

**Shelter Bay Community, Inc.**  
**Chapter 30 – The Board of Directors**

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**30.010. Duties of members**

In addition to those duties prescribed in the By-Laws, the board will prepare and approve duties of board members. Board members will review and keep current the duties of board members. A board member will maintain him/herself in good standing; else, the member will relinquish their board position. Within 20 days of being appointed or elected, a new board member will execute a Good Faith Conduct Statement and a Disclosure of Interest Statement, and both statements will be retained in the records of the board. *(Res. 05-01 am, 1/19/05)*

**30.020. Duties of officers and appointed staff**

The duties of the board officers will be prepared and approved by the board. Position descriptions, including the duties of the positions of manager and executive secretary, will be prepared and approved by the board. A copy of the approved position description will be provided to the appropriate appointed employee. The appointed employee will acknowledge his/her understanding of the duties and responsibilities of the position, and the acknowledgement, along with a copy of the position description, will be placed in their personnel file. *(Res. 05-01 am, 1/19/05)*

**30.030. Board candidates**

Candidates for the position of board member will submit an application for board appointment or election, on a form approved by the board. Included on the candidate application form will be an acknowledgement that such candidate understands the time commitments, duties and responsibilities of a board member. In accordance with Chapter 50, the secretary will determine if the applicant for candidacy or appointment is a member in good standing. Candidate application forms will be on file in the office in a timely manner prior to election and available for inspection by community members. A new member appointed to fill a board vacancy shall complete and file with the secretary a Disclosure of Interest Statement and a Good Faith Conduct Statement no later than 20 days following his/her appointment to the board. *(Res. 05-01 am, 1/19/05)*

**30.040. Orientation**

Board orientation will be conducted to prepare new board members for their board member role. Following appointment or election, the vice president, in conjunction with the secretary and manager, will conduct an orientation with the new board members. *(Res. 05-01 am, 1/19/05)*

**30.050. Board manual**

A board manual is prepared and provided to each board member for use during his/her term of office, and a copy is available in the business office for the general use of the members. The manual contains the members' and officers' duties, duties of board appointed positions, By-Laws, Rules and Regulations, Protective Covenants, annual calendar, and shall include a copy of the Community Plan, current Capital Improvement Program, current budget, and legal references as the board will need to refer. The board manual is maintained by the executive secretary and updated quarterly if there are significant revisions, or as frequently as determined by the executive secretary. Upon leaving office, an outgoing board member will return his/her board manual to the executive secretary so that it may be provided to an incoming member. *(Res. 05-01 am, 1/1/05; Res. 06-15, 12/13/06; Res. 09-07, 2/18/09)*

**30.060. Board meetings**

Unless convened as executive sessions as prescribed by law, all regular, special and emergency meetings of the board shall be open to the community members, and an opportunity shall be provided for community members' comment. *(Res. 05-01 am, 1/19/05)*

**30.060.010 Regular board meetings**

The board will hold regular monthly meetings on the 3rd Wednesday of the month at 2:00 p.m. in a designated meeting facility. The board president may cancel a regular meeting, if in his/her opinion there is insufficient business to be conducted, or it has been determined that a quorum of the board will not be present. *(Res. 05-01 am, 1/19/05; Res. 15-16, 9/16/15; Meeting Time Motion 9/20/17)*

**30.060.020 Special board meetings**

The board may hold special meetings at a time and place specified in the notice of the special meeting. Only the business designated in the notice of the special meeting may be considered and acted upon. *(Res. 05-01 am, 1/19/05)*

**30.060.030 Emergency board meetings**

For unusual circumstances, the board may hold a special emergency meeting with less than twenty-four (24) hours notice if a quorum of the board is present. Notice to the community

members of special emergency meetings allowed under this subsection shall be given in the manner provided for in Section 30.070 of this chapter with as much advance notice as is possible. As provided in the By-Laws, Article V, the actions of the board approved in emergency session will not be permanent, unless ratified, within 90 days, at a regular or special meeting of the board. *(Res. 05-01 am, 1/19/05)*

#### 30.060.040 Executive sessions

During any regular, special or emergency meeting, the board may call, by an affirmative vote, an executive session, to be held during, after, or at a later date, of the meeting where the executive session is being called. Executive sessions are confidential and are not open to the community membership. However, the board may request the presence of any person(s) on a case-by-case basis. When calling an executive session, the board must specify the nature of the confidential matter requiring an executive session and it must fall within the scope of these categories:

1. consider personnel matters,
2. consult with legal counsel or consider communications with legal counsel,
3. discuss likely or pending litigation,
4. discuss matters involving possible violation of the governing documents, and
5. discuss matters involving the possible liability of a member to the community.

The board 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, 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 this subsection shall not require the disclosure of information in violation of law or which is otherwise exempt from disclosure. *(Res. 05-01 am, 1/19/05, Res. 09-07, 2/18/09)*

#### 30.060.050 Board work sessions

The board from time to time may hold work sessions, at which no official business may be conducted, for the purpose of investigating matters of board interest, board training, or other matters of board interest. The board may not transact any business at a work session. Board work sessions are open to the membership. *(Res. 05-01 am, 1/19/05)*

#### **30.070. Notice of meetings**

The secretary shall give each director notice, personally, verbally, by mail, by email, or by telephone, of all regular and special meetings at least one day previous thereto. Notice to community members of a regular meeting, special meeting or work session shall be given by posting a notice at the business office twenty-four hours in advance or posting a notice on the community web-site twenty-four hours in advance. Notice of a special meeting or work session shall include the time, location, and the specific purpose of the special meeting or session and the identity of the persons calling the special meeting or work session. *(Res. 05-01 am, 1/19/05)*

#### **30.080. Board quorum**

As provided by the By-Laws, five members of the board constitute a quorum, which is a majority of the total membership of the board. The board shall not transact any business if a quorum is not present. A majority of the members present must vote “yes” in order for action of the board to be adopted. *(Res. 05-01 am, 1/19/05)*

### **30.090. Board agenda**

The order of business at all regular meetings of the board of directors shall be as follows:

1. Call to order/roll call
2. Adopt/revise Agenda
3. Approval of minutes
4. Report of actions taken at Special Meetings
5. Standing Committee Reports
6. Ad Hoc Committee Reports
7. Reports:
  - a. Treasurer
  - b. Manager
  - c. Secretary
8. Public Comments (3-minute limit/person)
9. Unfinished Business
10. New Business
11. Public Comments (3-minute limit/person)
12. Directors' Comments
13. Adjournment

*(Res. 06-05, 2/15/06; Res. 07-04, 5/16/07, Res. 07-14, 10/17/07, Res. 11-18, 11/16/11)*

The president shall establish and has charge of the calendaring of the agenda of the board, subject to board approval of the agenda at the commencement of the meeting. The president shall establish an agenda deadline so there is sufficient time to meet the distribution schedule for board materials. At least two days prior to a regular meeting, the president will cause to be delivered to each board member the agenda and the back up materials for the next regular board meeting. The agenda for a regular board meeting will be made available to the community members by noon of the date of the scheduled meeting by posting the agenda in the business office. The board shall not transact any business not on the agenda, unless the business has been added to the agenda by a majority vote of the board. The president shall bring the business before the board in the order stated on the agenda as amended. Board members may propose amendments to any business before the board. *(Res. 05-01 am, 1/19/05)*

### **30.100. Minutes**

- A. Minutes of an annual or special membership meeting will be a summary of the salient points. Minutes will be drafted and be available to the board members and community members, upon request, within 30 days of the annual or special membership meeting. Each page of the minutes will be marked "draft" until such a time as the minutes are approved. At that time, each page will be marked "approved: Minutes of general membership meetings are permanent corporate records, and upon approval, will be signed by the president and attested by the board secretary. The official minutes of the membership will be kept in a secure location. A copy of these minutes will be made available to the public during regular business hours.
- B. Minutes of regular, special and emergency board meetings will reflect the pertinent points of the discussions held at the meeting, with motions and actions on motions. Minutes of regular and special board meeting will be drafted and made available, if possible, to the board members, within 14 days following the meeting. Each page of the draft minutes will be marked "draft", until such a time as the minutes are approved. Upon approval, each page will be marked "approved". Upon approval, the minutes will be signed by the board president and attested to by the board secretary. The original signed minutes are a permanent record of the community and will be maintained in a safe and secure location.

- C. Copies of draft minutes of regular and special board meetings will be available to the community members on the same schedule as they are available to members of the board.
- D. Copies of the approved minutes will be available to the community members at the business office during normal business hours following their approval. To better inform community members, agendas and attachments from the regular board meetings will be placed in the minute book by the Monday following the meeting. Minutes for a regular board meeting will be approved at the next month's regular board meeting and then be added to the minute book.

*(Res. 05-01 am, 1/19/05; Res. 06-13, 9/20/06)*

### **30.110. Resolutions**

- A. Board policy shall be adopted by resolution. Board policies required to be adopted by resolution include but are not limited to: annual budget, annual assessment changes, schedule of fees and fines, additions or amendments to the By-Laws, Rules and Regulations, Organization Chart, signature authorizations for financial institutions, a call for a special election, and the like. *(Res. 05-01 am, 1/19/05)*
- B. The form of a resolution shall be as prescribed by the board. Resolutions will be sequentially numbered by year of adoption, i.e. 04-01. A resolution becomes effective at 5:00 p.m. the day following its adoption unless otherwise specified. *(Res. 05-01 am, 1/19/05)*
- C. The board secretary and the president of the board shall attest to all resolutions and other legal documents of the corporation. The secretary shall maintain a resolutions book where the original resolutions are kept. Adopted resolutions will be provided to the appropriate committee chair when the subject nature is applicable to the committee's function. Copies of board resolutions will be made available to the community members during regular business office hours following their approval. *(Res. 05-01 am, 1/19/05; Res. 09-07, 2/18/09)*

### **30.120 Board Correspondence**

#### **30.120.010 Correspondence addressed to the board**

- A. Correspondence addressed to the board and received at the business address: 1000 Shoshone Drive, La Conner, WA, shall be provided to the executive secretary for distribution to the board president and secretary for response.
- B. Email correspondence addressed to the board and received at the board@shelterbay.net email address shall receive an automated response relaying that the email has been received and will be provided to the board. The board@shelterbay.net email address shall be managed by the executive secretary who will distribute emails received to the board president and secretary to determine whether any reply, in addition to the automated response, is necessary.
- C. If the board president or secretary determine the draft response should be reviewed by the entire board, it will be distributed to the board via email who will be provided 24 hours to respond. If a response cannot be provided based on past actions of the board and would require a decision of the board, the correspondence shall be placed as a business item on a future board agenda with notification of such to the sender.
- D. Correspondence received by the board and any associated response, shall be filed in the board correspondence file and retained for a period as defined by the retention schedule.

#### **30.120.020 Email correspondence between board and community members**

When individual directors initiate or respond to community members via email while serving in their capacity as a representative of the board, all such correspondence shall be courteous, respectful, and professional.

30.120.030 Email correspondence between board members

Email is an effective way to communicate basic information, such as a director's availability for meetings. Directors shall not use email to discuss, debate, or make decisions regarding the community's business and shall remain cognizant that copying all directors or using 'reply all' could create a de facto board meeting. There should be no expectation of privacy when corresponding via email or the internet.

*(Res. 15-17, 9/16/15)*

**30.130. Organization chart**

The board will approve an official organization chart which will be maintained by the board secretary. Copies of the approved organization chart will be made available to employees and the community upon request. Periodically, the board shall review the organization chart and update it as required. *(Res. 05-01 am, 1/19/05)*

**30.140 Appeal of committee decisions**

The policies, processes and procedures as set out in Rules and Regulations, Part II-Administrative, Chapter 20, Appeal of Committee Decisions, shall be followed by the board with regard to appeals to the board. *(Res. 06-15 am, 12/13/06)*



# shelter bay community, inc.

1000 Shoshone Drive • La Conner, WA 98257 • 360-466-3805

<b>For Office Use Only</b>	
Applicant is a member in good standing	
Initials _____	Date _____

## Board Candidate Form

(Prepared by Board Candidate and submitted to Board Secretary)

Name: \_\_\_\_\_ No of years in term: \_\_\_\_\_

Address: \_\_\_\_\_ E-mail: \_\_\_\_\_ Phone: \_\_\_\_\_

Years of residency in Shelter Bay: \_\_\_\_\_ Hours per month you are employed: \_\_\_\_\_

Highest level of school attended: \_\_\_\_\_ Military background: \_\_\_\_\_

Relevant experience and/or employment (attach a resume if desired): \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Boards and Associations with which you have served: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Shelter Bay activities (Clubs, Committees and Board): \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Why are you interested in serving on the Board? \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

What experience, skills, and personal qualifications can you bring to the Board? \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Other Volunteer Commitments: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Goals as a Board of Director: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Are you currently involved in litigation with Shelter Bay Community? \_\_\_\_\_

\_\_\_\_\_

Other information you wish to provide: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

COMMITMENT: I understand that Board of Directors responsibilities require a time commitment of a minimum of 20 hours per month, including one regular monthly meeting, regular attendance on two Standing Committees, and a minimum of one special board meeting monthly. I understand the duties of a member of the Board and am willing and able to perform these duties. I also confirm that I am a member in good standing in the Community and agree to abide by all the Covenants, By-Laws and Rules and Regulations of Shelter Bay Community, Inc.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

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**For Board Use**

\_\_\_\_ Nominee has had a personal meeting with the Vice President, President or other Board member.

\_\_\_\_ Nominee attended a Board meeting(s). Date(s): \_\_\_\_\_

\_\_\_\_ Nominee's application reviewed by the Board. Date: \_\_\_\_\_

\_\_\_\_ Nominee interviewed by the Board. Date: \_\_\_\_\_

Action by the Board. \_\_\_\_\_

*(Res. 05-01 am, 1/19/05; Res. 06-15am, 12/13/06)*





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## Good Faith Conduct Statement

Board of Directors, all Committee Members, Management and Staff

**Good Faith is the foundation of the existence of the Shelter Bay Community. Such good faith is a delicate commodity that must be guarded by the Board of Directors, Committee members, management and staff.**

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**CONFLICT OF INTEREST:** No member of the board, or any of its committees, shall derive a substantial profit or gain, directly or indirectly, by virtue of his/her association or participation within the community. Each individual shall disclose to either the board or to the committee any personal interest he/she may have in any matter pending before the board or respective committee. The board or committee shall determine by vote of the members whether or not a disclosing member is disqualified from participating in any decision on a pending matter.

**CONFIDENTIALITY OF INFORMATION:**

1. Each Director and Committee member who has access to confidential information discussed or disclosed in executive session has the responsibility to safeguard all such information, including all records and documents. This policy extends to the dissemination of information over the telephone and via e-mail.
2. Information discussed in executive session shall be disclosed and/or discussed with individuals only on a “need to know” basis. Conversation of a confidential nature must never be held within earshot of community members or other members of the public.
3. Unauthorized disclosure of information discussed in executive session may result in removal of the member from the committee.
4. The following are some examples of conduct that are considered violations of this policy:
  - a. Willful manipulation of documents, computer records, or other community information for personal gain.
  - b. Misappropriation or unauthorized use of community monies, property, or services of any kind.
  - c. Willful disclosure of confidential community information to any unauthorized person.

**STANDARDS OF CONDUCT:**

1. The following is prohibited Director and Committee member conduct while in the performance of the work of the community.
    - a. Illegal harassment or discrimination in any form.
    - b. Abusive behavior toward a community or staff member
    - c. Sexual harassment or sexual violence in any form.
    - d. Being under the influence of drugs or alcohol.
    - e. Endangering the safety of community or staff members.
    - f. Carrying a weapon while actively engaged in community business.
    - g. Violation of community rules and regulations.
  2. The above is not meant to be all-inclusive. The Board of Directors reserves the right to remove a committee member or sanction a Director for a violation of any of the above or any other serious misconduct not specified. Violations may also result in disciplinary action, up to and including termination of employment. *(Res. 09-03, 1/21/09)*
- 

By executing this form, the undersigned agrees to abide by the terms and conditions set out herein for such time as he/she serves in the position.

\_\_\_\_\_  
Signature of Board/Committee Member  
or Management/Staff Member

\_\_\_\_\_  
Title of Position

\_\_\_\_\_  
Printed Name of Board/Committee Member  
or Management/Staff Member

\_\_\_\_\_  
Date

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# shelter bay community, inc.

1000 Shoshone Drive • La Conner, WA 98257 • 360-466-3805

## Board of Directors Disclosure of Interest Statement

The purpose of this statement is to ensure that newly elected members of the Shelter Bay Board of Directors give evidence of their intent to comply with the Shelter Bay Covenants, By-Laws and Rules and Regulations. This information is confidential and will not be made public.

Please answer all questions. If the answer is “none”, please state so. Please attach a separate page if you need additional space to answer any questions:

A. **Print Name:** \_\_\_\_\_

B. **Personal Financial Interests:**

Principal business(es) or occupations doing business with Shelter Bay Community, Inc.:

\_\_\_\_\_  
\_\_\_\_\_

Nature of Business: \_\_\_\_\_

Are you involved in any litigation or any potential conflict of interest involved with Shelter Bay? If so, please explain:

\_\_\_\_\_

C. **Household Member’s Financial Interests:** \_\_\_\_\_  
(Household member’s name)

Name and address of any business in which members of your household hold a large financial interest which may be involved in providing service or work required by Shelter Bay:

\_\_\_\_\_  
\_\_\_\_\_

I acknowledge that while serving as a member of the Shelter Bay Board of Directors, its subsidiaries and/or committees appointed by these boards, that I have a duty to put the interest of the Shelter Bay Community before my own personal interest.

I agree that if I can expect to benefit in a direct or substantial way from the possible outcome of any Board action under discussion, I must disclose each time it is discussed that I have such an interest and ask to abstain from voting, and I further understand that the Board will determine whether or not I may abstain from voting.

I agree to submit an amended statement within 30 days in the event of a change in the above personal information during my term of office.

Signature and Date: \_\_\_\_\_

**(Forward completed form to the Board Secretary within 20 days of being elected or appointed.)**

**PLEASE PRINT OR TYPE THIS FORM**

*(Res. 05-01 am, 1/19/05)*

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