

1 SUDDEN VALLEY COMMUNITY ASSOCIATION
2 SPECIAL BOARD OF DIRECTORS MEETING MINUTES
3 THURSDAY, AUGUST 18TH, 2015
4 DANCE BARN
5 7:00 PM

6 In Attendance:

7 Larry Brown, President
8 Carol Bauman, Vice President
9 Leslie McRoberts, Secretary
10 Carol Houlton, Treasurer
11 Samantha Rorabaugh
12 Nick Flacco
13 Grace Shaffner – Excused
14 David Narsico
15 Mike D’Angelo
16 Georgia Allen, Acting N&E Chair
17
18
19

20 Community Members: 8
21

22 Sudden Valley Staff: Sarah Pratt, Administrative Specialist
23

24 I. CALL TO ORDER

- 25 a. The meeting was called to order at 7:00 PM.

26 II. ROLL CALL

- 27 a. All present except for Director Shaffner, who had an excused absence.

28 III. ADOPTION OF AGENDA

- 29 a. Addition of a closed session to discuss a violation.
30 b. Add item under New Business regarding Whatcom County Planning’s activities.
31 c. Add item under New Business related to the Safety Fair.
32 d. Discussion of the 2016 Budget was removed.
33 e. The agenda was adopted as amended by acclamation.

34 IV. MEETINGS OF THE EXECUTIVE COMMITTEE

35 There were no meetings of the Executive Committee since the last Board meeting.

36 V. ANNOUNCEMENTS

- 37 a. Director Bauman related that Spirit Day was a great success, especially the dunk
38 tank that raised \$80 for the Alternative Humane Society.
39 b. Director Narsico mentioned that a chamber group from the Whatcom Symphony
40 Orchestra would be performing at the Dance Barn on Sunday at 3 p.m.

41 VI. PROPERTY OWNER COMMENTS

- 42 a. A member presented concerns about the lack of disclosure of information
43 regarding the Finance Committee and the auditors.
44 b. A member requested that agendas be available for the public at Board meetings.

45 VII. BOARD COMMENTS

- 46 a. Director Rorabaugh noted confusion with the dates for the Town Halls and
47 Candidate Forums. This will be discussed under Continuing Business, item B.

48 VIII. TREASURER

- 49 a. Director Houlton expects to get the first draft of the 2016 budget from Staff on
50 Friday the 21st. It will go to the Finance Committee on Monday the 24th and then
51 to the Board on Tuesday the 25th.

52 IX. CONTINUING BUSINESS AND VOTING AS NECESSARY

- 53 B. **ACTION ITEM:** Update the Candidate Forum (10/11 and 10/13) and Town Hall
54 (10/4 and 10/6) dates on the website.

- 55 A. Discussion of Proposed Bylaw Amendments

56 **MOTION:** Director McRoberts moved to discuss items under New Business
57 before bylaws. The motion was seconded by Director D'Angelo and passed
58 unanimously.

59 X. NEW BUSINESS AND VOTING AS NECESSARY

- 60 a. Whatcom County Planning Activities

- 61 i. President Brown informed the Board of a document drafted by Whatcom
62 County Planning which may contain several statements about Sudden
63 Valley. President brought before the Board for consideration. Director
64 McRoberts suggested going to Wilson Engineering to get information
65 before discussing it. Director Houlton agreed, and would like to know the
66 issue before discussing it and any cost involved.

67 **MOTION:** Director Rorabaugh moved to table the topic until Thursday's
68 meeting. Director D'Angelo seconded and the motion passed unanimously.

- 69 b. Director D'Angelo addressed the question of the Board to giving permission for
70 vendors to carry products at the Safety Fair on October 17. Some vendors are
71 asking for permission to display items.

72 XI. DISCUSSION OF PROPOSED BYLAW AMENDMENTS

- 73 a. SUBSTANTIVE CHANGES

- 74 i. Director McRoberts stated her agreement with attorney's comment of
75 location convenience at the bottom of page 7.

- 76 1. The President suggested a revised substantive edition that would
77 read "such other suitable place as may be designated by the Board"
78 instead of "convenient to the members" in all places where the
79 phrase occurs.

80 **MOTION:** Director McRoberts moved to make this change. The motion was
81 seconded by Director Rorabaugh and approved by consensus.

- 82 ii. Director McRoberts addressed the need to define if a Board member can
83 vote if they are present by teleconference.

- 84 1. Director Houlton felt the language is too restrictive and refers to it
85 implying extreme circumstances only.
86 2. Director Rorabaugh supported the extreme language because of
87 extra effort necessary to operate when a member calls in for a
88 meeting.
89 3. President Brown inquired if this language should be added. Passed
90 with majority and Director D'Angelo abstaining.

- 91 4. **NOTE:** Several of the bylaw changes were approved after
92 discussion without a formal motion
93 iii. Director McRoberts felt that language on page 63 regarding what the
94 Board completes or does not complete should not be in the bylaws. Such
95 statements should be in the Board policies. Director Narsico concurred.
96 1. Removing the language – passed with five in favor, Directors
97 Rorabaugh and Flacco opposed.
98 iv. Director McRoberts felt that the bylaws shouldn't be so explicit in stating
99 additional duties of Board Officers. Directors D'Angelo and Narsico
100 concurred.

101 **MOTION:** Director Houlton moved the last sentence under “Vice President” be
102 removed from the bylaws, Director D'Angelo seconded. Passed with five in favor
103 and Directors Flacco and Bauman abstaining.

104 **MOTION:** The statement “the secretary shall serve as...” should be removed.
105 Seconded and passed with all in favor.

- 106 v. Regarding the removal of members from committees and the procedures
107 by which that happens, the general consensus was that the Appeals
108 Committee may not be the best fit.

- 109 vi. Director Rorabaugh felt committees should have to come to removal
110 decisions in a public session.

111 **MOTION:** Director Rorabaugh moved that “non-public session” be changed to
112 “public session”. Director Flacco seconded. The motion passed with five in
113 favor, one opposed, and one abstention.

114 **MOTION:** Director Rorabaugh moved to rephrase the language “all elected
115 committees follow the Board approval process”. Director D'Angelo seconded.
116 The motion passed with six in favor and Director Bauman opposing.

117 **MOTION:** Amend the language “request the hearing panel of Appeals
118 consider...” to “committees may request that the Board consider whether one or
119 more members shall be removed”. The motion passed with all in favor and
120 Director Bauman abstaining.

121 **MOTION:** Director D'Angelo moved the whole statement be removed. Director
122 Narsico seconded. There were two in favor, three opposed, and one abstention.
123 This caused the motion to fail.

- 124 vii. There were concerns about language that explained what the ACC is
125 allowed to do on someone's property.

126 **MOTION:** Director Rorabaugh moved the statement be changed to “upon the
127 ACC's request...” Director Narsico seconded and the motion passed
128 unanimously.

129 **MOTION:** Director McRoberts moved to strike added phrasing related to the
130 auditor's report and Director Rorabaugh seconded. The motion passed with five
131 in favor and Directors D'Angelo and Houlton opposed.

132
133 The President called for a five-minute break at 8:53 pm. The Board was back in session
134 at 9:01 p.m.
135

136 XII. CLOSED SESSION

137 MOTION: Director D'Angelo moved that the Board to go into closed session, Director
138 Houlton seconded. The Board entered closed session at 9:04 p.m.
139 XIII. ADJOURNMENT at 9:55PM.