

**SOUTH BAY COMMUNITY ASSOCIATION  
BOARD OF DIRECTORS MEETING  
October 11, 2019  
9:30 am**

**APPROVED**

**1. Call to Order**

*President Sheldon called meeting to order at \_\_\_ 9:34 a.m.*

**2. Determination of Quorum**

*Secretary Clark established quorum with \_\_\_\_\_ 6 out of 7\_\_ total Directors present.  
Approximately \_\_16\_\_\_\_ additional SBCA members in attendance.*

**3. Approval of Agenda**

M – Dir. Sprandel  
S – Dir. Jurca  
Carried – 6 – 0.

**4. Approval of Meeting Minutes – Sep. 13, 2019.**

M – Dir. Hammond  
S – Dir. Sprandel  
Carried 6 – 0

**5. President's Remarks**

President Sheldon presented a brief summary of major issues discussed during the Board's 9-09-19 Workshop; these included:

Discussion of a need to express differences of opinion in a respectful and collegial manner.

- a. Motion to approve establishment of a new Fitness & Health Committee as a standing committee, along the lines previously recommended by dean Rosenthal. The composition and precise charter of the committee will be addressed in the near future.

M – Dir. Sprandel  
S – Dir. Jurca  
Carried 6-0

- b. Motion to approve new Board Complaint Procedure

M – Dir. Hammond  
S – Dir. Sprandel  
Carried: 6-0

**6. Manager's Report**

*GM Mark Torres gave a report regarding the issues briefly listed and described below; a copy of the Manager's report is available upon request.*

- *A treadmill was replaced due to non-functioning. New treadmill is better. Old one gone*
- *Thanks to volunteers at recent pancake breakfast*
- *Bids of shed repair were referred to finance and facilities committees*
- *Water leak near fire hydrant has been repaired*
- *Final phase of noise abatement to be completed within 7 to 10 days, weather depending*
- *Painting bids have been received for reserve areas of fitness and auditorium rooms.*
- *A few computer work stations have been updated to current equipment and to Windows 10*
- *Classification of pool use restrictions are designated by activities, not the category of user so as to be in compliance with anti-discrimination statutes.*
- *Ten new members have joined (1 associate) due to new home purchases*

## **7. Treasurer's Report**

*Treasurer Walkowski presented the Treasurer's report as of \_\_\_ Sept. 2019 \_\_\_\_\_. A copy of the report can be obtained upon request. Aspects of the report mentioned included:*

- *Total assets*
- *Capital Improvement fund*
- *Debit card; petty cash*
- *Sound Bank*
  - *Money Market*
  - *Petty cash*
  - *Special assessment account*
  - *Reserve account*
  - *Sound CD*
- *Kitsap Bank*
  - *money market*
  - *Total reserves:*
  - *Total August income*
  - *Operating expenses*
  - *Deposits*
  - *Reserve fund*
  - *Capital Improvement fund*

## **8. Board Communication**

- SBCA Member - RE: Usage Fee Policy*
- SBCA Member - RE: Woodridge Common Area tree cut*
- SBCA Member / Campo - RE: Usage Fee Policy*

## **9. Committee Reports**

- ARC Dir. Hammond (ARC Chair) presented the ARC report. A copy is available upon request.*

**Motion to amend SBCA ARC Design Standards 4.2.2 (v) to add a new section stating:**

For fire safety, trimming limbs and branches of trees, growing on one's own Lot, which overhang roofs, decks, and porches, or are within five feet of the house, regardless of the tree diameter. Trees may be limbed up to six feet from the ground. In addition, tree limbs overhanging a roof may also be trimmed or removed.

M – Dir. Hammond  
S – Dir. Sprandel  
Carried: 6-0

***Motion to add Bill Dennis to the ARC as a new member***

M – Dir. Jurca  
S – Dir. Hammond  
Carried: 6-0

**b. Activities and Amenities**

*GM Torres delivered the AA report. A copy is available upon request. The report mentioned several upcoming events and their timings.*

**c. Facilities**

*Committee member Christine Spagle presented the Facilities Committee report. A copy is available upon request. There was discussion of recent issues involved in repair of the shed. Another discussion revolved around the painting bid. It was agreed that these two issues would be resolved through motions to be made in the Facilities Report discussion.*

**d. Finance**

*Treasurer Walkowski (Finance Chair) presented the report from the most recent Finance Committee meeting held on Tuesday 10-08-19. A copy of the report is available upon request. At the conclusion of the report there was a discussion on the likely timing of the shed repair project with the conclusion that this will be dependent on contractor availability, weather and on facility event- and activity-scheduling.*

Motion to approve completing the shed repair project in its entirety at an amount consistent with the current bid which includes replacing the roof and siding. The entire cost is not to exceed \$51,000.

M- Treasurer Walkowski  
S- Dir. Jurca  
Carried: 4-1

Motion to proceed with purchasing and installing ceiling fans for the Auditorium for an amount not to exceed \$6,000 with funds as needed from prior year carry-over transferred to the Capital Improvement Fund.

M- Treasurer Walkowski  
S- Dir. Jurca  
Carried: 6-0

Motion to proceed with painting the Auditorium and Fitness Areas at an amount consistent with the current lowest bid, not to exceed \$9,500

M- Treasurer Walkowski

S- Dir. Sprandel

Carried: 6-0

**e. HR**

*President Sheldon reported that there was no meeting this month.*

**f. Communications**

Dir. Sprandel (Communications Chair) reported on items that were covered at the last Communications meeting held on Monday, Oct 07, 2019.

Two highlights: Future meetings will be from 11:00 a.m to 12:00 Noon immediately following the Activities Committee meeting. Posting of final draft minutes from Committee chairs will sent to Rick Hellewell for posting on the SBCA website. A motion to approve the report was presented.

M – Dir. Hammond

S – Dir Sprandel

Carried 6-0

**10. Old Business**

**a.** Motion to recommend that SBCA members approve, at the next regular or special meeting of members, amendments to the SBCA Bylaws, as set forth in Appendix A to these Minutes.

M – Dir. Jurca

S – Dir. Sprandel

C - 6-0

***N.B.*** *The Revised Code of Washington (RCW) legal requirements for annual meetings and/or for notice of special meetings placed upon association boards of directors are presented in Minutes Appendix B.*

**b.** Motion that in the meantime, prior to the next regular or special meeting of SBCA members, the Board shall not take any steps to change the nature of the present usage of the Bay Club/Gazebo Property without giving SBCA members at least 90 days prior notice.

M – Dir. Sprandel

S – Treasurer Walkowski

C – 5-0-1 (Dir. Jurca abstaining)

**c.** Motion that the Board submit a site-specific zoning request to the Jefferson County Board of Commissioners to rezone the Bay Club parcel (which includes the Gazebo Hill area) from the current *multifamily* zoning to *recreational*. Full text of Motion presented in Minutes Appendix C.

M – Sec. Clark

Motion fails for lack of a second.

- d. Motion to disclose to SBCA members requesting it, a copy of the communication from SBCA counsel Barker Martin regarding proposed Trails Maintenance Agreement with the Port Ludlow Village Council (PLVC).

M – Dir. Sprandel

S – Sec. Clark

Carried: 4-1 (Dir. Jurca voting Nay).

**11. New Business –**

Motion to affirm the existing Bay Club Usage Policy.

M – Dir. Hammond

S – Dir. Sprandel

Carried – 4-1 (Sec. Clark voting Nay).

**12. PLVC Report**

President Sheldon reported on discussion and reports delivered at the monthly PLVC meeting.

*A copy of the report is available on request. .*

**13. Member comments**

A Teal Lake Village resident commented on an incident involving a tree-removal issue with concerns expressed about not having been notified because their ARC rules do not require such. It was suggested that there be an improvement in communications channels and requirements.

A Woodridge Village representative remarked that the notice they received was to wake up to the sound of chain saws. Twenty-one large fir trees were removed directly across the street from 3 affected homes. It was suggested that the SBCA ARC become a resource for the various ARCs in the various villages.

**14. Adjourn**

Motion to adjourn, 11:41 a.m.

M – Pres. Sheldon

S – Sec. Clark

Carried 6 – 0.

**Appendix A**  
**SBCA Board of Directors Meeting Minutes**  
**October 11, 2019**

Board-Recommended Bylaws Changes for Approval by a Vote of the SBCA Membership

ARTICLE VII (POWERS AND DUTIES OF THE BOARD OF DIRECTORS)

New Section 3.       Bay Club/Gazebo Property

Before taking any step to sell or lease, or to offer to sell or lease, or to use any portion of the Bay Club/Gazebo property (Jefferson County Parcel No. 821174005) for purposes other than recreational, social or nature preservation uses, the Board of Directors shall give at least 90 days notice thereof, by mail or email, to all SBCA members at their last known mail or email addresses. No portion of the property shall be sold or leased, or used for such other purpose, or logged for a commercial purpose, without prior approval by vote of at least two-thirds of all members. Neither short-term rentals of the Bay Club facilities or grounds, nor incidental logging for purposes of safety, enhancing views or promoting or preserving the health of treed portions of the property, shall be subject to the notice or membership approval requirements of this section.

ARTICLE XII (AMENDMENTS)

Amended Section 1.   Amendments (new language is italicized)

These Bylaws may be amended, at a regular or special meeting of the members, by a majority of the members of each class of membership present in person or by proxy, providing there is a quorum; *provided, however, that Article VII, Section 3 of these Bylaws may not be amended without approval by at least two-thirds of all members.*

## Appendix B

### RCW 64.38.035

#### Association meetings—Notice—Board of directors.

(1) A meeting of the association must be held at least once each year. Special meetings of the association may be called by the president, a majority of the board of directors, or by owners having ten percent of the votes in the association. The association must make available to each owner of record for examination and copying minutes from the previous association meeting not more than sixty days after the meeting. Minutes of the previous association meeting must be approved at the next association meeting in accordance with the association's governing documents.

(2) Not less than fourteen nor more than sixty days in advance of any meeting of the association, the secretary or other officers specified in the bylaws shall provide written notice to each owner of record by:

(a) Hand-delivery to the mailing address of the owner or other address designated in writing by the owner;

(b) Prepaid first-class United States mail to the mailing address of the owner or to any other mailing address designated in writing by the owner, or

(c) Electronic transmission to an address, location, or system designated in writing by the owner. Notice to owners by an electronic transmission complies with this section only with respect to those owners who have delivered to the secretary or other officers specified in the bylaws a written record consenting to receive electronically transmitted notices. An owner who has consented to receipt of electronically transmitted notices may revoke the consent at any time by delivering a written record of the revocation to the secretary or other officer specified in the bylaws. Consent is deemed revoked if the secretary or other officer specified in the bylaws is unable to electronically transmit two consecutive notices given in accordance with the consent.

(3) The notice of any meeting shall state the time and place of the meeting and the business to be placed on the agenda by the board of directors for a vote by the owners, including the general nature of any proposed amendment to the articles of incorporation, bylaws, any budget or changes in the previously approved budget that result in a change in assessment obligation, and any proposal to remove a director.

(4) Except as provided in this subsection, all meetings of the board of directors shall be open for observation by all owners of record and their authorized agents. The board of directors shall keep minutes of all actions taken by the board, which shall be available to all owners. Upon the affirmative vote in open meeting to assemble in closed session, the board of directors may convene in closed executive session to consider personnel matters; consult with legal counsel or consider communications with legal counsel; and discuss likely or pending litigation, matters involving possible violations of the governing documents of the association, and matters involving the possible liability of an owner to the association. The motion shall state specifically the purpose for the closed session. Reference to the motion and the stated purpose for the closed session shall be included in the minutes. The board of directors shall restrict the consideration of matters during the closed portions of meetings only to those purposes specifically exempted and stated in the motion. No motion, or other action adopted, passed, or agreed to in closed session may become effective unless the board of directors, following the closed session, reconvenes in open meeting and votes in the open meeting on such motion, or other action which is reasonably identified. The requirements of

**Appendix C**  
**SBCA Board of Directors Minutes**  
**October 11, 2014**

**Motion to Approve this Resolution Made by Board Secretary Bartholomew Clark**  
**Motion failed for lack of a Second**

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**South Bay Community Association (SBCA) Board of Directors Resolution on Bay Club Parcel Zoning**

*Whereas*, a number of SBCA members (the Gazebo Hill Group) have undertaken investigations that document multiple issues that have arisen over the last twenty years regarding the Jefferson County zoning status of the Bay Club Parcel (Jefferson County Parcel No. 821174005) which includes the Gazebo Hill; and

*Whereas*, these investigations have identified discrepancies between the current zoning's potential for residential development of Bay Club Parcel and a desire to retain the current undisturbed status of Gazebo Hill as recently demonstrated by a large number of SBCA members in attendance during an SBCA Community Meeting on the issue conducted on 8-29-2019; and

*Whereas*, there exists an avenue to change the current zoning of the Bay Club Parcel from MPR-MF-10 to MPR-RA with permitted uses limited to those described in Jefferson County Code 17.35.020 (1) Parks and trails; and (5) Indoor and outdoor recreation club, including indoor and outdoor tennis facilities, via submission to the Jefferson County Department of Community Development of an application to amend the Comprehensive Plan for a Site-Specific Zoning Change that has a submission window between the dates of January 01, 2020 and March 01, 2020; therefore, be it

*Resolved*, that the SBCA Board of Directors submit such an application to amend the Comprehensive Plan for a Site-Specific Zoning Change of the Bay Club Parcel (Jefferson County Parcel No. 821174005) from MPR-MF-10 to MPR-RA with permitted uses limited to those described in Jefferson County Code 17.35.020 (1) Parks and trails; and (5) Indoor and outdoor recreation club, including indoor and outdoor tennis facilities, within the first 10 calendar days of January of 2020.

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Next SBCA Board Meeting: Friday, Nov. 08, 2019  
Next SBCA Board workshop date: None currently scheduled