

RCW 64.90.445 Meetings. (1) The following requirements apply to unit owner meetings:

(a) A meeting of the association must be held at least once each year. Failure to hold an annual meeting does not cause a forfeiture or give cause for dissolution of the association and does not affect otherwise valid association acts.

(b) (i) An association must hold a special meeting of unit owners to address any matter affecting the common interest community or the association if its president, a majority of the board, or unit owners having at least 20 percent, or any lower percentage specified in the organizational documents, of the votes in the association request that the secretary call the meeting.

(ii) If the association does not provide notice to unit owners of a special meeting within 30 days after the requisite number or percentage of unit owners request the secretary to do so, the requesting members may directly provide notice to all the unit owners of the meeting. The unit owners may discuss at a special meeting a matter not described in the notice under (c) of this subsection but may not take action on the matter without the consent of all unit owners.

(c) An association must provide notice to unit owners of the time, date, and place of each annual and special unit owners meeting not less than 14 days and not more than 50 days before the meeting date. Notice may be by any means described in RCW 64.90.515. The notice of any meeting must state the time, date, and place of the meeting and the items on the agenda, including:

(i) The text of any proposed amendment to the declaration or organizational documents; and

(ii) Any proposal to remove a board member or, if the declaration or organizational documents provide for the election of officers by the unit owners, any proposal to remove an officer.

(d) Unit owners must be given a reasonable opportunity at any meeting to comment regarding any matter affecting the common interest community or the association.

(e) A meeting of unit owners is not required to be held at a physical location if the meeting is conducted in accordance with subsection (3) of this section.

(f) In the notice for a meeting held at a physical location, the board may notify all unit owners that they may participate remotely in the meeting by a means of communication described in subsection (3) of this section.

(2) The following requirements apply to meetings of the board and committees authorized to act for the board:

(a) Meetings must be open to the unit owners except during executive sessions, but the board may expel or prohibit attendance by any person who, after warning by the chair of the meeting, disrupts the meeting. The board and those committees may hold an executive session only during a regular or special meeting of the board or a committee. A final vote or action may not be taken during an executive session.

(b) An executive session may be held only to:

(i) Consult with the association's attorney concerning legal matters;

(ii) Discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;

(iii) Discuss labor or personnel matters;

(iv) Discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the association at a disadvantage; or

(v) Prevent public knowledge of the matter to be discussed if the board or committee determines that public knowledge would violate the privacy of any person.

(c) For purposes of this subsection, a gathering of members of the board or committees at which the board or committee members do not conduct association business is not a meeting of the board or committee. Board members and committee members may not use incidental or social gatherings to evade the open meeting requirements of this subsection.

(d) During the period of declarant control, the board must meet at least four times a year. At least one of those meetings must be held at the common interest community or at a place convenient to the community. After the transition meeting, unless the organizational documents provide otherwise, and except as otherwise provided in subsection (3) of this section, all board meetings must be at the common interest community or at a place convenient to the common interest community.

(e) At each board meeting, the board must provide a reasonable opportunity for unit owners to comment regarding matters affecting the common interest community and the association. The board must provide at least 15 minutes at the beginning of each meeting for unit owners to comment about agenda items before the board votes. The board may place reasonable time restrictions of not less than 90 seconds per owner per unit, except that the time per owner per unit may be reduced and allocated equally if more than 10 unit owners wish to comment.

(f) Unless the meeting is included in a schedule given to the unit owners, the secretary or other officer specified in the organizational documents must provide notice of each board meeting to each board member and to the unit owners. The notice must be given at least 14 days before the meeting and must state the time, date, place, and agenda of the meeting. Notwithstanding the foregoing, notice of a meeting to address an event or condition that could not have been reasonably foreseen and for which it is impracticable to provide notice as otherwise required by this chapter must be given at least seven days before the meeting and by means of electronic communication to unit owners whose electronic address or phone number is known to the association.

(g) If any materials are distributed to the board before the meeting, the board must make copies of those materials reasonably available to the unit owners, except that the board need not make available copies of unapproved minutes or materials that are to be considered in executive session.

(h) Notwithstanding the governing documents, fewer than all board members may participate in a regular or special meeting by or conduct a meeting through the use of any means of communication by which all board members participating can hear each other during the meeting. A board member participating in a meeting by these means is deemed to be present in person at the meeting.

(i) Prior to the transition meeting, without a meeting, the board may act by unanimous consent as documented in a record by all its members. Actions taken by unanimous consent must be kept as a record of the association with the meeting minutes. After the transition

meeting, the board may act by unanimous consent only to undertake ministerial actions, actions subject to ratification by the unit owners, or to implement actions previously taken at a meeting of the board.

(j) A board member who is present at a board meeting at which any action is taken is presumed to have assented to the action taken unless the board member's dissent or abstention to such action is lodged with the person acting as the secretary of the meeting before adjournment of the meeting or provided in a record to the secretary of the association immediately after adjournment of the meeting. The right to dissent or abstain does not apply to a board member who voted in favor of such action at the meeting.

(k) A board member may not vote by proxy or absentee ballot.

(l) Even if an action by the board is not in compliance with this section, it is valid unless set aside by a court. An action seeking relief for failure of the board to comply with this section may not be brought more than 90 days after the minutes of the board of the meeting at which the action was taken are approved or the record of that action is distributed to unit owners, whichever is later.

(3) Notwithstanding the governing documents, any meeting may be held by telephonic, video, or other conferencing process if:

(a) The meeting notice states the conferencing process to be used and provides information explaining how to participate in the conference;

(b) The process provides all participants the opportunity to hear or perceive the discussion and to comment as provided in subsection (2)(e) of this section;

(c) Any votes of the board members are conducted by roll call or other verbal vote; and

(d) Any person entitled to participate in the meeting is given the option of participating by telephone.

(4) Minutes of all unit owner meetings and board meetings, excluding executive sessions, must be maintained in a record. The decision on each matter voted upon at a board meeting or unit owner meeting must be recorded in the minutes. [2025 c 119 s 16; 2024 c 321 s 316; 2021 c 227 s 13; 2019 c 238 s 210; 2018 c 277 s 310.]