

**NOTICE OF SPECIAL MEETING OF MEMBERS
SOUTH BAY COMMUNITY ASSOCIATION**

TO: Members of the South Bay Community Association
FROM: Board of Directors
RE: Special Meeting of Members
DATE: Wednesday, November 10, 2021
TIME: 3:00PM
PLACE: The Bay Club, 120 Spinnaker Place, Port Ludlow, Washington
OR Listen and Participate by Phone: Dial-in number (US): **(339) 209-6193**
OR Watch and Participate by Computer: <https://join.freeconferencecall.com/bayclubgm>

A Special Meeting of Members of the South Bay Community Association ("SBCA") will be held at 3:00PM on Wednesday, November 10, 2021, at the Bay Club, 120 Spinnaker Place, Port Ludlow, Washington. The primary purpose of the Special Meeting is to vote on whether to approve adding to Article III of the SBCA Bylaws a new Section 6, stating as follows:

Section 6. Alternative Methods for Meetings, Notice, and Voting

Notwithstanding any provisions of these bylaws suggesting otherwise,

- (a) meetings of members may be conducted by telephonic, video or other conferencing process, in accordance with RCW 64.38.035(5) and upon notice as provided in RCW 64.38.035(2) & (3);*
- (b) notice of meetings may be given by electronic transmission, in accordance with RCW 64.38.110; and*
- (c) voting by members may be done at a meeting in person, by proxy, or by absentee ballot, or may be done without a meeting by ballot, in accordance with RCW 64.38.120.*

The Board recommends a YES vote to approve adding this new section to the Bylaws, in order to allow SBCA to utilize the procedures for meetings, notice and voting authorized by amendments to the HOA statute (RCW 64.38) that went into effect in July 2021. These procedures would make it easier and less expensive to hold meetings of members, give notice of meetings, and vote in elections of directors or on matters presented to the members for approval. For example, under the new procedures members who are not physically present at a meeting would be able to vote directly by ballot, instead of requiring them to go through the more cumbersome process of designating a proxy and instructing their proxy how to vote in elections or on other issues.

The only other issue to be addressed at the Special Meeting is whether to approve the draft minutes of the Annual General Meeting that was held on July 28, 2021. A copy of the draft minutes is enclosed. The Board recommends a YES vote on that issue.

Because of ongoing COVID-19 concerns, persons attending the meeting in person will be required to wear a face mask (unless at the time of the meeting the Board has adopted a different policy about masking, based on revised health directives). You may therefore choose to "attend" the meeting by proxy and listen by telephone or watch by computer, and you may instruct your proxy how to vote on your behalf. Under our current Bylaws, members can vote on a proposed Bylaws amendment only if they are present at a meeting in person or by proxy. Enclosed with this Notice are a Proxy Form you may use to designate a proxy for you, and a Proxy Instructions form you may use to give voting instructions to your proxy. If you have any questions, please contact SBCA General Manager Mark Torres at 360-437-2208 or bayclubgm@wavecable.com.

Dated: October 4, 2021

Sincerely,
Gil Skinner, SBCA President