

**IMPORTANT NOTICE**  
**Governing Documents Modified by RCW 64.90 as of January 1, 2026**

**Disclaimer:** This document represents the Board’s understanding and analysis of statutory provisions based on our review of the controlling statute, RCW 64.90. It does not constitute a legal opinion. Every homeowner is encouraged to study the law for themselves and to alert the board if they believe there are any errors in this memorandum.

**Multiple provisions in our governing documents have been superseded by statute.** As of December 8, 2025, this includes provisions relating to the budget process and requirements for reserve studies. These provisions (or an earlier version of them) have been in effect for our association since 2018.

As of January 1, 2026, additional statutory requirements will supplement and to some degree replace provisions for noticing and conducting Member and Board Meetings. Other statutory provisions that are currently or will become effective in January 2026 impose additional requirements not specifically addressed in our governing documents.

The two tables below summarize the changes. The first table is an abbreviated cross-reference between statute and governing documents. The second table includes key content of both. Please note the statute may be amended from time to time. You should consult the latest version of the statute if you are reviewing this document after 2025. For your convenience, cited key statutory provisions as they existed on the date of this notice are attached as well as one additional resource shared by the South Bay Homeowners Association.

NOTE: The full statute (RCW 64.90) will be applicable to our association on January 1, 2028. This will supersede additional provisions of our governing documents. It may be necessary or advisable to amend our governing documents to ensure compliance with the statute.

<b>SUMMARY TABLE – SUBJECT AND SOURCES</b>		
<b>Subject</b>	<b>RCW 64.90 provision and effective date for us</b>	<b>Effect on TVHA’s governing documents</b>
<b>Budget &amp; Assessments</b>	RCW 64.90.525 (2018)	Suppl. Decl. Art. 7.3-7.5 – procedures for setting budget and assessments <b>fully replaced</b> by statute, Bylaws Art.VI, Sec.2(c)(1) (timing).
<b>Reserve Study</b>	RCW 64.90.545 (2018)	<b>Replaces</b> full discretion in Suppl. Decl. Art. 5.2.10 with mandatory requirements
<b>Annual Assessment Requirement</b>	RCW 64.90.480(1) (2018)	This is already our practice and consistent with Suppl. Decl. Art 7.1
<b>Meeting Requirements</b>	RCW 64.90.445 (1/1/2026)	<b>Replaces some and adds other requirements</b> to less detailed meeting requirements in Suppl.

		Decl. Art. 17.8, Bylaws Art. III, sec. 1, Art. IV. Sec. 5, Art. V.
<b>Method of dues payment</b>	RCW 64.90.480(10) (1/1/2026)	Not addressed in our documents
<b>Emergency and Emergency Powers</b>	RCW 64.90.502 (1/1/2026)	Little if anything specific in our documents
<b>ARC-related (Heat pumps &amp; EV charging stations)</b>	RCW 64.90.513 & .580 (1/1/2026)	Likely addressed in South Bay Decl./ARC standards, nothing in our documents

<b>Provisions of RCW 64.90 already applicable to our association vs. related provisions of our governing documents</b>		
<b>Budget/ Assessment Process</b>	<b>RCW 64.90.525 – supersedes governing documents.</b> The statute has governed our budget process since 2018. The board adopts a budget, sends notice to members within 30 days of adoption, and sets a meeting for members to consider ratification. The notice must include specific information listed in the statute. The meeting must be set within 14 to 50 days after the budget notice is sent out. The budget is ratified unless at least 51% of the <i>eligible</i> votes (for us, one per lot) reject the budget. No quorum is required. If these steps are not followed or the majority rejects the budget, the last ratified budget remains in effect. NOTE: the statute allows governing documents to require a “larger percentage” to <i>reject</i> the budget. This language does not save the converse (60% quorum and 2/3 approval) provisions of our governing documents.	<b>Suppl. Decl. Art. 7.3- 7.5 (superseded by statute).</b> Art. 7 allows the board to adopt budget/set assessment without member vote if it does not exceed a 5% or CPI-based increase. Larger increases require a 60% quorum and 2/3 majority of those voting to approve. Notice must go out 30 to 50 days before meeting. <i>See also</i> Art. 5, sec. 5.6.1 (requires pro forma operating stmt 60 days before start of year); Bylaws Art VI.2(c) (fix assessment 30 days before due).
<b>Special Assessment</b>	<b>RCW 64.90.525(3) – supersedes governing documents.</b> Same procedures apply as for regular budget (discussed above).	<b>Suppl. Decl. Art. 7.4 (superseded by statute).</b> Allows up to 5% special assessment without member vote. For more, it requires 60% quorum and majority vote.
<b>Reserve Studies</b>  <b>RCW 64.90.545</b>	<b>RCW 64.90.545 -- adds mandatory requirements.</b> Requires a reserve study every year (with some exceptions, none of which apply to us). Every third year, the study must be performed by a professional based on a site visit. Governing documents may require more (ours do not). Specifics of what must be in a	<b>Suppl. Decl. 5.2.10 (modified by statute)</b> allows our board to create reserve funds “in its sole and absolute discretion.” A <b>2011 Board Resolution</b> established a reserve fund policy, which requires reserve

	<p>reserve study are set out in RCW 64.90.550, but that does not yet apply directly.</p> <p>Note: Information about the reserve study and fund status must be included in the budget disclosure documents, RCW 64.90.525(2)(e), (f).</p>	<p>studies every three years but does not require the study be done by a professional <b>(modified by statute)</b>. A <b>2017 Balanced Budget Policy</b> specifies steps to remove money from reserve funds. The statutory sections currently applicable do not modify the policy for using funds.</p>
<b>Other Sections applicable</b>	<p>Additional sections already applicable to us include: 64.90.370, .405(1)(b), and .010. These are generally administrative provisions, addressing which sections are applicable to which associations, ways to opt-in to the full statute before 2028, and definitions. They do not require substantive changes in how we conduct business. Section 64.90.480(1) requires assessments be made at least annually. While substantive, this provision does not modify how we currently impose assessments or conflict with governing documents.</p>	

<b>Additional provisions of RCW 64.90 that apply to us on January 1, 2026</b>		
<p><b>Conduct of Meetings</b></p> <p><b>Member Meetings</b></p>	<p><b>RCW 64.90.445 supersedes some and supplements other provisions in governing documents.</b> This section provides detailed procedures for sending notice and conducting both Member and Board Meetings.</p> <p>Member Meetings must be noticed 14 to 50 days in advance. Agendas must be made available at the same time notice is given.</p> <p>A different section of statute that is <i>not yet</i> applicable to us provides 20% is quorum for Member Meetings. RCW 64.90.450. Since this does not yet apply, we still require 25% per Art. III for Member Meetings. Quorum rules for budget/assessment approval are governed by statute.</p>	<p><b>Bylaws Art III is superseded by statute as to time, content, and conduct of meetings but not general quorum rules for Member Meetings.</b> Art III addresses member meetings and requires notice 30 to 60 days in advance with time, date, place and purpose only if a special meeting. “Non-annual” meetings may be noticed by an adopted schedule or on 10 days notice. Quorum for Member Meetings is 25% unless otherwise provided, which still controls. Any quorum rule for budget/assessment approval is replaced by statutory provisions specific to that topic.</p>
<b>Board Meetings</b>	<b>RCW 64.90.445 (cont’d) supersedes and supplements what governing documents</b>	<b>Governing documents mostly do not address.</b>

	<p><b>require as to Board Meetings.</b> Must be noticed 14 days in advance or through a published schedule. Seven days notice allowed for unanticipated events. Agenda must be given by same deadline. Copies of materials given to board must be made available to members. Meetings must be open unless purpose is within exception for executive session. The meeting must include a 15 minute comment period at the outset. Ministerial actions may be taken outside of meeting by unanimous consent (limited use, such as approval of minutes or matters that must be ratified). Challenges to action taken must be within 90 days of publication of approved minutes.</p>	<p><b>Bylaws Art IV</b> addresses board election, terms, etc. <b>Art V</b> addresses board meetings “at such place and time selected” by the board, quorum is majority of board. Only specific time noted is three days for special meetings, though 10 days for non-annual member meeting above might apply. Need not determine whether the 10-day rule applies to Board Meetings because statute requires 14 days (as of 1/1/26).</p>
<p><b>Method of dues payment</b></p>	<p><b>RCW 64.90.480(10).</b> Must allow a no-cost method of paying dues.</p>	<p>Nothing in governing documents but we already do that.</p>
<p><b>Emergency and Emergency Powers</b></p>	<p><b>RCW 64.90.502.</b> Defines emergency and establishes emergency powers.</p>	<p>We have provisions in Suppl. Decl. (Art 17.8) and Bylaws (Art. V, Sec. 2) that allow for special meeting on 3 days notice. Did not find specific emergency provisions.</p>
<p><b>ARC-related</b></p>	<p><b>RCW 64.90.513 and .580</b> address electric charging stations and heat pumps. These will be addressed, if at all, through South Bay ARC rules.</p>	<p>We have no related provisions.</p>

**Attachments:**

- RCW 64.90.445 (Meetings)
- RCW 64.90.525 (Budget)
- RCW 64.90.545 (Reserve Study)
- Memorandum from SBCA (prepared by their counsel)
- (Note: typographical error incorrectly cites Meetings provisions (correct is RCW 64.90.445))

**RCW 64.90.445 Meetings.** (1) The following requirements apply to unit owner meetings:

(a) A meeting of the association must be held at least once each year. Failure to hold an annual meeting does not cause a forfeiture or give cause for dissolution of the association and does not affect otherwise valid association acts.

(b) (i) An association must hold a special meeting of unit owners to address any matter affecting the common interest community or the association if its president, a majority of the board, or unit owners having at least 20 percent, or any lower percentage specified in the organizational documents, of the votes in the association request that the secretary call the meeting.

(ii) If the association does not provide notice to unit owners of a special meeting within 30 days after the requisite number or percentage of unit owners request the secretary to do so, the requesting members may directly provide notice to all the unit owners of the meeting. The unit owners may discuss at a special meeting a matter not described in the notice under (c) of this subsection but may not take action on the matter without the consent of all unit owners.

(c) An association must provide notice to unit owners of the time, date, and place of each annual and special unit owners meeting not less than 14 days and not more than 50 days before the meeting date. Notice may be by any means described in RCW 64.90.515. The notice of any meeting must state the time, date, and place of the meeting and the items on the agenda, including:

(i) The text of any proposed amendment to the declaration or organizational documents; and

(ii) Any proposal to remove a board member or, if the declaration or organizational documents provide for the election of officers by the unit owners, any proposal to remove an officer.

(d) Unit owners must be given a reasonable opportunity at any meeting to comment regarding any matter affecting the common interest community or the association.

(e) A meeting of unit owners is not required to be held at a physical location if the meeting is conducted in accordance with subsection (3) of this section.

(f) In the notice for a meeting held at a physical location, the board may notify all unit owners that they may participate remotely in the meeting by a means of communication described in subsection (3) of this section.

(2) The following requirements apply to meetings of the board and committees authorized to act for the board:

(a) Meetings must be open to the unit owners except during executive sessions, but the board may expel or prohibit attendance by any person who, after warning by the chair of the meeting, disrupts the meeting. The board and those committees may hold an executive session only during a regular or special meeting of the board or a committee. A final vote or action may not be taken during an executive session.

(b) An executive session may be held only to:

(i) Consult with the association's attorney concerning legal matters;

(ii) Discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;

(iii) Discuss labor or personnel matters;

(iv) Discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the association at a disadvantage; or

(v) Prevent public knowledge of the matter to be discussed if the board or committee determines that public knowledge would violate the privacy of any person.

(c) For purposes of this subsection, a gathering of members of the board or committees at which the board or committee members do not conduct association business is not a meeting of the board or committee. Board members and committee members may not use incidental or social gatherings to evade the open meeting requirements of this subsection.

(d) During the period of declarant control, the board must meet at least four times a year. At least one of those meetings must be held at the common interest community or at a place convenient to the community. After the transition meeting, unless the organizational documents provide otherwise, and except as otherwise provided in subsection (3) of this section, all board meetings must be at the common interest community or at a place convenient to the common interest community.

(e) At each board meeting, the board must provide a reasonable opportunity for unit owners to comment regarding matters affecting the common interest community and the association. The board must provide at least 15 minutes at the beginning of each meeting for unit owners to comment about agenda items before the board votes. The board may place reasonable time restrictions of not less than 90 seconds per owner per unit, except that the time per owner per unit may be reduced and allocated equally if more than 10 unit owners wish to comment.

(f) Unless the meeting is included in a schedule given to the unit owners, the secretary or other officer specified in the organizational documents must provide notice of each board meeting to each board member and to the unit owners. The notice must be given at least 14 days before the meeting and must state the time, date, place, and agenda of the meeting. Notwithstanding the foregoing, notice of a meeting to address an event or condition that could not have been reasonably foreseen and for which it is impracticable to provide notice as otherwise required by this chapter must be given at least seven days before the meeting and by means of electronic communication to unit owners whose electronic address or phone number is known to the association.

(g) If any materials are distributed to the board before the meeting, the board must make copies of those materials reasonably available to the unit owners, except that the board need not make available copies of unapproved minutes or materials that are to be considered in executive session.

(h) Notwithstanding the governing documents, fewer than all board members may participate in a regular or special meeting by or conduct a meeting through the use of any means of communication by which all board members participating can hear each other during the meeting. A board member participating in a meeting by these means is deemed to be present in person at the meeting.

(i) Prior to the transition meeting, without a meeting, the board may act by unanimous consent as documented in a record by all its members. Actions taken by unanimous consent must be kept as a record of the association with the meeting minutes. After the transition

meeting, the board may act by unanimous consent only to undertake ministerial actions, actions subject to ratification by the unit owners, or to implement actions previously taken at a meeting of the board.

(j) A board member who is present at a board meeting at which any action is taken is presumed to have assented to the action taken unless the board member's dissent or abstention to such action is lodged with the person acting as the secretary of the meeting before adjournment of the meeting or provided in a record to the secretary of the association immediately after adjournment of the meeting. The right to dissent or abstain does not apply to a board member who voted in favor of such action at the meeting.

(k) A board member may not vote by proxy or absentee ballot.

(l) Even if an action by the board is not in compliance with this section, it is valid unless set aside by a court. An action seeking relief for failure of the board to comply with this section may not be brought more than 90 days after the minutes of the board of the meeting at which the action was taken are approved or the record of that action is distributed to unit owners, whichever is later.

(3) Notwithstanding the governing documents, any meeting may be held by telephonic, video, or other conferencing process if:

(a) The meeting notice states the conferencing process to be used and provides information explaining how to participate in the conference;

(b) The process provides all participants the opportunity to hear or perceive the discussion and to comment as provided in subsection (2)(e) of this section;

(c) Any votes of the board members are conducted by roll call or other verbal vote; and

(d) Any person entitled to participate in the meeting is given the option of participating by telephone.

(4) Minutes of all unit owner meetings and board meetings, excluding executive sessions, must be maintained in a record. The decision on each matter voted upon at a board meeting or unit owner meeting must be recorded in the minutes. [2025 c 119 s 16; 2024 c 321 s 316; 2021 c 227 s 13; 2019 c 238 s 210; 2018 c 277 s 310.]

**RCW 64.90.525 Budgets—Assessments—Special assessments.** (1) (a)

Within thirty days after adoption of any proposed budget for the common interest community, the board must provide a copy of the budget to all the unit owners and set a date for a meeting of the unit owners to consider ratification of the budget not less than fourteen nor more than fifty days after providing the budget. Unless at that meeting the unit owners of units to which a majority of the votes in the association are allocated or any larger percentage specified in the declaration reject the budget, the budget and the assessments against the units included in the budget are ratified, whether or not a quorum is present.

(b) If the proposed budget is rejected or the required notice is not given, the periodic budget last ratified by the unit owners continues until the unit owners ratify a subsequent budget proposed by the board.

(2) The budget must include:

(a) The projected income to the association by category;

(b) The projected common expenses by category;

(c) The amount of the assessments per unit and the date the assessments are due;

(d) The current amount of regular assessments budgeted for contribution to the reserve account;

(e) A statement of whether the association has a reserve study that meets the requirements of RCW 64.90.550 and, if so, the extent to which the budget meets or deviates from the recommendations of that reserve study; and

(f) The current deficiency or surplus in reserve funding expressed on a per unit basis.

(3) The board, at any time, may propose a special assessment. The assessment is effective only if the board follows the procedures for ratification of a budget described in subsection (1) of this section and the unit owners do not reject the proposed assessment. The board may provide that the special assessment may be due and payable in installments over any period it determines and may provide a discount for early payment. [2025 c 119 s 22; 2018 c 277 s 326.]

**RCW 64.90.545 Reserve study.** (1) Unless exempt under subsection (2) of this section, an association must prepare and update a reserve study in accordance with this chapter. An initial reserve study must be prepared by a reserve study professional and based upon either a reserve study professional's visual site inspection of completed improvements or a review of plans and specifications of or for unbuilt improvements, or both when construction of some but not all of the improvements is complete. An updated reserve study must be prepared annually. An updated reserve study must be prepared at least every third year by a reserve study professional and based upon a visual site inspection conducted by the reserve study professional.

(2) Unless the governing documents require otherwise, subsection (1) of this section does not apply (a) to common interest communities containing units that are restricted in the declaration to nonresidential use, (b) to common interest communities that have only nominal reserve costs, or (c) when the cost of the reserve study or update exceeds ten percent of the association's annual budget.

(3) The governing documents may impose greater requirements on the board. [2018 c 277 s 330.]

**WUCIOA (5129 S.SL) and Amendments to Bylaws**  
**Washington Uniform Common Interest**  
**Ownership Act (WUCIOA)**

The following changes take effect **January 1, 2026**:

1. RCW 64.90.405(1)(b)(c). All associations must (1)(b) Adopt budgets as provided in RCW 64.90.525; and (1)(c) Impose assessments for common expenses on the unit owners as provided in RCW 64.90.480(1) and 64.90.525. RCW 54.90.525 was already applicable with respect to how Associations had to adopt budgets.
2. RCW 64.90.455, Owner and Board meetings. RCW 64.90.455 will become effective January 1, 2026, with respect to how the Association and Board conduct meetings, give notice of meetings, and administer the Association’s business and affairs. This is one of the primary reasons to amend the Bylaws as will be discussed below. <https://app.leg.wa.gov/RCW/default.aspx?cite=64.90.445>
3. RCW 64.90.480(10). ***“An association must provide at least one method of accepting payment of assessments from unit owners at no charge or as a common expense.”***
4. RCW 64.90.502, Emergency Response. This section already existed under WUCIOA, and it is unchanged by 5129 S. SL, except to make 64.90.502 applicable to non-WUCIOA CICs. Please see link to statute: <https://app.leg.wa.gov/RCW/default.aspx?cite=64.90.502>. Generally speaking, RCW 64.90.502 grants the Board the authority and power to take action it considers necessary, as a result of an emergency, in a manner reasonable under the circumstances. An emergency is defined as a: (a) threat to health or safety of the public or residences of the CIC; (b) threat to the habitability of units; or (c) risk of substantial economic loss to the association. The circumstances under which the Board can exercise emergency powers are narrowly defined.
5. RCW 64.90.513, Electric Vehicle Charging Stations. A subsection (1)(c) was added to RCW 64.90.513 prohibiting an association of single family homes, site condominiums, or a planned use development, where the units are not immediately adjacent to each other, from requiring approval for the installation of an electric vehicle charging station; unless the charging station is installed (i) within or upon a common element; or (ii) is connected to a common electrical power supply line. The rest of RCW 64.90.513 was not changed. Please see link to statute for more information on association’s ability to regulate electric vehicle charging stations: <https://app.leg.wa.gov/RCW/default.aspx?cite=64.90.513>
6. RCW 64.90.580. Cannot prohibit or unreasonably restrict heat pump installations. <https://app.leg.wa.gov/RCW/default.aspx?cite=64.90.580>
7. Note: RCW 64.90.545 on reserve studies already applied to all CICs and continues to apply to all CICs.

## RCW 64.90.455, Board and Owner Meetings.

### 1. Owner Meetings, Sub-section (1).

- Must be held at least once each year.
- Special meetings may be called by the president, a majority of the board, or unit owners having at least 20% of the total votes.
- If a meeting is called by unit owners, the requesting members may directly provide notice to all unit owners if the Association fails to do so in 30 days.
- Notice of meetings of the owners required not less than 14 nor more than 50 days before the meeting date.
- The notice must be given as described in RCW 64.90.515, which requires notice in a tangible medium. "Notice provided in a tangible medium may be transmitted by mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire or wireless equipment that transmits a facsimile of the notice." Notice may be provided by electronic transmission under RCW 64.90.515 to unit owners and board members who have consented in the form of a record, to receive electronically transmitted notice and have designated an e-mail address to be used for such electronic transmittals.
- The notice of owner meetings must include "material that this chapter [RCW 64.90] or the governing documents requires or permits to accompany the notice." The notice must contain the time, date, and place of the meeting and the items on the agenda, including (i) the text of any proposed amendment to the declaration or organizational documents; and (b) any proposal to remove a board member, or if the declaration or organizational documents provide for the election of officers by the unit owners, any proposal to remove an officer.
- Opportunity to Comment at Owner Meetings. "Unit owners must be given a reasonable opportunity at any meeting to comment regarding any matter affecting the common interest community or association."
- Allows for meetings to be held electronically/remotely, in accordance with RCW 64.90.455(3). RCW 64.90.455 subsection (3) contains a new requirement that if the Board conducts a meeting by telephonic, video or other conferencing process, the Association must allow people to participate by telephone. RCW 64.90.455(3)(d).
- ***You should consult RCW 64.90.455(3) prior to conducting meetings by video, telephonic, or other remote conferencing process.***

2. **Board Meetings, RCW 64.90.455, Sub-section (2).** This sub-section is the one that requires the most changes with respect to association bylaws.

- ***Conducting Board Meetings.***
  - ***Meetings of the Board and Committees of the Board must be open to the owners, except during executive sessions;*** No closed-door meetings or informal meetings without giving notice. RCW 64.90.445(2)(a).
  - May expel or "prohibit attendance" of an owner that disrupts Board meetings. RCW 64.90.445(2)(a).
  - ***Executive sessions can only be held during a regular or special meeting of the Board.*** RCW 64.90.445(2)(a). This means the board must give notice of a meeting and hold a

special or regular meeting, with a quorum, to have an executive session.

- ***A final vote or action may not be taken during an executive session;*** the Board will need to adjourn from executive session and vote “in open” during the meeting.
- ***Can only hold an executive session for limited purposes set forth in RCW 64.90.455(b).*** <https://app.leg.wa.gov/RCW/default.aspx?cite=64.90.455>
- ***Incidental Gatherings.*** “A gathering of members of the board or committees at which the board or committee members do not conduct association business is not a meeting of the board or committee.” However, the Association cannot use incidental or social gatherings to evade the open meeting requirements.
- ***Comment Period. At each board meeting, the Board must allow fifteen minutes at the beginning of each meeting for unit owners to comment on the agenda items before the board votes.*** Reasonable time restrictions can be placed of not less than 90 seconds per owner per unit, except if more than ten owners wish to comment (in which case the time allotted per owner could be less). RCW 64.90.445(2)(e).
- ***Remote Participation.*** Board members can participate remotely, e.g., by telephone if all members participating can hear each other. A member participating in a meeting by these means is deemed to be present in person at the meeting. RCW 64.90.455(2)(f).
- ***No Unanimous Consent – No Resolutions. This is a significant change in how Association’s conduct business.*** “The board may act by unanimous consent only to undertake ministerial actions, actions subject to ratification by the unit owners, or to implement actions previously taken at a meeting of the board.” ***Effectively, this means that aside from limited exceptions, such as for ministerial actions, the Board cannot vote by e-mail or unanimously act by resolution outside of a duly called Board meeting.*** RCW 64.90.455(2)(i).
- ***No proxy voting.*** Board members were never allowed to vote by proxy; they still aren’t. RCW 64.90.455(2)(k).
- ***Minutes in form of Record.*** “Minutes of all unit owner meetings and board meetings, excluding executive sessions, must be maintained in a record. The decision of each matter voted upon at a board meeting or unit owner meeting must be recorded in the minutes.” RCW 64.90.455(4).
- ***Notice – Board Meetings.***
- ***Scheduled Meetings. No notice of Board meetings is required if they are held pursuant to “a schedule given to the unit owners”.*** Our recommendation for Boards is to adopt an established meeting schedule each month, so boards do not have to give notice of each individual board or committee meeting. RCW 64.90.445(2)(f).
- ***14 days’ notice*** is required for “each” board meeting (unless the board meeting is regularly scheduled).
- The notice must state the time, date, place ***and agenda of the meeting.***
- ***Exception to 14 days’ Notice for Unforeseen Circumstances.*** If an event or condition could not have been reasonably foreseen or if it would have been impracticable to provide 14 days’ notice, the Board must give at least ***seven days’ notice*** of a board meeting. The notice for a Board meeting for unforeseen circumstances, on seven days’ notice, must be given in a tangible medium ***and*** “by means of electronic communication to unit owners who electronic address or phone number ***is known*** to the Association.
- ***Distribution of Materials.*** “If any materials are distributed to the board before the meeting, ***the board must make copies of those materials reasonably available to the unit owners,*** except that the board need not make available copies of unapproved minutes or materials that are to be considered in executive session.” The requirement to

distribute materials does not require “notice” of the materials in a tangible medium; Rather, it requires that the materials be made reasonably available. Posting the meeting materials on the Association’s website or a portal would likely suffice for distribution of the meeting materials.

- Bar Date to Challenge to Board Actions. One good provision that comes from WUCIOA is a “bar date” as to when owners are no longer allowed to challenge an action of the Board.
- 90 Days. An action for failure of the board to comply with RCW 64.90.455 (Board meetings) may not be brought more than 90 days after the minutes of the board meeting at which the action was taken are approved or the record is distributed to the owners, whichever is later.
- Recommendation. The Board should adopt a process to approve Board meeting minutes, as a ministerial act, prior to the next Board meeting. The Board should adopt a resolution (by Board vote) setting forth the process by which the secretary will prepare meeting minutes and transmit the meeting minutes to the Board for review, and if no objections by the Board, the meeting minutes shall be deemed approved and may be distributed to the unit owners. This will start the 90-day clock ticking to challenge a decision or action of the Board with respect to those approved meeting minutes.
- Example Resolution. The Board could adopt a resolution that “The secretary shall read the minutes of the meeting at the end of each meeting, and the Board shall vote to approve such meeting minutes, subject only to those ministerial changes or edits to the minutes, as may be made by the secretary. If any ministerial changes or edits are made to the meeting minutes by the secretary, then prior to transmitting the meeting minutes to the owners, the secretary shall provide the revised meeting minutes to the Board members for review. If none of the Board members object to the meeting minutes within three (3) days, the minutes as approved at the meeting and revised for any ministerial edits or changes, shall be deemed adopted and shall be distributed to the unit owners.”

### 3. Remote/Electronic Meetings.

- Telephonic, Video, and Other Conferencing Process is Allowed for Owner and Board Meetings.
  - Meeting notice must state the conferencing process to be used.
  - Must explain how owners and board members may participate in the conference.
  - All participants must be able to hear and perceive discussion and have opportunity to comment.
  - All votes of board members are conducted by roll call or other verbal vote; and
  - ***Any person entitled to participate in the meeting is given the option of participating by telephone.***

***This document is being provided for informational purposes only. It is not intended to be legal advice to any community association.***