

Starwood Association Board of Directors Emergency Meeting

Thursday, April 19, 2018

Via Telephone Conference Call

The following minutes are for the Emergency Meeting held by telephone as defined in ORS 96.640 (attached, with highlight). This process was confirmed by counsel prior to announcing this meeting to all 5 board members by multiple emails, calls and texts.

Directors Present: Robert Curzon, Mike Kentley, Aaron Loukonen, Steve Mulkey

Absent: Laura Thompson-Ball

The meeting was called to order at 12:18 PM by Mr. Mulkey.

Present on the call were Mr. Curzon, Mr. Kentley, and Mr. Mulkey.

Mr. Loukonen joined the call at 12:22 PM.

As noted in emails and texts, Ms. Thompson-Ball was unable to participate in the meeting due to other commitments.

Mr. Mulkey made a motion to approve the letter of response, dated 04/19/2018, regarding the notice of termination received via email from High Desert Community Management on 04/18/2018.

Ayes: Mr. Curzon, Mr. Kentley, Mr. Loukonen, Mr. Mulkey

Nays: None

The letter will be sent from the board to Mr. Jim Anderson according to the requirements of the Agreement; Certified Mail with Return Receipt. Mr. Mulkey will personally see to the mailing.

Motion to adjourn by Mr. Kentley. Seconded by Mr. Loukonen. Without objection.

Meeting was adjourned at 12:28 PM.

Respectfully,
Robert Curzon
Interim Secretary
Starwood Association

94.640 Association board of directors; powers and duties; removal of director; meetings; executive sessions. (1) The board of directors of an association may act on behalf of the association except as limited by the declaration and the bylaws. In the performance of their duties, officers and members of the board of directors are governed by this section and the applicable provisions of ORS 65.357, 65.361, 65.367, 65.369 and 65.377, whether or not the association is incorporated under ORS chapter 65.

(2) Subject to subsection (7) of this section, unless otherwise provided in the bylaws, the board of directors may fill vacancies in its membership for the unexpired portion of any term.

(3) At least annually, the board of directors of an association shall review the insurance coverage of the association.

(4) The board of directors of the association annually shall cause to be filed the necessary income tax returns for the association.

(5) The board of directors of the association annually shall cause to be filed the necessary income tax returns for the association.

(6) The board of directors of the association may record a statement of association information as provided in ORS 94.667.

(6)(a) Unless otherwise provided in the declaration or bylaws, at a meeting of the owners at which a quorum is present, the owners may remove a director from the board of directors, other than directors appointed by the declarant or individuals who are ex officio directors, with or without cause, by a majority vote of owners who are present and entitled to vote.

(b) Notwithstanding contrary provisions in the declaration or bylaws:

(A) Before a vote to remove a director, owners must give the director whose removal has been proposed an opportunity to be heard at the meeting.

(B) The owners must vote on the removal of each director whose removal is proposed as a separate question.

(C) Removal of a director by owners is effective only if the matter of removal was an item on the agenda and was stated in the notice of the meeting if notice is required under ORS 94.650.

(c) A director who is removed by the owners remains a director until a successor is elected by the owners or the vacancy is filled as provided in subsection (7) of this section.

(7) Unless the declaration or bylaws specifically prescribe a different procedure for filling a vacancy created by the removal of a director by owners, the owners shall fill a vacancy created by the removal of a director by the owners at a meeting of owners. The notice of the meeting must state that filling a vacancy is an item on the agenda.

(8)(a) All meetings of the board of directors of the association shall be open to owners, except that at the discretion of the board, the board may close the meeting to owners other than board members and meet in executive session to:

(A) Consult with legal counsel.

(B) Consider the following:

(i) Personnel matters, including salary negotiations and employee discipline;

(ii) Negotiation of contracts with third parties; or

(iii) Collection of unpaid assessments.

(b) Except in the case of an emergency, the board of directors of an association shall vote in an open meeting whether to meet in executive session. If the board of directors votes to meet in executive session, the presiding officer of the board of directors shall state the general nature of

the action to be considered and, as precisely as possible, when and under what circumstances the deliberations can be disclosed to owners. The statement, motion or decision to meet in executive session must be included in the minutes of the meeting.

(c) A contract or an action considered in executive session does not become effective unless the board of directors, following the executive session, reconvenes in open meeting and votes on the contract or an action, which must be reasonably identified in the open meeting and included in the minutes.

(9) The meeting and notice requirements in subsections (8) and (10) of this section may not be circumvented by chance or social meetings or by any other means.

(10) In a planned community in which the majority of the lots are the principal residences of the occupants, meetings of the board of directors must comply with the following:

(a) For other than emergency meetings, notice of board of directors' meetings shall be posted at a place or places on the property at least three days prior to the meeting or notice shall be provided by a method otherwise reasonably calculated to inform lot owners of such meetings;

(b) Emergency meetings may be held without notice, if the reason for the emergency is stated in the minutes of the meeting; and

(c) Only emergency meetings of the board of directors may be conducted by telephonic communication or by the use of a means of communication that allows all members of the board of directors participating to hear each other simultaneously or otherwise to be able to communicate during the meeting. A member of the board of directors participating in a meeting by this means is deemed to be present in person at the meeting.

(11) The board of directors, in the name of the association, shall maintain a current mailing address of the association.

(12) The board of directors shall cause the information required to enable the association to comply with ORS 94.670 (8) to be maintained and kept current.

(13) As used in this section, "meeting" means a convening of a quorum of members of the board of directors at which association business is discussed, except a convening of a quorum of members of the board of directors for the purpose of participating in litigation, mediation or arbitration proceedings. [1981 c.782 §38; 1983 c.206 §4; 1999 c.677 §15; 2001 c.756 §15; 2003 c.569 §12; 2009 c.641 §8; 2011 c.532 §3]