

LLCC Meetings 101

**DRAFT COPY –
DO NOT DISTRIBUTE BEYOND THE
BOARD OF DIRECTORS**

Practices, rules, and expectations within the LLCC Bylaws

Compiled by Mandy Paradise, 2022

Guiding Questions

1. What constitutes a meeting within our bylaws?
2. What duties and tasks must we adhere to regarding meetings, per our bylaws, RCWs, WACs?
3. How might we improve communications regarding meetings?
4. When it comes to meetings, what do committees need to know and practice?
5. What *best practices* might we continue or start?

What types of meetings occur within LLCC?

Knowing that we are setting a meeting helps us communicate better to the membership.

Annual Membership meeting

Semi-Annual Membership meeting

Special Membership meeting

Board of Director meeting

Special Board of Director meeting

Executive Committee meeting

Committee meetings

Sub-Committee meetings

CAM meetings

Town Hall meetings

Study-session meetings

Workshop meetings

Meetings per the Bylaws

Code of Ethics

B. Open Meetings. All meetings of the Board of Directors and its committees shall be open for observation by all members and their authorized agents, except as otherwise specified by law.

1. How well are we meeting this requirement?
2. Do we have suggestions for improvement?
3. What questions do we have about this?

What constitutes a meeting within LLCC?

Guidelines and common understanding

Bylaws:

- Anytime a quorum of the Board meets together
- A quorum for the transaction of business at any general membership meeting shall be ten percent of the total number of votes of eligible voters, voting either in person, or by proxy

RCWs:

- Anytime owners the owners to which thirty-four percent (34%) of the votes of the association are allocated are present in person or by proxy at the beginning of the meeting.

Needs attention:

What about Committees?

- Anytime a quorum of a committee meets together?
- Resolutions exist or needed?
- Anytime a contractor, service provider, or other entity is meeting with elected representatives?
- Anytime a contractor, service provider, or other entity is meeting with a committee representative?

Budget Meeting per RCW

RCW [64.38.025](#) Board of directors—Standard of care—Restrictions—Budget—Removal from board. (Effective until January 1, 2022.)

(3) Except as provided in RCW [64.90.080](#), [64.90.405](#)(1) (b) and (c), and [64.90.525](#), within thirty days after adoption by the board of directors of any proposed regular or special budget of the association, the board shall set a date for a meeting of the owners to consider ratification of the budget not less than fourteen nor more than sixty days after mailing of the summary. Unless at that meeting the owners of a majority of the votes in the association are allocated or any larger percentage specified in the governing documents reject the budget, in person or by proxy, the budget is ratified, whether or not a quorum is present. In the event the proposed budget is rejected or the required notice is not given, the periodic budget last ratified by the owners shall be continued until such time as the owners ratify a subsequent budget proposed by the board of directors.

- 1. How well are we meeting this requirement?**
- 2. Do we have suggestions for improvement?**
- 3. What questions do we have about this?**

Meetings per Bylaws

Article V - Board of Directors – General; *F. Meetings*

1. Where and When. The Board of Directors shall meet at the office of the Association, unless otherwise necessary, at least monthly.

6. Distance Meeting. Any meeting of the Board of Directors may be conducted by telephone conference call, or similar communications medium, whereby all directors participating are in voice or electronic contact with each other throughout the meeting, subject to all other meeting requirements as set forth herein.

1. How well are we meeting this requirement?
2. Do we have suggestions for improvement?
3. What questions do we have about this?

Meetings per RCW

RCW [64.38.035](#) Association meetings—Notice—Board of directors.

(5) Except as otherwise restricted by the governing documents, meetings of the association may be conducted by telephonic, video, or other conferencing process, if: (a) The meeting notice states the conferencing process to be used and provides information explaining how owners may participate in the conference directly or by meeting at a central location or conference connection; and (b) the process provides all owners the opportunity to hear or perceive the discussion and to comment.

1. How well are we meeting this requirement?
2. Do we have suggestions for improvement?
3. What questions do we have about this?

Meetings per Bylaws

Article V - Board of Directors – General; *F. Meetings*

2. **Notice.** Notice of regular Director meetings shall be given by general reference in mailings to the membership, by electronic communication, and/or by posting at the office and/or clubhouse. Notice of special Board of Directors meetings shall be given, when reasonably possible, to the Directors at least 24 hours prior to the meeting, by personal communication, or reasonable alternate means best calculated to be received. Notice of special Board of Directors meetings shall also be given to the general members at least 24 hours prior to the meeting, when reasonably possible, by posting notice at the office and/or clubhouse.

1. How well are we meeting this requirement?
2. Do we have suggestions for improvement?
3. What questions do we have about this?

Meetings per RCW

RCW [64.38.035](#) Association meetings—Notice—Board of directors.

(2) Not less than fourteen nor more than fifty days **in advance of any meeting of the association**, the secretary or other officers specified in the bylaws shall cause **notice of the meeting** to be provided to each owner in accordance with this chapter.

1. How well are we meeting this requirement?
2. Do we have suggestions for improvement?
3. What questions do we have about this?

Meetings per RCW

RCW [64.38.035](#) Association meetings—Notice—Board of directors.

(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.

- 1. How well are we meeting this requirement?**
- 2. Do we have suggestions for improvement?**
- 3. What questions do we have about this?**

Meetings per RCW

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.

- 1. How well are we meeting this requirement?**
- 2. Do we have suggestions for improvement?**
- 3. What questions do we have about this?**

Meetings per RCW

RCW [64.38.035](#) Association meetings—Notice—Board of directors.

(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.

1. How well are we meeting this requirement?
2. Do we have suggestions for improvement?
3. What questions do we have about this?

Meetings per RCW

RCW [64.38.040](#) Quorum for meeting

Unless the governing documents specify a different percentage, a **quorum** is present throughout any meeting of the association if the owners to which **thirty-four percent** of the votes of the association are allocated are present in person or by proxy at the beginning of the meeting.

- 1. How well are we meeting this requirement?**
- 2. Do we have suggestions for improvement?**
- 3. What questions do we have about this?**

Minutes per the Bylaws

Code of Ethics

C. Open Records. Except as otherwise specified by law, the minutes of any membership, Board, or committee meetings, and all other records of the Association, shall be available for examination by all members and the holders of any mortgages on any lots and their authorized agents, on reasonable notice, and upon payment of reasonable costs incurred to provide the same.

1. How well are we meeting this requirement?
2. Do we have suggestions for improvement?
3. What questions do we have about this?

Agenda per the Bylaws

Part A

5. Agenda. The notice of any membership meeting shall include the agenda for the meeting, as set by the Board of Directors. The agenda for membership

1. How well are we meeting this requirement?
2. Do we have suggestions for improvement?
3. What questions do we have about this?

Agenda per the Bylaws

Part B

In order to be fair to members unable to attend, neither the agenda nor any items on it may be amended during the course of the meeting, and all items to be voted on shall be considered as presented without amendment or modification.

- 1. How well are we meeting this requirement?**
- 2. Do we have suggestions for improvement?**
- 3. What questions do we have about this?**

Action Items?

- What next?
- Which first?



**What did we
miss?**

Future discussion

Further Considerations

Planning for a strong system

Might we benefit from formal training?

- HOA professional trainers
- Meeting facilitation skills and practices
- Legal guidance
 - What is the LLCC lawyer able to provide?

What is at stake if we get it wrong?

- What happens if we misinterpret?
- Would we know it if we did?
- What would our community want from us?