

20 days after the date such notice shall have been mailed, on or before which all votes must be received; and (3) state that votes must be sent to the address of the Association specified on the notice and ballot. Votes received after the specified date shall not be counted. Any such proposal shall be adopted if approved by the affirmative vote of not less than a majority of the votes entitled to be cast on such question, unless a greater voting requirement is established by the Articles of Incorporation, M & P Covenants, or Bylaws for the matter in question.

- (c) Hand delivery of a vote in writing to the principal office of the Association shall be equivalent to receipt of a vote by mail at such address for the purpose of this Bylaw Paragraph 2.2.7.
- (d) For purposes of a vote by mail, quorum requirements shall be deemed satisfied based on the number of ballots timely submitted. If a sufficient number of ballots are not received by the Association by the required date to either constitute a quorum, or to approve a proposal, the Board may extend the date for solicitation of ballots on further notice to all Owners of not less than ten (10) days and no more than thirty (30) days of the new date for counting of ballots. In that event all ballots previously cast on the proposal shall be counted. No such vote may be extended by more than a total of sixty (60) days.

2.2.8. Order of Business. The order of business at all meetings of the Owners of Lots shall be conducted in accordance with Robert’s Rules of Order and shall be as follows, unless dispensed with by motion:

- (a) Roll call.
- (b) Proof of Notice of meeting or waiver of notice.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of Directors.
- (g) Unfinished business.
- (h) New business.
- (i) Adjournment.

2.3. Suspension of Membership.

~~During any period in which an Owner shall be in default in the payment of any assessment levied by the Association, the voting rights of said Owner may be suspended by the Board until such assessment has been paid. An Owner’s voting rights may also be suspended after notice and a hearing, for a period not to exceed sixty (60) days, for violation of any provision of the Articles of Incorporation, M & P Covenants, Bylaws, or the rules and regulations established by the Board. In the event voting rights of an Owner are suspended, that Owner’s vote(s) shall not be counted for any purpose, including establishment of a quorum and whether any required majority or supermajority has been achieved.~~

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3. BOARD OF DIRECTORS

3.1. In General.

The operation of the Association shall be governed by a Board of Directors composed of at least three (3), but not more than five (5) Members (Owners). The Board’s powers are set forth in Article 11 of the Articles of Incorporation.

MARKUP #1 ->

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE

BOARD & COUNSEL REVIEW

Sec. 2.3 (p. 6): 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:

by the Association, the voting rights of said Owner may be suspended by the Board until such assessment has been paid. An Owner’s voting rights may also be suspended after notice and a hearing, for a period not to exceed sixty (60) days, for violation of any provision of the Articles of Incorporation, M & P Covenants, Bylaws, or the rules and regulations established by the Board.

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).

ISSUE #1