

MEMORANDUM

TO: Michelle Haneberg
FROM: Phil Bastian
DATE: 12 December 2019
RE: Meetings, Agenda

At the request of Michelle Haneberg, I offer the following law regarding Board meetings and agendas.

RCW [64.90.445](#)

Meetings.

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

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(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.

(f) Unless the meeting is included in a schedule given to the unit owners or the meeting is called to deal with an emergency, 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 fourteen days before the meeting and must state the time, date, place, and agenda of the meeting.

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(l) 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.

I understand your question to be the following:

QUESTION: If a board provides notice of board meeting by "a schedule" which includes only date, time and place of meeting, but fails to include an agenda and thereafter – prior to the board meeting -- fails to provide any subsequent notice of the agenda or notice of proposals to be voted upon at the board meeting, may the board vote upon such proposals at that meeting?

ANALYSIS: RCW 64.90.445(2)(f) requires that notice be given of every regular board meeting. The statute also indicates that notice includes date, time and place and an agenda which identifies matters that are expected to be discussed and voted upon at the meeting. This prevents a board from acting in “the dark” or taking action without the knowledge of the membership. It is my opinion that RCW 64.90.445(2)(f) does not permit the Board to take significant action without proper notice to the membership and without providing the membership an opportunity to respond to the board’s proposed action.