any such proxy shall only be valid for such meeting or subsequent adjourned meetings thereof.

Section 4. Proxies. All proxies shall be in writing and shall be filed with the Secretary prior to the meeting at which the same are to be used. A notation of such proxies shall be made in the minutes of the meeting.

Section 5. Waiver and Consent. Whenever the vote of the membership at a meeting is required or permitted by statute or by any provision of the Declaration, Articles of Incorporation or by these By-Laws, or any duly adopted regulation of the Association, meeting and vote of the membership may be dispensed with if all Members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such action being taken.

Section 6. Place of Meeting. Meetings shall be held at any suitable place convenient to the Members as may be designated by the Board of Directors and designated in the notice of such meeting.

Section 7. Annual Meetings. The annual meeting of the membership of the Association shall be held on such date as in fixed by the Board of Directors. At such meetings, there shall be elected by ballot of the membership a Board of Directors in accordance with the requirements of Article VIII of these By-Laws. The Members may also transact such other business as may properly come before the

meeting.

Section 8. Special Meetings. It shall be the duty of the President to call a special membership meeting of the Association, if so directed by the Board of Directors, or upon the presentation to the Secretary of a petition signed by ten (10) percent of the Members.

Section 9. Notice of Meetings. It shall be the duty of the Secretary to personally deliver or mail a notice of such annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each Member at least ten (10) but not more than fifty (50) days prior to such meeting. The mailing of a notice in the manner provided in these By-Laws shall be considered notice served.

Section 10. Order of Business. The order of business at all meetings shall be as follows:

- a. Roll call.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading and approval of the minutes of preceding meeting(s).
- d. Report of Officers.
- e. Report of Committees.
- f. Appointment of inspectors of election, in the event there is an election.
- g. Election of Directors, in the event there is an election.
- h. Unfinished Business.
- i. New Business.
- j. Adjournment.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. Number and Term. The number of Directors which shall constitute the whole Board shall be seven (7). Each Director will be elected for a two (2) year term. To provide continuity, three (3) Directors will be up for election one year and four (4) Directors the next year. All Directors must be either Members of the Association or immediate family members residing in the Member's home.

Section 2. Vacancy and Replacement. If the office of any Director becomes vacant by reasons of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining Directors, though less than a quorum, at a regular or special meeting of Directors duly called for this purpose, shall choose a successor, who shall hold office for the unexpired term in respect of

which such vacancy occurred and until his/her successor is duly elected and qualified.

Section 3. Removal. Directors may be removed by an affirmative vote of a majority of the entire Membership. No Director shall continue to serve on the Board, if, during his term of office, he shall cease to be a Member.

Section 4. Powers.

a. The property and business of the Association shall be managed by its Board of Directors, which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute, the Declaration, the Articles of Incorporation or by these By-Laws, directed or required to be exercised or done by the Members or Owners personally. These powers shall specifically include, but not be limited to, the following items:

1. To fix the annual assessment in an amount not in excess of the maximum (4.4 of the CC&R's). The Board of Directors may ask for an increase in the annual assessment over the maximum and/or establish a special assessment for the membership to approve;
2. To collect, use and expend the assessments collected to maintain, care for and preserve the recreation facilities, Common Areas, and common area landscaping;
3. To make repairs, restore or alter the Common Areas after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings;
4. To open bank accounts and borrow money on behalf of the Association and to designate the signatories to such bank accounts;
5. To collect delinquent assessments by suit or otherwise, to abate nuisances and to enjoin or seek damages from Members for violations of the house rules or rules and regulations herein referred to or adopted by the Association or Board;
6. To make reasonable rules and regulations and to amend the same from time to time and to suspend voting rights of members after notice and hearing for a period not exceeding sixty (60) days for infractions of the published rules and regulations. Such rules and regulations and amendments thereto shall be binding upon the Members when the Board has approved them in writing and delivered a copy of such rules and amendments to each Member. Such rules and regulations may without limiting the foregoing include reasonable limitations on the use of the Common Areas by guests of the Members as well as reasonable admission and other fees for such use;
7. To employ workmen, contractors and supervisory personnel, and to purchase supplies and equipment, to enter into contracts to provide maintenance and other services and generally to have the power of Directors in connection with the matters herein above set forth;
8. To bring and defend actions by or against one or more existing or former Members, Directors, officers, or agents pertinent to the operation of the Association and to assess special assessments to pay the cost of such litigation; and
9. To hire a Managing Agent to perform and exercise the powers of the Board of Directors in the management of the Development upon approval of the members

of such special assessment.

b. The Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees, each of such committees to consist of at least three (3) Members, lessors of Members or immediate family member residing in the home of the Member, one of who shall be a Director, which, to the extent provided in said resolution or resolutions, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association and may have power to sign all papers which may be required, provided the said resolution or resolutions shall specifically so provide. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Committees established by resolutions of the Board of Directors shall keep regular minutes of their proceedings and shall report the same to the Board as required. The Board shall also staff and maintain an Architectural and Landscape Control Committee as established in and with the powers described in the Declaration of Covenants, Conditions and Restrictions for the Lacamas Shores Development.

Section 5. Compensation. Directors and officers, as such, shall receive no compensation for their services.

Section 6. Meetings.

a. The first meeting of each Board newly elected by the Members shall be held immediately upon adjournment of the meeting at which they were elected, provided a quorum shall then be present, or as soon as thereafter as may be practicable. The annual meeting of the Board of Directors shall be held at the same place as the annual meeting of the Association Members and immediately after the adjournment of same, at which time the dates, places and times of regularly scheduled meetings of the Board shall be set.

b. Regularly scheduled meetings of the Board may be held without special notice.

c. Special meetings of the Board may be called by the President on three (3) days notice to each Director either personally or by mail or email. Special meetings shall be called by the President or Secretary in a like manner and on like notice on the written request of at least two (2) Directors.

d. At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and an act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, Declaration, Articles of Incorporation or by these By-Laws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

e. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the

time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

f. Whenever the vote of the Board at a meeting is required or permitted by statute or by any provision of the Declaration, Articles of Incorporation, these By-Laws, or any duly adopted regulation of the Association, to be taken in connection with any action of the Association or Board, the meeting and vote of the Board may be dispensed with if all Board members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such action being taken.

Section 7. Annual Statement. The Board of Directors shall furnish to all Members and shall present annually (at the annual meeting) and when called for by a vote of the Members at any special meeting of the Members, a full and clear statement of the business conditions and affairs of the Association, including a balance sheet and profit and loss statement regarding any taxable income attributable to the Members and a notice of the holding of the annual meeting of Association members.

Section 8. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be an expense of the Association.

Section 9. No Cumulative Voting. In any election of Directors, cumulative voting is prohibited, and Directors shall be elected by plurality voting.

ARTICLE IX

OFFICERS

Section 1. Elective Officers. The officers of the Association shall be chosen by the Board of Directors and shall be a president, a vice president, a secretary, and a treasurer. The Board of Directors may also choose one or more assistant secretaries and assistant treasurers and such other officers as, in their judgment, may be necessary. All officers must be either members of the Board of Directors, Members of the Association, or lessees or occupants entitled to the use of The Properties in lieu of the Member renting or permitting them to occupy the Homesite in which they reside. Two or more offices may be held by the same person except for the offices of president and secretary.

Section 2. Election. The Board of Directors, at its first meeting after each annual meeting of the Association Members, shall elect a president, a vice president, a secretary, and a treasurer. Only the president must be a member of the Board.

Section 3. Appointive Officers. The Board may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. Term. The officers shall hold office for a period of one (1) year, or less if the office is no longer needed, or until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed with or without cause, at any time, by the affirmative vote of a majority of the Board of Directors present at such meeting, provided prior notice

was given to all Board members that this item was on the agenda for such meeting. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 5. The President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association Members and the Board of Directors, shall be an ex-officio member of all standing committees, shall have general and active management of the business of the Association, shall see that all orders and resolutions of the Board are carried into effect, and shall have such other powers and duties as are usually vested in the office of the President of a corporation organized under the Non-profit Corporation Law of the State of Washington.

Section 6. The Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act and shall have such other powers and duties as are usually vested in the office of Vice President of a corporation organized under the Non-profit Corporation Law of the State of Washington.

Section 7. The Secretary. The Secretary and/or Assistant Secretary shall attend all sessions of the Board and all meetings of the Association Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the Association Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision he shall be.

Section 8. The Treasurer. The Treasurer shall have the custody of the Association funds and securities and shall keep full and accurate chronological accounts of receipts and disbursements in books belonging to the Association including the vouchers for such disbursements, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as he may be ordered by the Board, making proper vouchers for such disbursements and shall render to the President, and Directors, at the regular meeting of the Board or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

He shall keep detailed financial records and books of account of the Association, including a separate account for each Member, which among other things, shall contain the amount of each assessment, the date and when due, the amount paid thereon, and the balance remaining unpaid.

Section 9. Agreements. All agreements and other instruments shall be executed by the President and the Secretary or such other persons as may be designated by the Board of Directors.

ARTICLE X

NOTICES

Section 1. Definitions. Whenever, under the provisions of the Declaration or of these By-Laws, notice is required to be given to the Board of Directors or to any Director or Association Member, notice may be given by personal delivery or service, but shall not be construed to require personal

delivery or service; but such notice may be given by email, in writing, by mail, by depositing the same in a post office or letter box in a post-paid sealed wrapper, addressed to the Board of Directors, such Director, or Member, at such address(s) as appears on the books of the Association, and notice shall be deemed given on the date mailed.

Section 2. Service of Notice – Waiver. Whenever any notice is required to be given under the provisions of state law, the Declaration, or of these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent thereof.

ARTICLE XI

ASSESSMENTS AND FINANCES

Section 1. Creation of the Personal Obligation of Assessments. The creation of the personal obligation of assessments is governed by Section 4.2 of the Declaration.

Section 2. Description of Assessments. A description and definition of the assessments is as specified in Section 4.1 and Section 4.3 of the Declaration.

Section 3. Purpose of Assessments. The purpose of assessments is as specified in Section 4.3 of the Declaration.

Section 4. Date of Commencement of Assessments; Due Date. The date of commencement and the due dates of assessments shall be fixed by resolution of the Board of Directors.

Section 5. Effect of Non-Payment of Assessment; Remedies of the Association. The effect of non-payment of assessments and the remedies of the Association shall be as specified in Sections 4.9 and 4.15 of the Declaration and as otherwise provided by law.

Section 6. Checks. All checks or demands for money and notes of the Association shall be signed by the President and Treasurer or by such other officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 7. Operating Account. There shall be established and maintained a cash deposit account to be known as the “Operating Account” into which shall be deposited the operating portion of all regular and special assessments as fixed and determined for all Members. Disbursements from said account shall be for the general needs of the operation including, but not limited to, wages, repairs, betterments, maintenance, and other operating expenses of the community.

Section 8. Other Accounts. The Board shall maintain any other accounts it shall deem necessary to carry out its purpose.

ARTICLE XII

AMENDMENTS

These By-Laws may be altered, amended or added to at any duly called regular or special meeting of the Board of Directors provided: (1) That the notice of the meeting shall contain a full statement of the proposed amendment, and (2) that the amendment shall be approved by vote of at least 66-2/3 percent of the whole Board of Directors. No amendment, however, shall affect or impair the validity or priority of the Members' interests and the interests of holders of a mortgage encumbering a Member's Homesite.

ARTICLE XIII

SELLING, LEASING, FORECLOSURE, AND GIFTS OF HOMESITE

Section 1. Selling and Leasing Homesite. Any Homesite may be conveyed or leased by a Member free of any restrictions except that no Member shall convey, mortgage, pledge, hypothecate, sell or lease his Homesite unless and until all unpaid Association expenses assessed against the Homesite shall have been paid as directed by the Board of Directors. Such unpaid Association expenses, however, may be paid out of the proceeds from the sale of a Homesite, or by the grantee. Any sale, conveyance or lease of a Homesite or unit in violation of this section shall be voidable at the election of the Board of Directors. Upon the written request of a Member or his mortgagee, the Board of Directors or its designee shall furnish a written statement of the unpaid charges due from such Member which shall be conclusive evidence of the payment of amounts assessed prior to the date of the statement. A reasonable charge may be made by the Board for the issuance of such statements.

Section 2. Foreclosure or Contract Forfeiture. The provisions of Section 1 shall not apply to the acquisition of a Homesite by a first lien mortgagee or first lien contract vendor who may acquire title to such Homesite by foreclosure, deed in lieu of foreclosure or forfeiture, or contract forfeiture. In such event, the unpaid assessments against the Homesite which were assessed and became due prior to the acquisition of title to such Homesite by such first lien mortgagee or contract vendor shall be deemed waived by the Association and shall be charged to all other members of the Association on a pro-rata basis as a common expense. Such provisions shall, however, apply to any assessments which are assessed and become due after the acquisition of title to such Homesite by the first lien mortgagee or contract vendor and to any purchaser from such first lien mortgagee or contract vendor.

Whenever the term "Homesite" is referred to in this section, it shall include the Homesite, the Member's interest in the Association, and the Member's interest in any Homesite acquired by the Association.

Section 3. Gifts. Any Member may convey or transfer his Homesite by gift during his lifetime or devise his Homesite by will or pass the same by intestacy without restriction.

ARTICLE XIV

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall be January 1 to December 31.

Section 2. Seal. The Association seal shall have inscribed thereon the name of the Association and the year of its incorporation under the laws of the State of Washington. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 3. Examination of Books and Records. Each Member, or their respective representatives and mortgagees, shall be entitled to a reasonable examination of the books and records of the Association at any time upon reasonable notice to the Board of Directors. The Declaration, Articles of Incorporation and By-Laws of the Association, and any duly adopted regulations of the Association shall be available for inspection by any Member or mortgagee at the principal office of the Association.

Section 4. Indemnity and Personal Liability. The Board shall have power to fully indemnify, defend and hold harmless any existing or former member, Director, officer, employee or agent of the Association for any action he takes or liability to which he is exposed by reason of his relationship or connection with the Association. This power shall be full and complete as allowed by applicable Washington and federal law. Unless acting in bad faith, neither the Board as a body nor any Director, officer, or committee member of the Association shall be personally liable to any Member in any respect for any action or lack of action arising out of the execution of his office. Each Homesite Owner shall be bound by the good faith actions of the Board, officers and committee members of the Homeowners Association in the execution of the duties of said Directors, officers and committee members. Nothing contained herein to the contrary shall serve to exculpate members of the Board of Directors from their fiduciary responsibilities, to serve to contravene state or federal law.

Section 5. Construction. Whenever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, whenever the context so requires.

Section 6. Severability. Should any of the covenants, terms or provisions herein imposed be or become unenforceable at law or in equity, the remaining provision of these By-Laws shall, nevertheless, be and remain in full force and effect.

The undersigned Directors of the Lacamas Shores Homeowners Association hereby certify that the within amended By-Laws were duly adopted by the Directors of the Association as the By-Laws of the Association at a meeting of Directors duly held on October 17, 2016 and executed at a meeting of the Directors duly held on November 28, 2016.

Board of Directors:

Matt McCants, President

Date

Tom Kelly, Vice President

Date

Marie Callerame, Secretary

Date

Ron Boyce, Treasurer

Date

Pat Lambert

Date

Janine Smith

Date

Kalani Davis

Date

RECORD OF CHANGES FOR THIS THIRD AMENDMENT

Article II, Definitions: Deleted para. b. and changed remaining paragraphs' alpha id. Para. c. added “and such additions thereto as may hereafter be brought within the jurisdiction of the Association.”

Article III, Purpose: Delete and replace with para III-1 and III-3 of the Articles of Incorporation.

Article IV, Applicability: Add; “The order of precedence is: State Law, the Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation, the By-Laws and Roberts Rules of Order.”

Article VI, Membership and Voting Rights: Rewrite per CC&R's.

Article VII, Quorum, Proxies and Waivers: Section 1, Quorum, Delete last line: “Members voting by mail.....” Section 2, Vote Required to Transact Business: Change to read: “When a quorum is present at any meeting, a simple majority of votes cast shall decide any question brought before such meeting and such vote shall be binding upon all Members, unless.....decision of such question.” Section 3, Right to Vote; Delete: “For any election ofmay deem appropriate.” Section 4, Proxies; Delete “Where voting by.....as directed by the Member”. Section 8, Special Meetings: Change “a majority” to “ten (10) percent”.

Article VIII, Board of Directors, Section 1, Number and Term: Replace the first 2 sentences with: “The number of Directors which shall constitute the whole Board shall be seven (7). Each Director will be elected for a two (2) year term. To provide continuity, three (3) Directors will be up for election one year and four (4) Directors the next year.” Section 2, Vacancy and Replacement: Delete the last sentence. Section 3, Removal: Delete from the second line; “other than a designee to the Developer”. Section 4, Powers. a.1: Delete and replace with: “To fix the annual assessment in an amount not in excess of the maximum (4.4 of the CC&R's). The Board of Directors may ask for an increase in the annual assessment over the maximum and/or establish a special assessment for the membership to approve.” Section 4, Powers, a.2: Delete “roads” and “bank lines”. Section 4. Powers, a.9: add “upon approval of the members of such special assessment”. Section 4. Powers, c: Delete, since the Developer is no longer involved.

Article IX, Officers, Section 4, Term: Replace first sentence with; “The officers shall hold office for a period of one (1) year, or less if the office is no longer needed, or until their successors are chosen and qualify in their stead”.

Article X, Notices, Section 1, Definitions: Add after “may be given” “by email,”.

Article XII, Amendments: Delete last line; “Nor shall any amendment.....infringe upon the Developer's right.....”

Article XIV, General Provisions, Section 1, Fiscal Year; Delete and replace with “The fiscal year of the Association shall be January 1 to December 31.” Section 4, Indemnity and Personal Liability: Delete from the last sentence, “...including those appointed by the Developer....”

2016/07/25 HOA Board mtg
Synopsis

7:04:38 PM - Begin recording. The numbers are hours and minutes from the beginning of the recording.

+ 00:05:00 Opening Ceremonies

- Roll Call - Matt McCants, Marie Callerame, Tom Kelly, Ron Boyce
- Approval of minutes of May 5 and May 16, 2016 Board meetings.
- Report of the officers
- Report of the Committees
- (+00:23) ACC- Marie is still having problems with the ACC form. (*In what manner does it fail to work? Does it still allow the user to modify the form? Does it no longer mail itself to the “new email” address? Marie does not specify what changes she made to the working version of the form that Catherine provided.*)

+ 00:29:00 Old Business

- Boat Dock Maintenance (ongoing issue)
- Discussion of Common Area Request for Proposal (RFP)
(+00:39) Matt asks for comment on Tom Kelley’s draft RFP
(+00:47) Tom Kelley’s draft RFP will be sent around to the board for comment and an August vote.
- (+00:48) Staffing the new committees
(+1:10) Résumés are read, the committees are staffed... then a discussion whether the board should appoint the committee chairs.... Will the committees be allowed to deal directly with the city?
- (+1:13) Update on Gecho landscaping
- +1:39:00 New Business
- (+01:40) Steve Marrinan’s update on the Pete Capell (*Administrator, City of Camas*) call.
Did the city recommend anyone to do our EPA analysis for the wetlands status/study?
Marie understands there was a discussion for over 2 hours with the city...

Heritage Trail or our wetlands maintenance concerns?

Tom Kelly says that “Steve Marrinan can only speak to the city regarding the subjects authorized by the board. If he speaks about other subjects, he has no authority to speak for the board. He has no authority.”

Matt, “We have lots of rumors going around.”

Marie... “Steve Marrinan cannot speak contrary to the board resolutions.”

No decisions reached.

- (+1:43) Update on the Shoreline Protection meeting
A bunch of folks, Neighbors/Board/ City/State walked along the Heritage Trail and noticed that erosion had occurred along the lake shore.
The question seems to be who will pay and when.
Matt says that this is not something the board needs to be involved in.
A motion passes: A statement of support to help the city.
- (1:51) Tom Kelly “I’d like to make a motion to ask the City of Camas that we can proceed to manage and maintain our Storm Water Facility as provided by...” (- a magazine article with a very long title is given here...)
Matt says: “There is a distinct disagreement between what we think it is and what they (the city) think their responsibility is. And, we can certainly ask the question.”
A discussion on the discharge of storm water without treatment into a wetland.
Tom Kelly: “Is there a second to my motion?”
Marie Callerame: “We are thinking about it.”
Ron Boyce: “I’ll second the motion.”
Tom makes the case that the HOA is responsible for maintenance of the storm water facility.
Matt: I’m more concerned with the jurisdiction than the details of the maintenance.
(1:57) Vote: passed.
- Tom Kelly makes a motion: “That Tom Kelly will replace Steve Marrinan as liaison to the city of Camas and deliver the board decision on maintenance.”
Ron Boyce: “I’ll second the motion.”
A discussion on replacing Steve Marrinan while he is not in attendance.
Tom Kelly: “One of the things that Steven Marrinan keeps saying in his emails is the people voted on something. And that vote has... (unintelligible) ... that mail in ballot that was prepared was full of flaws both legally and

procedurally.”

Tom Kelly questions the legality of the vote taken at the annual meeting... not to fund a wet land study that is interfering with the efforts of the HOA to control maintenance of the wetlands.

Discussion on the ballots/proxies used for the Annual meeting

Tom Kelly says, An article written by Mr Harker (*The lawyer retained by the previous board to help organize and run the annual meeting.*) is read... to the effect that Robert’s Rules of order discourages absentee voting. That the right to vote is limited to the members of the organization who are actually in present at the the time of the vote. A further procedural error is that any thing to be voted on must be mailed 30 days before the meeting so that the members can then be able to ask questions and study it... and that was not done.

Marie says something about Steve Marrinan... (*I can’t understand what she says*)... she is interrupted by Matt...

Matt: “I think we are talking about Steve now, right? Whether we should remove him as city liaison?”

Tom Kelly: “Right.”

Marie: “Based on the actions that he took...”

Tom Kelly interrupts

Tom Kelly: “I don’t have... necessarily the proof... but I would think that one of the things he should be discussing with the city is the vote that was done by the people.”

Matt: “Whatever the vote was, that’s irrelevant. There is only one thing that the membership can vote on at the annual meeting and that is to waive the internal audit. Other than that, it is simply a query of information as to what we think the homeowners want. This is a representative government, institution here. The board makes the decision. We can weigh in on what the homeowners want or not. We still make the determination whether to spend money or not to spend money. That’s why we are elected.”

Matt/Marie both... this is an uncomfortable subject... should be discussed in executive session.

Matt suggests that a second city liaison be appointed.

Tom Kelly makes a motion that Ron Boyce be appointed as city liaison to present the issue of HOA maintenance to the city. And that Ron presents to the city our request...that we want permission that we to start doing

maintenance on our storm water facility in accordance with this document. Marie says that makes sense since Steve Marrinan is unwilling to present this maintenance issue to the city.

Tom's motion to add Ron Boyce as City Liaison passed.

- (+2:06) Steve Bang asks that a motion be made nullifying all those ballot measures that were not legal and that they not be used anywhere. Marie says that the "polling question" on the ballots was illegal since the very question violates our CC&Rs 2.7.1 (she reads the CC&Rs) which states that the HOA maintain the common area wetlands. The city requires us (The HOA) to go further with a wetlands expert, we have no choice but to continue to determine what our options are.

Matt: "Yeah, we're doing due diligence. We haven't spent any money. We haven't opened any Pandora's box... We are simply trying to find what we can or can't do."

Steve Bang asks... Maybe a statement about how all those ballots measures were illegal might be useful?

Matt: I don't believe that does us any good. We have the power to decide on any decision that comes before the HOA.

Steve... but it is still being marketed out there. (*Referring to results of ballot measures at Annual Meeting.*)

- (+2:13) Tom Kelly: There was a proposed maintenance plan for the wetlands... Dated February 1988. This stuff has been around and nobody has been paying any attention to it. Tom passes a document around.
- Marie has talked with someone named Martinez and he said that once you have a permit, it goes "with the land" and stays in effect unless you petition to have it changed.

- +2:15:00 Executive Session
- Complaints regarding properties
- Ethics Complaints
- Ontkean Update
- Domain names discussion

Executive Session decisions

- Complaints regarding properties - no information

- Ethics complaint against Marie Callerame - The RLS/HOA board gives her a pass.
- Ontkean Legal suit - no information
- Domain names discussion - a “Demand Letter” is sent to Catherine Arnold. It asks her to turn over the property belonging to the Lacamas Shores HOA.