

RESOLUTION NO. R-2026-03
AN OMNIBUS GOVERNANCE RESOLUTION
ESTABLISHING THE ANNUAL MEETING SCHEDULE; DESIGNATING CLPOA
COMMITTEES AS ADVISORY;
ESTABLISHING OFFICIAL MATERIALS DISTRIBUTION PROCEDURES; AND
AUTHORIZING LEGAL COUNSEL ENGAGEMENT

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| Resolution No.: R-2026-03 | Date of Meeting: _____ |
| Effective: Immediately upon adoption | Supersedes: N/A (new policies) |

RECITALS

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| WHEREAS 1, | the Canyon Lakes Property Owners Association ("CLPOA") is a Washington State nonprofit corporation and master homeowners association in Kennewick, Benton County, Washington; and |
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| WHEREAS 2, | effective January 1, 2026, RCW 64.90.445 (Washington Uniform Common Interest Ownership Act, "WUCIOA") governs CLPOA's meeting and governance requirements, with full WUCIOA compliance required by January 1, 2028; and |
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| WHEREAS 3, | RCW 64.90.445(2)(f) requires that either (i) 14 days' advance notice — including the agenda — be provided to all unit owners before each Board meeting, or (ii) meetings be held pursuant to a schedule provided in advance to all unit owners, which pre-published schedule satisfies the meeting notice requirement for regularly scheduled Board meetings; and |
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| WHEREAS 4, | adopting an annual Board meeting schedule each year eliminates the administrative burden of per-meeting notice and reduces the risk of inadvertent notice failures, and the Board finds it to be in the best interest of the Association to adopt an annual meeting schedule no later than December of each year and to distribute it to all unit owners along with the annual meeting materials prior to the February Annual Board Meeting; and |
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| WHEREAS 5, | CLPOA is currently in the process of drafting and adopting charters documenting the composition, authority, and scope of its existing committees; and |
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| WHEREAS 6, | the Board finds it appropriate to designate all CLPOA standing and ad hoc committees other than the ARC as Advisory Committees, as those committees are advisory by design and are not intended to exercise authority reserved to the Board; and |
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CANYON LAKES PROPERTY OWNERS ASSOCIATION | BOARD OF DIRECTORS

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| WHEREAS 7, | RCW 64.90.445(2)(g) requires that any materials distributed to the Board in connection with a Board meeting be made reasonably available to unit owners, and the Board finds that simultaneous posting of Board meeting materials to the CLPOA website at the time such materials are distributed to Board members is a reasonable and practicable method of satisfying this requirement; and |
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| WHEREAS 8, | establishing a documented and consistent materials distribution procedure protects the Association from compliance challenges and supports the Board's commitment to transparency with the community; and |
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| WHEREAS 9, | the CLPOA faces a number of governance compliance requirements arising from the phased application of WUCIOA, including but not limited to: reviewing committee charters for compliance; reviewing and confirming the sufficiency of the Conflict of Interest Policy adopted by Resolution R-2026-01; advising on the eligibility of Board members who reside at the same unit to simultaneously hold Board seats and exercise independent voting rights under RCW 64.90.410 and applicable WUCIOA provisions; and restating the governing documents to conform to WUCIOA prior to the January 1, 2028 deadline; and |
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| WHEREAS 10, | the Board finds that timely engagement of qualified HOA legal counsel is necessary to ensure the Association's governance practices are legally defensible and to protect the Board members and the Association from unnecessary legal risk. |
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RESOLUTION

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Canyon Lakes Property Owners Association as follows:

Article I — Annual Schedule of Regular Monthly Board Meetings

Section 1.1 — Adoption. The Board of Directors hereby adopts the Annual Schedule of Regular Monthly Board Meetings for the current annual cycle, attached hereto as Exhibit A (the "Schedule"). CLPOA's operational year runs from March through February. Regular open Board meetings are held monthly from March through January. The February Annual Board Meeting — dedicated to ratification of the annual budget and election of Board members — is the final meeting of each annual cycle. The Schedule sets forth the dates, times, and locations of all such meetings, with the February Annual Board Meeting identified as a distinct final line item. This Resolution and the practice of adopting an annual schedule shall apply to each annual cycle going forward; the Board shall adopt a new Schedule for each subsequent cycle in accordance with Section 1.2. For the avoidance of doubt, the March–February operational cycle described in this Resolution governs the Board meeting schedule only and does not alter or restate CLPOA's fiscal year for accounting, tax, or financial reporting purposes, which remains the January 1–December 31 calendar year unless changed by separate Board action following consultation with the Association's accountant and legal counsel.

Section 1.2 — Annual Renewal and Distribution. No later than December of each year, the Board shall adopt the Schedule for the upcoming March–February cycle. The Manager shall

distribute it to all unit owners together with the annual meeting materials prior to the February Annual Board Meeting and post it to the CLPOA website at the same time. Distribution of the Schedule constitutes advance notice of all regularly scheduled Board meetings listed therein, satisfying the notice requirement of RCW 64.90.445(2)(f) for those meetings.

Section 1.3 — Special and Emergency Meetings. The Schedule does not govern special or emergency Board meetings. Special meetings shall be noticed in accordance with the CLPOA Bylaws and applicable law. Emergency meetings may be called as permitted by the Bylaws and RCW 64.90.445.

Section 1.4 — Schedule Changes. If a regularly scheduled meeting must be rescheduled, the prior distribution of the Schedule does not satisfy the notice requirement for the rescheduled date. The Manager shall provide separate notice of the new date to all unit owners as soon as practicable and no later than 14 days before the rescheduled meeting date, in the manner required by RCW 64.90.445(2)(f).

Article II — Committee Authority Status: Designated Advisory

Advisory Committee Designation. Effective immediately upon adoption of this Resolution, all CLPOA committees other than the Architectural Review Committee (“ARC”) — including the Communications Committee (and its Welcoming subcommittee), the Long Range Planning Committee, the CC&R Committee (whose name will be updated by its charter), the Landscape Committee, and any other non-ARC committee — are hereby designated as Advisory Committees. Advisory Committees may meet and make recommendations to the Board but may not exercise Board authority, enter into contracts, commit Association funds, or take binding action on behalf of the Association. The Manager shall notify all committee chairs in writing of this designation within ten (10) days of adoption.

Article III — Official Materials Distribution Procedures

Section 3.1 — Simultaneous Website Posting. Effective immediately upon adoption of this Resolution, any materials distributed to members of the Board of Directors in connection with an upcoming Board meeting — including but not limited to meeting agendas, financial reports, proposed resolutions, and staff reports — shall be simultaneously posted to the CLPOA website in a location accessible to all unit owners. For purposes of this Section, “simultaneously” means posted to the website at the same time the materials are distributed to Board members, or as close in time as is practicable and in no event later than 24 hours after distribution to Board members.

Section 3.2 — Printed Copies. Unit owners who do not have internet access may request printed copies of meeting materials from the Manager at no charge. The Manager shall fulfill such requests within a reasonable time before the scheduled meeting.

Section 3.3 — Executive Session Materials. Materials prepared exclusively for use in executive session are exempt from the website posting requirement of Section 3.1 to the extent that posting would disclose information protected under RCW 64.90.445 or privileged attorney-client communications. The Manager shall consult with legal counsel if there is any question about whether a document qualifies for this exemption.

Section 3.4 — Website as Official Distribution Channel. The Board hereby designates the CLPOA website as the official channel for distribution of Board meeting materials to unit owners consistent with the Association's obligations under RCW 64.90.445(2)(g). Attorney confirmation that website posting satisfies "reasonably available" under RCW 64.90.445(2)(g) is included in the scope of the attorney engagement authorized by Article IV of this Resolution.

Article IV — Authorization to Engage HOA Legal Counsel

Section 4.1 — Authorization. The Board of Directors hereby authorizes the Board President, in consultation with the Property Manager, to engage qualified Washington State HOA legal counsel (the "Attorney") on behalf of the Association. The engagement may proceed without further Board approval up to the spending authority established in the CLPOA procurement procedures.

Section 4.2 — Scope of Engagement. The Attorney is specifically directed to advise on and, where applicable, to draft or review documentation addressing the following matters:

- (1) Committee charters for all CLPOA standing committees, in compliance with applicable law and CLPOA's governing documents, establishing the composition, authority, voting rights, and scope of each committee;
- (2) The CLPOA Conflict of Interest Policy adopted by Resolution R-2026-01, including any recommended amendments arising from the attorney's review, with particular attention to the sufficiency of the dual-role sub-association board member provisions under Washington law;
- (3) The voting eligibility and representation rights of Board members who co-reside at a single unit within the community, including: (a) the application of RCW 64.90.455(8)(b), which provides that if more than one owner of the same unit casts a vote in any unit owner vote, no vote from any owner of that unit may be counted unless the Declaration provides a manner for allocating such votes — and whether this provision affects the membership voting rights of the co-resident Board members; and (b) the separate question of whether any provision of the CLPOA Bylaws, Declaration, or applicable law limits co-resident unit owners from simultaneously holding independent Board seats and casting independent votes on Board resolutions — noting that RCW 64.90.455(8)(b) governs unit owner votes at membership meetings and does not by its terms govern the exercise of director voting rights at Board meetings; and whether any remedial action is required;
- (4) Whether designation of the CLPOA website as the official materials distribution channel satisfies the "reasonably available" standard of RCW 64.90.445(2)(g);
- (5) Restatement of the CLPOA Declaration, Bylaws, and Rules and Regulations to conform to WUCIOA (RCW 64.90) in advance of the January 1, 2028 full compliance deadline; and
- (6) Such other WUCIOA compliance matters as the Attorney identifies in the course of the engagement or as the Board may direct from time to time.

Section 4.3 — Reporting. The Attorney shall provide written status updates to the Board President and Manager on the matters listed in Section 4.2 no less frequently than monthly. The Attorney's recommendations on each matter shall be presented to the full Board at a duly noticed regular meeting for consideration and, where applicable, adoption by Board resolution.

Section 4.4 — Urgency Matters. The Attorney is directed to prioritize the following matters as urgent and to report on them at or before the next regular Board meeting following engagement: items (2) and (3) of Section 4.2 (Conflict of Interest Policy review and co-resident Board member voting eligibility). The Board finds that these matters present active governance risk that warrants expedited review.

Article V — General Provisions

Section 5.1 — Effective Date. This Resolution is effective immediately upon adoption.

Section 5.2 — Relationship to Other Resolutions. This Resolution supplements Resolutions R-2026-01 and R-2026-02 adopted at the March 2026 Board meeting and shall be construed consistently with those resolutions. In the event of any conflict between this Resolution and applicable law or the CLPOA governing documents, the law and governing documents shall control.

Section 5.3 — Amendment. Any article of this Resolution may be amended by a majority vote of the Board at any duly noticed meeting at which quorum is present. Amendments shall be recorded by resolution and assigned a new resolution number superseding the applicable article or articles of this Resolution.

VOTE RECORD

| VOTE RECORD | AYE — Members Voting In Favor: | NAY — Members Voting Against: | ABSTAIN — Members Abstaining: |
|---|--------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> Adopted <input type="checkbox"/> Failed Count: ___ / ___ / ___ <i>(Aye / Nay / Abstain)</i> | | | |
| <i>Reason(s) for Abstention (required — state each abstaining member's name and reason)</i> | <hr/> <hr/> <hr/> | | |

ATTESTATION

The undersigned certify that the foregoing Resolution No. R-2026-03 is a true and correct resolution duly adopted by the Board of Directors of the Canyon Lakes Property Owners Association at a duly noticed open meeting at which quorum was present.

Patricia M. Irving, Board President

Secretary Name (print)

Date

FILING NOTE

After adoption: (1) enter into the minutes of this meeting; (2) log as Resolution R-2026-03 in the CLPOA Resolution Register; (3) Manager to distribute Exhibit A (Annual Meeting Schedule) with annual meeting materials and post to CLPOA website per Section 1.2; (4) Manager to notify all committee chairs of Advisory Committee designation within 10 days per Section 2.1; (5) Board President to initiate legal counsel engagement within 30 days per Article IV; and (6) retain in the Association's official records per RCW 64.90.495.

EXHIBIT A

CLPOA Annual Schedule of Regular Monthly Board Meetings

(Complete with dates, times, and locations before adoption. Rows 1–11 are the regular monthly Board meetings, March through January. Row 12 is the February Annual Board Meeting — the final meeting of the annual cycle — and should be labeled “Annual Board Meeting.”)

| Mtg # | Date | Time | Location |
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| 1 | March 10, 2026 | 6:30pm | Villas Clubhouse, 3701 W 36 th Ave |
| 2 | April 14, 2026 | 6:30pm | Villas Clubhouse, 3701 W 36 th Ave |
| 3 | May 12, 2026 | 6:30pm | Villas Clubhouse, 3701 W 36 th Ave |
| 4 | June 9, 2026 | 6:30pm | Villas Clubhouse, 3701 W 36 th Ave |
| 5 | July 14, 2026 | 6:30pm | Villas Clubhouse, 3701 W 36 th Ave |
| 6 | August 11, 2026 | 6:30pm | Villas Clubhouse, 3701 W 36 th Ave |
| 7 | September 8, 2026 | 6:30pm | Villas Clubhouse, 3701 W 36 th Ave |
| 8 | October 13, 2026 | 6:30pm | Villas Clubhouse, 3701 W 36 th Ave |
| 9 | November 10, 2026 | 6:30pm | Villas Clubhouse, 3701 W 36 th Ave |
| 10 | December 8, 2026 | 6:30pm | Villas Clubhouse, 3701 W 36 th Ave |
| 11 | January 12, 2027 | 6:30pm | Villas Clubhouse, 3701 W 36 th Ave |
| 12 | February 9, 2027 | 6:30pm | TBD — Larger venue required for Annual Meeting |

Note: The above schedule was distributed to all unit owners in the April 2026 Newsletter, constituting advance notice of all regularly scheduled open Board meetings listed herein and satisfying the meeting notice requirement of RCW 64.90.445(2)(f). Special and emergency meetings remain subject to separate notice requirements as set forth in Section 1.3 of this Resolution.