



Association of Unit Owners of Ranch Cabins

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Resolution of the Board of Directors, AUO of Ranch Cabins

Subject: Board Meeting Protocols

The Ranch Cabin Board of Directors hereby adopts the following meeting protocols to assure compliance with ORS 100.420:

Background – the Board consists of 5 unit owners who volunteer their time to oversee the affairs of the Association. Their available time is constrained by work, family, and other obligations. Topics needing Board action or establishment of consensus often arise abruptly.

Spring Board Meeting – Notice shall be sent by email to all Unit Owners not less than 10 days prior to the meeting date, and shall include the general location and time of the meeting and a tentative agenda. The exact location of the meeting and exact time may be communicated at a later date as necessary. Owners are encouraged to participate in discussions, subject to reasonable limits in the interest of time.

Virtual and Other Board Meetings – Notice shall be sent by email to all Unit Owners as soon as a meeting is organized, typically 5 to 1 day prior to the meeting and shall contain the necessary information to attend the meeting. Owners may observe but typically will not be invited to participate if the meeting is predominately a work session.

Email Discussion – Email discussions amongst Board members are not “meetings” under the definition of ORS 100.420 (7) since a quorum does not exist. Hereafter, consensus reached by email will require ratification at the next “meeting”. Design Review applications may be delayed until the next meeting if a clear consensus is not reached.

Executive Sessions shall be limited to the topics allowed by ORS 100.420 (2):

- Consult with legal counsel
- Personnel matters
- Negotiation of contracts with third parties, which shall include confidential management of contractors
- Collection of unpaid assessments
- Emergency

Action taken in Executive Session must be ratified in a duly noticed open meeting with reasonable identification and recorded in the Minutes of that meeting.

100.420 Board meetings; executive sessions.

- (1) Except as provided in subsection (2) of this section, all meetings of the board of directors are open to unit owners' attendance. An owner does not have any right to participate in a meeting except as may be provided by the governing documents or the board.
- (2)
 - (a) The board may close the meeting to unit owners and meet in executive session to:
 - (A) Consult with legal counsel.
 - (B) Consider the following:
 - (i) Personnel matters, including salary negotiations and employee discipline;
 - (ii) Negotiation of contracts with third parties; or
 - (iii) Collection of unpaid assessments.
 - (b) Except in the case of an emergency, the board may not meet in executive session unless voted for by the board in an open meeting and the presiding officer of the board states the general nature of the action to be considered, as precisely as possible, when and under what circumstances the deliberations can be disclosed to owners. The statement, motion or decision to meet in executive session must be included in the minutes of the meeting.
 - (c) A contract or an action considered in executive session is not effective unless the board, following the executive session, reconvenes in open meeting and votes to approve the contract or action, which must be reasonably identified in the open meeting and included in the minutes.
- (3) The meeting and notice requirements in this section may not be circumvented by chance or social meetings or by any other means.
- (4) A meeting may be conducted as an electronic meeting if:
 - (a) The meeting allows all participating board members at the meeting to:
 - (A) Hear and communicate to each other simultaneously; and
 - (B) Have access to materials before or during the meeting necessary to participate or vote in the meeting.
 - (b) The meeting allows all persons attending the meeting to simultaneously hear all participating board members.
 - (c) Any notice of the electronic meeting to board members or unit owners states:
 - (A) Whether the meeting may or must be attended by electronic means;
 - (B) The electronic means to be used;
 - (C) Subject to subsection (2) of this section, how unit owners may attend the electronic meeting by:
 - (i) Telephone;
 - (ii) If applicable, Internet connection; and
 - (iii) If applicable, by meeting at a physical location; and
 - (D) Any other information to enable a unit owner to attend the meeting.
- (5) A person attending or participating in an electronic meeting is considered to be attending or participating at the meeting for all purposes.
- ~~(6) In condominiums where the majority of the units are the principal residences of the occupants, for meetings other than emergency meetings, notice of the meeting must include the information required under subsection (4)(c) of this section and must be:~~
 - ~~(a) Posted at a place or places on the property at least three days prior to the meeting; or~~
 - ~~(b) Provided by a method otherwise reasonably calculated to inform unit owners of the meetings, including by electronic communication under ORS 100.423. Not applicable to Ranch Cabins~~
- (7) As used in this section, "meeting" means a convening of a quorum of members of the board of directors at which association business is discussed, except a convening of a quorum of members of the board of directors for the purpose of participating in litigation, mediation or arbitration proceedings.