

ISSUE #1

Section 1: [Article IV, Section 7] Action by Directors Without a Meeting and Proxy Voting by Directors

MARKUP #1 ->

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the Directors consent in writing or by email to such action. Any Director absent from a Board meeting may authorize another Director by written proxy to vote on his or her behalf.



MARKUP #1 · SUBJECTIVE OR OVERBROAD WORDING

BOARD & COUNSEL REVIEW

Sec. Article IV, Section 7 (p. 1): [FLAGGED FOR COUNSEL REVIEW - SAFE RESOLUTION GATE] Permitting Board action without a meeting by email consent and allowing Directors to vote by proxy at Board meetings.

Statutory / Legal Reference: ORS 94.640(1), (8), (10)

Statutory Comparison: Under the Oregon Planned Community Act, ORS 94.640(8)(a) mandates that all meetings of the board of directors must be open to all owners, and ORS 94.640(1) and (10) expressly prohibit the board from taking action outside of an open meeting (except for statutory emergency meetings) and prohibit a director from voting by proxy or secret ballot at any board meeting.

CURRENT WORDING IN DOCUMENT:

[Article IV, Section 7] Action by Directors Without a Meeting and Proxy Voting by Directors - Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the Directors consent in writing or by email to such action. Any Director absent from a Board meeting may authorize another Director by written proxy to vote on his or her behalf.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Amend Section Article IV, Section 7 ([Article IV, Section 7] Action by Directors Without a Meeting and Proxy Voting by Directors - Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the Directors consent in writing or by email to such action. Any Director absent from a Board meeting may authorize another Director by written proxy to vote on his or her behalf.) to conform with ORS 94.640(1), (8), (10) and the manual attorney audit recommendations for Charbonneau Country Club.