



# Eastsound Water Users Association Special Board Meeting

04/05/2024

**A meeting of the EWUA Board was convened at 4:00pm Friday April 5, 2024.**

Location – OIFR Community Meeting Room, Minutes by Cory Harrington

Attending were the following directors and GM Dan Burke.

## **IN PERSON**

- **Carol Ann Anderson**
- **Teri Nigretto**
- **Jim Nelson**
- **Leith Templin**
- **Ron Claus**
- **Jim Cook**

## **ON ZOOM**

- **Mike Cleveland joined on Zoom at 4:28PM**

## **ABSENT**

President Nigretto brings meeting to Order at 4:02PM.

This is a Bylaw meeting only, no other items will be brought into the agenda.

At the previous meeting it was determined that the Board would work line-by-line through the Bylaws, proposed changes, and member input.

Burke explained that we're going to go through different drafts including Bylaws posted on the website and shared with the members for comment, Revision 2020 existing Bylaws.

Templin explains that there was a format change which is why a redline comparison was challenging to present.

Anderson states that she is going to vote NO on all items reviewed because she believes that the draft needs to be approved by the membership before it is approved by the Board.

Nelson sites existing Bylaws which state that the Board has the right to adopt the changes to the Bylaws through a majority and that the membership may appeal or propose changes in the future.



Claus asks if he votes yes on every article does that mean the changes are approved or is it the actual vote?

Nelson says that this is not intended to pass the bylaws, this is an exercise to approve each individual change.

Claus says that after the last meeting he spent time looking over the Bylaws the past week and he can't get to a clear understanding and Bylaw changes need to be approved by a majority of members.

Nigretto states that the process has not been the membership majority since 1955 and that the Articles of Incorporation have never driven the decision.

Claus wants a second legal opinion.

Nelson says Article 7 of the original Articles "amend, repeal, or add" requires a majority of the membership. The board has the right to approve bylaws.

Nelson also says that there have comments from the attorney about a been a long history of legal precedence in all the Bylaw changes since 1955. He sites Joel Paisner EWUA attorney memo dated March 9, 2024.

Claus thinks that the membership should be consulted.

Burke asks that "transparency" to be used specifically. Anderson says that from the beginning of her position as a board member she has suggested that we change the Articles of Incorporation.

Templin says that there was a meeting with the attorney and this was brought up and that the attorney wrote a legal opinion concluding that after review the "plain language of the documents" the board has the right to amend the bylaws and equally, so does the membership.

Cook highlighted the Articles of Incorporation, yes it's true that another process was normalized. There is a broader concern about the boards activities and the members. I'm concerned that the membership is not fully aware of what is happening at the board.

The most constructive thing we can do is move forward with reviewing the draft.

## **Definitions and Glossary**

Member comment about 501©(12)

Templin RE Impact Units, would like to go back to ERU instead of IU.

Do we agree to change it, to combine IU and ERU?

Member Representative term is questionable. Nelson recommends that we get rid of the designation be removed altogether.

Anderson wants to have Operating Procedures for administrative matters.

Do we agree to remove the Membership Representative Term?

All agree



### **Article I – The Association**

All are good

### **Article II – Area of Operation**

Claus states member comment that a Board Member should be available without having to go through the GM.

Burke addresses the internal vs external coverage between the Bylaws and Employee Handbook. Member of the public states that it is not just about the staff but that the members should be able to file a complaint without going through the GM.

Break at 5:27PM for 10 minutes.

Resume 5:37PM

### **Article II**

All okay

### **Article III – Purpose and Objectives of the Association**

Public member suggested that the evolution of the association now includes additional service districts. There could be additional language to address working with “members” to include O&M “customers”. A concern could be that all of the other Bylaws and Operating Procedures which include “members” can address services that O&M “customers/members” don’t actually benefit from. Anderson mentions employee housing as a membership comment.

Cook will remember to set aside conversation for notices and updates notifications to members related to significant changes in the association.

### **Article IV – Membership in the Association**

Impact units associated with the membership Section C.

All yes

### **Article V – Regular Board Meetings, Annual and Special Meetings of the Membership**

Anderson brings up public member comments regarding “open” meetings wording.

Make distinction between “special” meetings and “normal” meetings.

Proposed change to change Membership Special Meeting to 10%.

Anderson 3%, Claus & Cook 3%, Nelson 5%, Templin 5%, Mike 3%

What does it take to approve a member’s issue?

Should a majority of the 10% be able to make a decision?

Claus thinks that the result of any special meeting should require a majority of the membership ballot.

7:00PM - Meeting to be continued TBA