

BBVCC
64.90 Task Force
Meeting Report and Recommendation
September 11, 2025 at 10:00AM

Task Force Members Present		
Margareta Silverstone (Zoom)	Dan Nedved	Patrick Ryan
Scotty Diamond		
Staff Present	GM Franklin	

Report

The task force did a full overview of what the requirements are for aligning Birch Bay Village’s governing documents with and adopting Washington Uniform Common Ownership Interest Act (WUCIOA), RCW 64.90 by a vote of the Birch Bay Village Community Club Membership.

The Task Force reviewed the July 17, 2025 Letter from Richard Davis and discussed the following:

Community Governing Documents Update Plan

The task force discussed the need for updating the community’s governing documents to align with the Washington Uniform Common Ownership Interest Act, which will take effect on January 1, 2028. GM Franklin Explained that the Board has already started working on this process with the new legal firm, Chmelik Sitkin Davis (CSD) Attorneys at Law, and aimed to complete it by June 2026. GM Franklin emphasized that failing to update the documents could lead to legal issues and conflicts between state law and the community’s governing documents. The Board President, Justine Brooks and GM Franklin attended a seminar to better understand the requirements and implications of the new law, and decided to act proactively to avoid potential problems.

Uniform Common Ownership Act Adoption

GM Franklin explained the complexities of adopting Washington Uniform Common Ownership Interest Act (64.90) before January 1st, 2028, highlighting that while the legislation lowered the threshold to 30% quorum with 66.7% approval, the plain language might allow simply adding an amendment to existing documents without full alignment. The attorneys suggest that it would be useful to categorize amendments into three different buckets:

- **“Opt-in Amendment”** -Requires 66.7% of a 30% quorum. This amendment is just the new provision in the Declaration that BBVCC will be governed by RCW 64.90. This is a very simple amendment.
- **“Consistency Amendments”** This term refers to text amendments to the governing documents which will make the language in the governing documents consistent with WUCIOA (64.90). This includes new provisions as well as corrections to existing text.
- **“Recommended Amendments”** These amendments are unrelated to WUCIOA but are either desired by the Board or General Manager or are recommended by legal counsel for specific changes.

Our legal team provided three different options for adopting these different types of amendments. They stressed the need for the Board to decide on which voting approach they prefer, as the attorneys need strategic directions to proceed with the drafting of documents as follows:

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Option 1: Submit both the Opt-in Amendment and Consistency Amendments to the members in the same vote with “Recommended Amendments” as a separate vote.

Option 2: Vote on a series of amendments and adhere to the relevant approval thresholds. Vote #1: opt in to WUCIOA (20% threshold). Vote #2: Consistency Amendments (67% threshold). Vote #3: Recommended Amendments (67% threshold).

Option 3: One vote for all amendments. This approach carries the great risk of failure.

GM Franklin emphasized that achieving 66.7% member approval in current governing documents would provide the strongest legal position against potential challenges. To any amendment, but no election in BBVCC history has ever achieved this level of voter turnout.

Task Force Breaks “Recommended Amendments” Into Two Categories

The Task Force recognized a distinction in “Recommended Amendments” as follows:

- **“Non-Controversial”** - GM Franklin explained that the community association currently holds two annual meetings, one in June and one in November, which is unusual as most associations only have one. He suggested simplifying this by combining the meetings, as it would save money and staff time. Most members would agree that saving money is a good thing.
- **“Potentially Controversial”** – GM Franklin discussed a possible amendment regarding a progressive assessment allocation, which would be controversial and might risk the failure of other amendments if included in the same vote. The task force was advised to categorize amendments into “no-brainer” and other amendments to avoid losing support for the entire package.

Amendments and Voter Threshold Discussion

The task force discussed the three options for amendments provided by attorneys, focusing on the combination of opt-in and consistency amendments to meet state law requirements. GM Franklin emphasized the importance of passing these amendments by 2026, noting that if unsuccessful, there would be another opportunity in 2027. GM Franklin also highlighted that the vote can be extended for up to six months without a meeting, allowing for door-to-door outreach to ensure a high voter turnout. He stressed the desire for 66.7% of members to vote in favor, with all votes in favor to limit the potential for a legal challenge.

Community Amendment Voting Strategy

GM Franklin and Margreta discussed different options for approaching amendments, focusing on a hybrid strategy that combines elements of the options presented by the attorneys. They agreed to group non-controversial recommended amendments “Housekeeping Amendments” together in one vote, while separating more contentious amendments for individual consideration. He argued that this approach would allow the community to directly express their preferences, rather than leaving decisions to the Board, and would provide clear justification for any controversial measures.

GM Franklin emphasized the importance of securing opt-in and consistency amendments as the minimum goal, suggesting a two-part voting approach to address both uncontroversial and controversial amendments effectively.

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The group discussed the need to educate voters about the proposed changes and their compliance with new state codes, with GM Franklin noting that their attorneys were unsure which amendments were actually required for compliance.

Birch Bay Village Document Updates Bylaws and Covenant Revision Plan

The group discussed revising the organization's bylaws and covenants, with GM Franklin explaining plans to simplify and streamline these documents. GM Franklin noted that while bylaw changes require a 50% plus 1 vote, covenant changes need 60%, and suggested bundling related amendments for efficiency. The team agreed to review GM Franklin's annotations in the shared documents, with GM Franklin committing to providing a comparison document from Shelter Bay and an R&R Part 2 template to help guide the revisions. They also discussed implementing an "all above" voting option to increase approval chances and agreed to provide regular updates to the Board through written reports.

Upcoming Meeting Schedules and Updates

The group scheduled two upcoming meetings: October 10th at 10 AM and November 14th at 10 AM, both via Zoom. They agreed to keep meetings to approximately one hour.

Recommendation to the Board of Directors

The 64.90 Task Force recommends going with a hybrid of the voting options provided by the attorneys in the July 25th memorandum. The Task Force recommends the Board instruct the attorneys to:

- 1. Combine The "Opt -In" and "Consistency Amendments" into a single ballot option**
- 2. Comine all "Non-Controversial Housekeeping Amendments" into a single ballot option**
- 3. Separate all "Potentially Controversial" amendments into individual ballot measures**