



“Eastsound Water Users Association is a service-oriented association whose goal is to utilize all available resources to ensure that an adequate and consistent supply of safe, reliable, and palatable water is provided to its members”

Eastsound Water Users Association Regular Board Meeting

Orcas Island Fire Hall Public Meeting Room

06/18/2024

5:00 PM

The meeting was held in person at the Orcas Island Fire Department public meeting room.

Board Members Present: Teri Nigretto, Carol Anderson, Jim Nelson, Leith Templin, Jim Cook, and Ron Claus. Michael Cleveland via Zoom. General Manager, Dan Burke and Cory Harrington as minutes recorder were also present. Rochelle Doyea (Association attorney) was on Zoom.

There were some technical issues with the Zoom connection with Rochelle Doyea and Michael Cleveland. The meeting came to order at 5:24. President Teri Nigretto read a letter to the membership informing them that Carol Anderson and Ron Claus had written an affidavit in support of the Farm To Market lawsuit in which breached their fiduciary duties to the membership of Eastsound Water Users Association (see attached letter) and asked for their resignation. Carol and Ron both responded that they would not resign and stated that neither one had contacted any board members or the memberships attorney before submitting their affidavits to the court. Public comments about the lawsuit with questions to the board and Rochelle continued for over an hour.

Approval of Agenda:

Adds: EWUA Policy 1, Jim Cook, Templin Handout

Motion: Nelson moves to approve Regular Board Meeting Minutes from May 21, 2024

Second: Cleveland

Discussion: Claus was not present so he is unable to vote

Vote: Pass

Aye – Nelson, Cleveland, Templin, Cook, Nigretto

Abstain – Anderson

Motion: Claus moves to approve Special Board Meeting Minutes from June 10, 2024

Second: Nelson

Vote: Passed Unanimously

Motion: Jim Nelson moved that the EWUA board adopt the following policy with regard to access & the distribution of the books & records of the Association to Members or Directors.

The General manager shall seek to comply with all of the requirements of RCW24.03A.210-240 when addressing requests for association documents & records from Members or Directors of the Eastsound Water Users Association.

Requests for EWUA books & records from Members are specifically subject to the limitations on their use and dissemination provided for in RCW24.03A.210-240 and specifically RCW24.03A.215(Inspection By Members).

All books & records requested by or provided to Directors are subject to the limitations on their use and dissemination provided for in RCW 24.03A.235(1)as follows:

RCW 24.03A.235 Inspection by directors. (1) A director of a nonprofit corporation may inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation or law other than this chapter.

In the event that the General Manager believes that an information or records request from Members or Directors exceeds the requirements or limitations of RCW 24.03A.210- 240, the GM shall submit a written request to the full Board for approval prior to release of the requested information or documents.

Second: Templin

Vote: Pass

Aye – Cleveland, Nelson, Templin, Nigretto

Nay – Claus, Anderson

Abstain – Cook

Motion: Templin moves that the GM files the application for the loan request with CoBank.

Second: Nelson

Vote: Passed Unanimously

Aye – Claus, Cook, Anderson, Cleveland, Templin, Nelson, Nigretto

Dan made a presentation explaining the entire financial process of the association.

Motion: Cook moves to authorize association legal counsel to review the proposed proxy form for the Recall.

Second: Anderson

Discussion: Nelson and Templin both stated that it was premature and not appropriate because the recall has not been presented to the board at this time

Vote: Fail

Aye – Claus, Cook, Anderson

Nay – Templin, Nigretto, Nelson Cleveland

Motion: Cook moves to authorize association legal counsel to work with the minority faction of the board to establish a voting process for the Recall and an independent elections inspector.

Second: Anderson

Discussion: Nelson and Templin both stated that it was premature and not appropriate because the recall has not been presented to the board at this time

Vote: Fail

Aye – Claus, Cook, Anderson

Nay – Nelson, Cleveland, Templin, Nigretto

Motion: Cook moves to authorize \$7,500 for the recall process, of the membership funds to be spent as an election inspector deems appropriate.

Second: Anderson

Discussion: Again Nelson and Templin both stated that it was premature and not appropriate because the recall has not been presented to the board at this time and when and if that occurs the board will review and discuss the legal protocols and procedures in handling the election process

Vote: Fail

Aye – Claus, Cook, Anderson

Nay – Nelson, Cleveland, Templin, Nigretto

Next meeting to take place: July 16, 2024 at the Fire Station

Meeting adjourned at: 8:02 PM

Respectfully submitted by:

Leith Templin – Secretary/Treasurer