

Policy and Procedure for Remote (Zoom) Participation in Regular Monthly Board of Directors Meetings

1. Purpose

This policy establishes the procedure by which owners and Board members of the Sun Ranch Owners' Association (the "Association") may participate remotely, by Zoom or similar videoconference or telephone platform, in the Association's regular monthly Board of Directors meetings. It is intended to expand access for members who cannot attend in person while preserving the orderly conduct of Board business.

2. Authority and Relationship to Governing Documents

The Association's 1970 Restatement of Declaration of Covenants, Conditions and Restrictions and its By-Laws (as amended through June 1997) do not address remote or electronic participation in Board meetings. Effective January 1, 2026, RCW 64.38.095(2)(c) extends RCW 64.90.445 of Washington's Uniform Common Interest Ownership Act ("WUCIOA," chapter 64.90 RCW) to the Association even though Sun Ranch was created before July 1, 2018, and provides that any inconsistent provision of the Homeowners' Associations Act (chapter 64.38 RCW) does not apply. RCW 64.90.445 is written as a controlling rule, not a default the Board may opt out of, and this policy is written to satisfy it.

Where By-Laws Article VI, Section 6 (Special Meetings) sets a shorter or different notice standard for Board meetings than RCW 64.90.445(2)(f) requires, the WUCIOA standard controls. This policy supplements, and does not replace, the By-Laws; the Board may amend this policy by the same vote required to act on ordinary Board business, without amending the By-Laws themselves, unless the Board determines a By-Law amendment is preferable.

If any provision of this policy conflicts with a future change in the Association's governing documents or in Washington law, the governing documents or the law, as applicable, control.

3. Notice of Remote Access

Every notice of a regular monthly Board meeting will state that owners may attend and participate remotely, and will identify the platform (e.g., Zoom), the meeting link or dial-in number, and any passcode.

Notice will be given not less than 14 days before the meeting, except for meetings addressing an event or condition that could not reasonably have been foreseen, for which notice may be given not less than 7 days before the meeting and must be given by electronic communication to each owner whose electronic address or phone number is known to the Association, as required by RCW 64.90.445(2)(f). No separate notice is required for a meeting already included in a meeting schedule previously given to owners.

If Board materials are distributed to directors before the meeting, copies will be made reasonably available to owners in advance, except for unapproved minutes or materials reserved for executive session.

4. Technology and Access

- The Secretary (or a designated administrator) is responsible for setting up and hosting the Zoom meeting, testing the connection in advance, and providing a telephone dial-in option for owners without video access.
- The platform must allow remote participants to hear and be heard by everyone in the meeting, including participants attending in person.
- Remote participants will be muted upon entry and unmuted by the host during the owner comment period described in Section 6, or as otherwise recognized by the President.
- A waiting room or similar screening feature may be used so the host can verify attendees before granting access.

5. Board Member Remote Participation

Any Board member may participate in a regular or special Board meeting remotely by any means that allows all participating directors to hear one another throughout the meeting. A director participating remotely is counted as present for quorum and voting purposes.

All Board votes taken at a meeting with remote participants will be conducted by roll call or other verbal vote, so the vote of each director is individually recorded in the minutes.

A Board member may not vote by proxy or by absentee ballot.

6. Owner Observation and Comment Period

Board meetings are open to all owners of record, whether attending in person or by Zoom, except for portions properly convened in executive session (e.g., to consult with counsel, discuss pending litigation, personnel matters, or contract negotiations, or to protect an individual's privacy). No final vote or action may be taken during the executive session.

- The Board will provide at least 15 minutes at the beginning of each meeting, before any Board vote, for owners — whether present in person or remote — to comment on agenda items.
- Each owner will be allowed at least 3 minutes to comment; if more than 10 owners wish to comment, the President may reduce and allocate the time equally among them.
- The chair may mute, expel, or otherwise limit a participant, in person or remote, who is disrupting the meeting after a warning.
- Comment time is for owner input to the Board, not a debate with the Board or with other owners; the Board retains discretion over the order and format of comment.

7. Owner Voting at Board Meetings

Board meetings are meetings of the directors, not of the membership. Attending or commenting remotely does not give an owner who is not a director the right to vote on matters before the Board — that right belongs to the directors. This is unchanged by the use of Zoom and is the same whether an owner attends in person or remotely.

Owners continue to exercise their own voting rights — for example, electing directors, voting on assessment changes, or acting on matters properly before the membership — at annual or special meetings of the members, under Article V of the By-Laws and any applicable remote-participation notice for those meetings. This policy governs Board meetings only; the Board may adopt a separate Zoom policy for membership meetings if desired.

8. Recording and Minutes

The Board may, at its discretion, record a Zoom meeting for the limited purpose of assisting the Secretary in preparing minutes; any recording will be retained only until the minutes are approved and then deleted, unless the Board directs otherwise in a specific case.

Except for a recording the Board directs under this Section, no owner or other meeting participant, whether attending in person or by Zoom, may audio- or video-record a Board meeting. This restriction governs only the manner of observation and does not limit any owner's right to observe Board meetings as provided in RCW 64.90.445(2)(a). A participant who records a meeting in violation of this policy may be warned by the chair and, if the conduct continues, muted, expelled from the meeting, or barred from further attendance at that meeting under Section 6, and may be subject to further action under the Association's fee and fine schedule.

Minutes will reflect the meeting was conducted with remote participation, will record the roll-call result of each vote, and will be made available to owners in the same manner as minutes of any other Board meeting.

9. Technical Failure

If the Zoom platform fails during a meeting in a way that prevents remote participants from hearing or being heard, the chair may pause the meeting to attempt to restore access. If access cannot be restored within a reasonable time, the chair may continue the meeting using only those means still functioning, or adjourn and reconvene the meeting, and will note the disruption and the Board's response in the minutes.

10. Adoption and Amendment

This policy was adopted by the Board of Directors of the Sun Ranch Owners' Association and is effective upon adoption. It may be amended from time to time by vote of the Board.