



Approved by unanimous consent at the May 24th
 Board meeting

Meeting Starts:	7:04PM
Meeting Ends:	9:15PM

In Attendance

Joyce Doland
 Mike Hatmaker
 Craig Spiezle
 Mark Walters

Discussion and Vote Topic: Approve April 26, 2022 Minutes of Board Meetings

Motion to approve	Joyce
Second by	Craig
Vote	Craig - Yes Joyce - Yes Mike - Yes Mark – Yes
Result:	Approved April 26, 2022, Minutes of Board Meeting

Discussion and Vote Topic: Annual Meeting Date, June 14, 2022

Mike: June 14 gives plenty of time to provide notice to Members; sooner would be better for new board, new board may begin preparing now; this is a practical date.

Craig: June 14 – Consistent with 2nd meeting of the month schedule, need time needed to prep. for annual meeting, Memorial Day, Craig has travel obligations; board candidates are available on June 14.

Joyce: May not always be in June (new board should know this).

Mark: Likes June 14 for the Annual Meeting; agrees with all points above.

Craig will help transition;
 Mark help transition;
 Joyce: willing to take any task assigned

Motion to approve	Craig
Second by	Mike and Joyce
Vote	Craig - yes Joyce - Yes Mike - Yes Mark - Yes
Result:	June 14, 2022 7-830PM Member Annual Member Meeting Approved

Revised Ballot Process

Discussion and Vote Topic Email Voting: Email ballot to each Member at the email address provided by the Member when they joined the Association, and ask that they return the ballot or reply to the email from the Member’s registration email address and state in their email body their vote for or against each candidate, for or against all candidates, etc.

Options for Voting: Members can also attach a signed and dated print to PDF, scanned copy, or photo of the Ballot and email Vote@lochlevenWA.org from the email address provided to the LCA on the Member’s application.

Members can vote by email any time before the end of the meeting.

US Mail Ballots must be postmarked by the meeting date.

US Mail ballots will be accepted if postmarked by the Meeting Date, and counted if received two days afterwards.

Motion to approve or reject	Mark
Second by	Craig
Vote	Craig - Yes Joyce - Yes Mike – Yes Mark - Yes
Result:	Above steps are approved

Discussion and Vote Topic: How to count vote and elect new board?

More votes in favor than opposed on this election, they win.

Note: It was agreed this should be addressed in the new bylaws.

Motion to approve or reject	Mark
Second by	Craig
Vote	Craig – Yes Joyce - No Mike – Yes Mark - Yes
Result:	More votes in favor than opposed on this election, they win.

Discussion and Vote Topic: New Board assumes Board roles upon the announcement of the election results, anticipated to be 48 to 72 hours after Meeting.

Motion to approve	Mark
Second by	Mike
Vote	Craig – Yes Joyce - Yes Mike - Yes Mark - Yes
Result:	New Board assumes Board roles upon the announcement of the election results, anticipated to be 48 to 72 hours after Meeting.

Discussion and Vote Topic: Suggest to the new Board may want to seek new nominees for open seats for the Board to encourage community involvement, and that this be announced at the Annual Meeting by President.

Note: Topic for new bylaws.

Motion to approve	Mark
Second by	Craig
Vote	Craig - Yes Joyce - Yes Mike – Yes Mark - Yes
Result:	Suggest to the new Board may want to seek new nominees for open seats for the Board to encourage community involvement, and that this be announced at the Annual Meeting by President.

Discussion and Vote Topic: Adopt modified City of Bellevue Oral Comments Procedure as posted on the LCA website:

- To be added to the speaker list for oral communications you may sign up by using this form. All members in good standing may request to speak during the New Business section of the annual meeting.
Fields to enter Name; Street Address; Email Address on file; Phone Number; and Subject.
 - Members may speak up to 3 minutes, limited to one oral comment per member household. At the end of 3-minutes speakers will be automatically muted.
 - When speaking state your name and street address.
 - The deadline to request to make oral comments is 1:00 PM of the day of the member meeting.
 - Time permitting the President, or the majority of the Board may allow other members who have not signed up in advance a chance to make oral comments.
- <https://www.lochlevenwa.org/oralcomments>

Motion to approve or reject	Mark
Second by	Joyce and Mike
Vote	Craig – Yes Joyce - Yes Mike - Yes Mark – Yes
Result	The above oral comment procedure is adopted.

Discussion and Vote Topic: Privacy Policy Conflict With New Non-Profit Statute

The Board Discussed:

LCA Privacy Policy Your privacy is important. Simply this site does not collect or retain any personally identifiable information, (PII), nor will we share any data with any third party or LCA member. We may use tools to measure and collect aggregated session information, including page response times, length of visits to certain pages, page interaction information, and methods used to browse away from the page in order to optimize site performance, fraud protection and site security purposes. Data submitted via the online forms, newsletter sign ups and or membership applications, will be retained off-line for membership management, newsletter distribution and community safety and event notifications and will not be shared with any member.

Updated 9/22/2021 <https://www.lochlevenwa.org/privacy>

RCW 24.03A.210

- (1) A nonprofit corporation shall keep permanently a copy of the following records:
- (a) Minutes of all meetings of its members and of its board of directors;
 - (b) A record of all actions taken by the members and board of directors by unanimous written consent; and
 - (c) A record of all actions taken on behalf of the corporation by a committee of the board.
- (2) A nonprofit corporation shall keep a current copy of the following records:
- (a) Its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect;
 - (b) Its bylaws or restated bylaws and all amendments to them currently in effect;
 - (c) All communications in the form of a record to members generally within the past six years, including the financial statements furnished for the past six years under RCW 24.03A.225;
 - (d) A list of the names and business addresses of its current directors and officers; and
 - (e) Its most recent annual report delivered to the secretary of state under RCW 24.03A.070.
- (3) A nonprofit corporation shall maintain appropriate accounting records.
- (4) A membership corporation or its agent shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.
- (5) A nonprofit corporation shall maintain its records in written form or in any other form of a record.
- (6) All records required to be maintained by a nonprofit corporation may be maintained at any location within or without this state.

RCW 24.03A.240:

- (1) Without the consent of the board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the board, a membership list or any part thereof may not be:
- (a) Used to solicit cash or other property unless the cash or other property will be used solely to solicit the votes of the members in an election to be held by the nonprofit corporation;
 - (b) Used for any commercial purpose; or
 - (c) Sold to or purchased by any person.
- (2) Instead of making a membership list available for inspection and copying under RCW 24.03A.210 through 24.03A.240, a nonprofit corporation may elect to proceed under the procedures set forth in RCW 24.03A.405(6).

RCW 24.03A.405

(1) After fixing a record date for a meeting, a membership corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of that meeting of the members. The list of members shall show the address of and number of votes each member is entitled to cast at the meeting, except that the address of any member who is known to the corporation to be a participant in the address confidentiality program described in chapter 40.24 RCW or any similar law may be omitted.

(2) The list of members must be available for inspection by any member, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the membership corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member or the member's agent, on demand in the form of a record, may inspect and, subject to the requirements of RCW 24.03A.215(4), copy the list, during regular business hours and at the member's expense, during the period it is available for inspection.

(3) The membership corporation shall make the list of members available at the meeting, and a member or the member's agent may inspect the list at any time during the meeting or any adjournment.

(4) If a membership corporation refuses to allow a member or the member's agent to inspect the list of members before or at the meeting or copy the list as permitted by subsection (2) of this section, then the court, on application of the member, may:

(a) Summarily order the inspection or copying at the corporation's expense;

(b) Postpone the meeting for which the list was prepared until the inspection or copying is complete;

(c) Order the corporation to pay the member's costs including reasonable attorneys' fees incurred to obtain the order; and

(d) Order other appropriate relief.

(5) Refusal or failure to prepare or make available the list of members does not affect the validity of action taken at the meeting.

(6) Instead of making the list of members available as provided in subsection (2) of this section, a membership corporation may state in a notice of meeting that the corporation has elected to proceed under this subsection. A member of a corporation that has elected to proceed under this subsection shall state in the member's demand for inspection a proper purpose for inspection. Within ten business days after receiving a demand under this subsection, the corporation shall deliver to the member making the demand an offer of a reasonable alternative method of achieving the purpose identified in the demand without providing access to or a copy of the list of members. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in the demand relieves the corporation from making the list of members available under subsection (4)(b) of this section, unless within a reasonable time after acceptance of the offer the corporation fails to do the things it offered to do. Any rejection of the corporation's offer must be in the form of a record and indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand.

Craig, Mike, Joyce and Mark all voiced support for efforts to protect Member's private information as best as it appears we can under applicable law.

Discussion and Vote Topic: Vote to adopt RCW 24.03A.405(6) and Craig will message to the members. Note: This needs to go in new bylaws.

Motion to approve	Craig
Second by	Mark
Vote	Craig - Yes Joyce - Yes Mike - Yes Mark - Yes
Result	Adopted RCW 24.03A.405(6) and Craig will message to the members.

Action Item on Amended and Restated Bylaws: Mark and Mike to distribute current rough draft of Amended and Restated Bylaws to current LCA Board on May 4, 2022.

Discussion Topic (from Mark): Should we recommend to the new Board that it seek to dissolve the LCA and reform it to a non-statutory governed Association to avoid unnecessary governance complexities in light of the LCA's Purpose.

Mark: We've made it more complicated than the purpose of the LCA requires. More work than it should be. We have members accusing the Board of breach of fiduciary duties. Why bring this on ourselves? We may not be a sustainable association because of the governing difficulties we have experienced. Prefer to form association with no statutory governance at all.

Craig: 501c(3) does not make it more complicated. If we were to dissolve; funds go to like minded 501c(3) association. We forfeit every dollar we received. Craig has reached out to the City of Bellevue. Simplify things should be the goal. Getting pro-bono attorney may not be possible. We are all volunteers. We all want to build a stronger community.

Mike: If there is a way to have an informal group to accomplish the LCA purposes, that would be good. Need access to pro-bono attorney to help. Need some legal guidance to cut through new law. Don't know how the LCA will figure this out on its own.

Joyce: Appreciate the discussion.