



ARTICLE VIII
POWERS AND DUTIES OF DIRECTORS

Section 1: Powers

ISSUE #1

- a. Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests and establish penalties for the infractions.
- b. Suspend the voting rights of a member during any period in which such member is in default in the payment of any assessment levied by the Association. Such rights also may be suspended after notice and hearing, for a period not to exceed sixty (60) days for infractions of published rules and regulations.
- c. Exercise for the Association all powers, duties and authority delegated to this Association and not reserved to the membership by other provisions of the Bylaws or Declaration.
- d. Declare the office of a member of the Board of Directors to be vacant in the event such member is absent from three (3) consecutive regular meetings of the Board of Directors.

Section 2: Duties

- a. Keep a complete record of all its acts and Association business and present a statement at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-half (1/2) of the members.
- b. Supervise officers, agents and employees of this Association, and see that their duties are properly performed.
- c. Cause all officers or employees having fiscal responsibilities to be bonded, as deemed appropriate.
- d. Cause the Common Areas to be maintained.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1: Enumeration of Officers The officers of this Association are a president, vice-president, secretary and treasurer, who at all time are members of the Board of Directors, and other officers or committee chairs as the Board may from time to time by resolution create.

Section 2: Election of Officers The election of officers takes place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3: Term The officers of this Association are elected annually to the Board and each holds office for two (2) years unless he sooner resigns, or is removed or otherwise disqualified to serve.

Section 4: Resignation and Removal Any officer may be removed from office, with cause, by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect at time specified; and unless otherwise specified the acceptance of such resignation is not necessary to make it effective.

Section 5: Vacancies A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy serves for the remainder of the term of the officer he replaces.

Section 6: Multiple Offices The offices of secretary and treasurer may be held by the same person. No person simultaneously holds more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 7: The duties of the officers are as follows:

- a. President: The president presides at all meetings of the Board of Directors; sees that orders and

MARKUP #1 ->

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE

BOARD & COUNSEL REVIEW

Sec. 1 (p. 4): Voting rights suspension clause lacks Washington statutory notice, hearing due process, or delinquency safeguards (RCW 64.38.020(11) & RCW 64.90.405(2)(k)).

Statutory / Legal Reference: RCW 64.38.020(11) & RCW 64.90.405(2)(k); RCW Ch. 64.90 (WUCIOA), RCW Ch. 64.38 (HOA Act) & WAC 308-124C (WA DOL Association Management Rules); RCW Ch. 24.03A (Washington Nonprofit Corporation Act)

Statutory Comparison: Under Washington community association and nonprofit corporation statutes (RCW 64.38.020(11) & RCW 64.90.405(2)(k); RCW Ch. 24.03A (Washington Nonprofit Corporation Act)), member voting rights are a fundamental corporate governance right and may not be summarily suspended without strict compliance with statutory delinquency thresholds, prior written notice, and an opportunity to be heard.

CURRENT WORDING IN DOCUMENT:

b. Suspend the voting rights of a member during any period in which such member is in default in the payment of any assessment levied by the Association. Such rights also may be suspended after notice and hearing, for a period not to exceed sixty (60) days for infractions of published rules and regulations.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Provided that any suspension of voting or membership privileges (to the extent permitted by Washington law) shall require prior written notice to the Owner, a reasonable opportunity to be heard, and strict compliance with RCW 64.38.020(11) & RCW 64.90.405(2)(k) and RCW Ch. 24.03A (Washington Nonprofit Corporation Act).