

**RESOLUTION OF THE BOARD OF DIRECTORS
BIRCH BAY VILLAGE COMMUNITY CLUB
POLICY AND PROCEDURE FOR
RETENTION, EXAMINATION AND COPYING OF BBVCC RECORDS**

**BIRCH BAY VILLAGE COMMUNITY CLUB, INC.
POLICY RESOLUTION NO. 29-03-19-20**

PURPOSE: To develop a Birch Bay Village Community Club (“BBVCC”) Procedure and Policy relating to the owner examination of BBVCC records and BBVCC record retention.

WHEREAS, the Board of Directors (“Board”) desires to adopt policies regarding an owner’s right to examine and copy BBVCC records and identification of records to be retained by BBVCC and to adopt standard procedures to be followed when an owner chooses to examine or copy BBVCC records.

WHEREAS, BBVCC is governed by the Washington Homeowners Association Act (RCW 64.38) and there is little relevant guidance in that Act regarding retention and examination of records.

WHEREAS, the Washington Uniform Common Interest Ownership Act (RCW 64.90) was recently adopted for all newly created common interest communities, only a limited portion of WUCIOA is applicable to existing associations such as BBVCC.

WHEREAS, the Board thought it appropriate to look to WUCIOA for guidance in developing a records policy as it has more detail than the Homeowners Association Act.

WHEREAS, RCW 64.38.020(1) authorizes BBVCC to adopt regulations regarding records policies.

WHEREAS, the Board deems it to be in the best interests of BBVCC to adopt a uniform procedure for records retention, examination and copying of BBVCC.

NOW, THEREFORE, be it resolved that BBVCC adopts the following policy regarding records of BBVCC:

1. **Required Records.** BBVCC, through its manager, will maintain records and make the records available to all owners of a lot in BBVCC (“Owner”) in conformance with the Declaration of Rights, Reservations, Restrictions and Covenants of Birch Bay Village (“Declaration”), Amended and Restated Bylaws (“Bylaws”), all rules and regulations and policies, and applicable law. BBVCC must retain the following records, either via electronic means or hard copy:
 - a. Certificate of Formation, Articles of Incorporation, Bylaws, Declaration, and all amendments to these documents and all rules, regulations and policies in effect;

- b. The current budget, detailed records of receipts and expenditures affecting the operation and administration of BBVCC and other appropriate accounting within the last seven (7) years;
 - c. Minutes of all meetings of the Owners and Board, other than executive sessions, a record of all actions taken by the Owners or Board without a meeting, and a record of all actions taken by any committee in place of the Board on behalf of BBVCC;
 - d. The names of Owners in a format that facilitates the preparation of an Owners Listing complete with names and the physical mailing addresses to which BBVCC can direct correspondence including the number of votes each Owner is entitled to place;
 - e. Its current Declaration, Bylaws, Articles of Incorporation, rules and regulations, and other policies adopted by the executive Board of Directors;
 - f. All financial statements and tax returns of BBVCC for the past seven years, to the extent available;
 - g. A list of the names and addresses of its current Board and officers;
 - h. Its most recent annual report delivered to the secretary of state;
 - i. Current written contracts to which BBVCC is a party and contracts that BBVCC was a party to within the last seven (7) years;
 - j. Materials relied upon by the Board or any committee to approve or deny any requests for design or architectural approval for a period of seven (7) years after the decision is made;
 - k. Materials relied upon by the Board or any committee concerning a decision to enforce the governing documents for a period of seven (7) years after the decision is made;
 - l. Copies of current insurance policies under which BBVCC is a named insured;
 - m. Copies of notices provided to all Owners or BBVCC in accordance with the governing documents;
 - n. Ballots, proxies, and other records related to voting by Owners for one (1) year after the election, action, or vote to which they relate;
 - o. An account for each Owner, which designates the name and address of each Owner, the amount of each Assessment, the dates on which each Assessment comes due, any other fees payable by the Owner, the amounts paid on the account and the balance due; and
 - p. BBVCC's most recent reserve study.
2. **Examination/Copying BBVCC Records.** An Owner, holders of mortgages on the lot, or his/her authorized agent is entitled to examine and copy all records retained by BBVCC, subject to the exclusions, conditions and requirements set forth below:
- a. The examination and/or copying of the records of BBVCC shall be at the Owner's expense or BBVCC may charge a fee for copying costs not to exceed its actual cost in accordance with Section 5 of this Policy;
 - b. The examination and/or copying of the records of BBVCC shall be conducted by appointment during the regular business hours of 8:30 a.m. to 4:30 p.m., Monday through Friday (or at a mutually convenient time and location), at the BBVCC offices or other locations as shall be determined by the Board from time to time;
 - c. The Owner shall give BBVCC a written request, stating the purpose for which the examination and/or copying is sought, at least 3 business days before the date on which the Owner wishes to examine and/or copy such records;
 - d. The Owner may be required to complete and sign an agreement such as the one attached hereto-titled "Agreement Regarding Examination of BBVCC Records" prior to the

- examination and copying of any BBVCC record. Failure to properly complete or sign the Agreement shall be valid grounds for denying an Owner the right to examine and/or copy any record of BBVCC;
- e. BBVCC is not obligated to compile or synthesize information;
 - f. BBVCC will not release the unlisted telephone numbers or electronic addresses of any Owner; and
 - g. A right to copy records under this Section includes the right to receive copies by photocopying or other means, including the receipt of copies through an electronic transmission if available, upon request by the Owner.
3. **Proper Purpose/Limitation:** A list of memberships in the BBVCC records shall not be used by any Owner for:
- a. Any purpose unrelated to an Owner's interest as an Owner without the written consent of the Board;
 - b. The purpose of soliciting money or property unless such money or property will be used solely to solicit the votes of the Owners in an election to be held by BBVCC;
 - c. Any commercial purpose;
 - d. For the purpose of giving, selling, or distributing such BBVCC records to any person; or
 - e. Any improper purpose as determined at the sole discretion of the Board.
4. **Exclusions.** Records maintained by BBVCC may be withheld from examination and copying to the extent that they are, or concern:
- a. Personnel and medical records relating to specific individuals;
 - b. Contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated;
 - c. Existing or potential litigation or mediation, arbitration, or administrative proceedings;
 - d. Existing or potential matters involving federal, state, or local administrative or other formal proceedings before a governmental tribunal for enforcement of the governing documents;
 - e. Legal advice or communications that are otherwise protected by the attorney-client privilege or the attorney work product doctrine, including communications with the managing agent or other agent of the association;
 - f. Information the disclosure of which would violate a court order or law;
 - g. Records of an executive session of the Board;
 - h. Individual lot files or statements of accounts other than those of the requesting Lot Owner;
 - i. Unlisted telephone number or electronic address of any lot Owner or resident;
 - j. Security access information provided to BBVCC for emergency purposes; or
 - k. Agreements that for good cause prohibit disclosure to the Owners.
5. **Fees/Costs.** Any Owner requesting copies of BBVCC records is responsible for all actual costs incurred by BBVCC. BBVCC may require a deposit equal to the anticipated actual cost of the requested records. BBVCC may impose a reasonable charge, which may be collected in advance to cover the costs of labor and material, for retrieval and copies of BBVCC records. The charge may not exceed the estimated cost of production and reproduction of the records. If after payment of the deposit it is determined that the actual cost was more than the deposit, Owner shall pay such amount prior to delivery of the copies. If after payment of the deposit it is determined that the actual cost was less than the deposit,

the difference shall be returned to the Owner with the copies. Failure to pay such deposit shall be valid grounds for denying Owner copies of such records.

6. **Examination.** BBVCC or its manager reserves the right to have a third party present to observe during any examination of records by an Owner or the Owner's representative at the Owner's sole cost and expense.
7. **Original.** No Owner shall remove any original book or record of BBVCC from the place of examination nor shall any Owner alter, destroy or mark in any permanent manner, any original book or record of BBVCC.
8. **Creation of Records.** Nothing contained in this Policy shall be construed to require BBVCC to create records that do not exist or compile records in a particular format or order.
9. **Definitions.** Any initially capitalized terms herein that are not otherwise defined, in this Policy have the meanings given to them in the Declaration.
10. **Supplement to Law.** The provisions of this Policy are in addition to and in supplement of the terms and provisions of the Bylaws and the Homeowners Association Act.
11. **Deviations.** The Board may deviate from the procedures set forth in this Policy if in its sole discretion such deviation is reasonable under the circumstances.
12. **Inconsistencies.** If and to the extent that any provision of this Policy is inconsistent with the Declaration or Bylaws, the applicable provisions of the Declaration or Bylaws prevail, unless otherwise required by applicable law.

This Resolution was adopted by the Board of Directors on March 19, 2020 and takes effect immediately.

BIRCH BAY VILLAGE COMMUNITY CLUB, a Washington nonprofit corporation

Dawn Baker, President

ATTESTED TO:

_____, Secretary

BBVCC Record Retention Policy Table

Document Description	Retention Timeframe	Eligibility to Retrieve/Copy
Organizational/Governance Documents		
Articles of Incorporation	Perm	All
Declaration of Covenants, Conditions, and Restrictions & any Amendments thereto	Perm	All
By-Laws & any Amendments thereto	Perm	All
Common Area Deeds/Plat Maps	Perm	All
Rules & Regulations (Current only)	Current	All
Policies (Current only)	Current	All
Board Meeting Minutes (except Executive Session)	Perm	All
Owner Meetings	Perm	All
ACC Minutes	Perm	All
Other Committee Meeting Minutes	3 years	All
Annual Report (Filed with Secretary of State)	Current	All
Owner Meeting notices & supplements	7 years	All
Ballots, Proxies, voting documents	1 year	All
Financial Documents		
Approved budget	7 years	All
Expenditures (invoices/receipts) - non-legal/personnel related	7 years	All
Payroll Reports	7 years	No
Legal bills	7 years	Summary only
Receivables - non-owner payments	7 years	All
Receivables - owner payments	7 years	Owner only
Aged Owner Reports	7 years	Summary only
Annual Financial Statements: Balance Sheet, Income Statement, Bank Reconciliations, Bank Statements	7 years	All
Approved Contracts (other than employment)	7 years	All
Reserve Study	Current	All
Tax Returns/Annual Audit	7 years	All
Interim Financial Statements: Balance Sheet, Income Statement	Until Audit complete	All
Deposit slips	3 years	Summary only
Owner Specific Information		
Owner Names (per Deed records)/Physical Mailing Addresses	Current	All
Owner Phone Numbers and/or email addresses	Current	No
Board Member Name/Addresses	Current	All
Architectural Control Applications and Supporting Documents	7 years	All
Enforcement and Compliance related documents	7 years	Owner Only
Owner activity of account	Current owner, all	Owner Only
Visitor/Vehicle Entry Information	6 months	Owner Only
Property files (approved plans)	Permanent	Owner Only
Incident Reports	Current owner, all	Owner only
Business Documents		
Personnel records	7 years	No
Applications for employment	30 days	No
Legal correspondence to/from BBVCC Board Members or staff	7 years	No
Goods and services currently negotiated	Until Approved	No
Denied proposals	1 year	No
Insurance Policies under which BBVCC is a named insured	Current	All
Security logs (redacted for house checks)	6 months	All
General Correspondence (including email) - unprotected in other categories	1 year	All