

Bay Ridge Community Club Minutes from Special Meeting March 30, 2022

This Special meeting was called to order at 7:00 PM by Chairperson, Ken Jameson, Vice President. It was deemed to be a valid meeting with enough people in attendance, as well as proxies, to constitute a quorum and continue with the meeting and to vote for the new Amended Bylaws. For a quorum at the meeting (20% of membership) so we needed 17 at the meeting (either in person or by proxy). We got that – 16 in person and 19 by proxy for a total of 35.

The Chairperson called everyone's attention to the Sign-In Sheet and asked that everyone please be sure that they signed the Sign-In Sheet when they arrived. He also emphasized that everyone check your email and phone number or add these if we don't have them for you. He explained that we are trying to gather this info on all Owner/Members for emergency as well as emails as the most efficient and inexpensive way to communicate.

The Chairperson also pointed out that there is also a Speaker Sign-In Sheet, for you to put your name on, if you speak tonight, as our Secretary is new and does not know you all and this will help her when she creates our meeting minutes.

The Chairperson asked that everyone please note that this is a special meeting regarding our HOA Document changes. We will not be conducting "regular business" tonight; we'll resume our regular agenda at our regular meeting in June. So we need to keep our discussion on topic.

The Chairperson next announced that we have a Quorum with our attendance and Proxy count and can continue the meeting, as well as discuss and take Ballot Votes on the Bylaws. He explained that we do not have the numbers, however, to complete passage of the Amendment to Covenants, so the collection of Consents will be continued by the Board by a door to door approach.

Chairperson made a few quick Announcements:

Next Meeting is our Regular Annual Meeting in June; Tentative Wed, June 29, 2022; same place here in Semiahmoo.

Read your Quarterly Newsletters; next one due out end of April. It should include update on Road Repair and possibly Storm System Work.

Officer Reports:

- Patty Jameson, Secretary, emphasized her need that the Speaker Sign In Sheet be circulated and that if you speak, please sign and clearly Print your Name for her use in creating minutes.

- Judi Jones, Treasurer, announced that Dues are due by the end of April. She explained that we are on a Fiscal Year, which is from May – the following June; not a Calendar Year.

Motion for Debate made by Owner Dwight Luce, Lot #14, and seconded by Owner Cheryl Marshall, Lot 65, opening up discussion and questions about the Bylaws for HOA. Chairperson introduced our HOA Attorney, Kristen Reid of Belcher Swanson Law Firm.

Kristen Reid began by explaining first why we were changing the Bylaws and Covenants, which is because our existing original documents are old and out of date and not in keeping with current laws and customary HOA policies. She also said that many of our policies were confusing and piecemeal, but were now brought under one umbrella. She explained that the approval process of a ballot for the Bylaws and a Consent for the Amendment to Covenants were set up in our original documents.

Kristen Reid explained also that there are a couple of newer RCWs, 2403 and 2403A, that required our language to be updated, to bring them in compliance with these newer RCWs.

Owner Cindy Kisska, Lot #45 distributed a memo to the Board and all members in attendance regarding her objections to Section 8 of the Bylaws. That memo is attached.

Kristen Reid explained that while the language in 8.1 is a bit confusing and not well written, the Board already has authority to hire and contract with employees, which a management company is, so the Board's authority to do this is not solely given by this section, but by RCWs. The Bylaws merely supplement the RCWs.

Kristen Reid pointed out as well that there are many other ways for the Owners to be heard this issue. She explained that one great way is the process of passing a budget to ensure that funds are not approved for hiring a management company. She explained that when our budget is created and adopted by the Board each year, then presented to the Owners for Approval and Ratification, Owners can take action at this point. She explained that the Budget is approved or rejected by a majority of Voters in attendance and by Proxy or 51% of the Owners if all attend. She emphasized that is why low meeting turn out is a problem.

Kristen Reid emphasized that it is important to show up when budgets are presented. She also explained that when you vote for your Board members, chose those that represent your ideas and desires for your community. She said she believed the Board has emphasized to her their desire to be fair and patient with Owners.

Owner Charles Callow, Lot 34, questioned Bylaws Section 4.3.3 and asked if we actually check to be sure that an Owner is in good standing with regard to Dues when they attend a meeting and intend to vote. Judy Jones, Treasurer, said yes, this is confirmed upon check in.

Question re: Covenants made and Kristen Reid explained that our document from 1977 is still in effect. This document covers Land Use regulations and prohibitions. Question re: 6D expressed to be confusing. Kristen Reid went over the changes made to this document.

Clarification was made re: 6.3 explaining the difference between Officers and Directors. Directors are elected by the members; Officers are elected by, and serve at the pleasure of, the Directors. Thus an Officer can be removed and replaced at any time by action of the Board.

Charles Callow, Lot 34, asked where are the Fines addressed. He was directed to the Rules and Regulations, which he seemed to be missing. Patty Jameson, Secretary, read the two paragraphs relating to Fees and Fines. Discussion ensued regarding how Violators would be fined. Audience discussion indicated that many thought our documents were too vague about what an illegally parked car was.

Terra Estep, Lot 50, 8360 Shoreline Court, spoke expressing his concern about car parking rules and questioned how those rules might negatively effect owners, as it might be a hardship to move vehicles and fines might be punitive. Discussion ensued clarifying that cars parked on the street must be operational and movable. In addition, too many cars on owner's property looks bad and is often negatively viewed in the neighborhood, as well as reducing property values. Many expressed a desire to clean up some of the properties with too many cars. It was clarified that fines would only be assessed after talking with owners and warnings being given and even then only after assistance to get help moving broken down cars is offered. It was emphasized that the Board just want the community to look nice and be safe.

Motion to End Debate was made by Owner Dwight Luce, Lot #14, and seconded by Owner Cheryl Marshall, Lot 65.

Consents and Ballots for gathered for Counting.

Chairperson Call for BREAK/RECESS.

Chairperson announced Vote Results, despite most owners having left the meeting.

- Bylaws Passed (33 Yes Votes; 2 No Votes. 35 Votes made up of 16 in person and 19 proxy votes). Passage with an Agreed Upon language change/clarification to Section 8.1. Only the first sentence remains in that section.
- The Amendment to Covenants did not pass as Proxies did not count towards this vote and since our meetings have low turnout, we did not meet the requirement. This requires 66 and 2/3 approval of all owners so 57. We currently have 16 consents so we need 41 more.

Motion to Adjourn the Meeting made by Owner Dwight Luce, Lot #14, and seconded by Owner Cheryl Marshall, Lot 65, at 8:30 PM.

Respectively Submitted.