

Lake Marcel Community Club

Resolution 7

Resolution Process

1. Authority

Whereas the Board of Directors of the Lake Marcel Community Club ("the Board") is empowered to govern the affairs of the club pursuant to Article V of the Bylaws; and

2. Purpose

Whereas the Board of Directors of the Lake Marcel Community Club occasionally needs to create and amend Resolutions used in the governing of the association; and

Whereas the Board of Directors of the Lake Marcel Community Club wishes to assure such Resolutions are created, amended, and stored consistently and usefully;

3. Specifications

Now, therefore, be it resolved that:

When creating a new Resolution, the following process will be followed:

Preparation

- (1) Search through the existing Resolutions for one that is closest in content and form to the Resolution you will be creating. If a template exists for either a Committee of the Board resolution, or an Advisory Committee resolution then start with the template. Open it. We will Save a Copy to make a copy of it and then edit that copy.
- (2) In Outlook, from the File Menu, choose Save a Copy. Copy should be saved in the Working Documents folder of the Governing Documents Committee's SharePoint site and named "Resolution - " followed by the proposed name of the Resolution. This is a very important step. If instead you just start editing the file, you WILL be overwriting the original Resolution even if you don't manually save.
- (3) Choose Browse on the left side of the white portion of the screen. This will open the Save As window. Click on the up arrow (↑) in the upper left corner of the window until you are at the Shared Documents folder. Then double click on the Working Documents folder to open it. Edit the file's name to replace the number with "TBD" and the name with a brief, unique name for the nature of your new Resolution.
- (4) Be sure AutoSave is turned on (left end of the Ribbon at the top of the window)

Creation/Editing

- (5) Double click on the Header and edit the Resolution number to be "TBD" for both Header and Footer. Edit the title appropriately.
- (6) Edit the Authority section to indicate what provides the Authority to resolve what you plan to resolve. This will likely be several paragraphs as you create a hierarchical line of logic. Study our Resolutions to get the idea.

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- (7) Edit the Purpose section to describe what you are trying to accomplish and the why. This may be used to help decide how to interpret the content of the Specification section, so don't just duplicate that text.
- (8) Edit the Specification section to clearly and concisely state the Resolution content. Use subsections as needed to organize the content. For Committees of the Board, include those Board powers to be delegated to the Committee along with any limits being placed on those powers.
- (9) Edit the Scope and Intent section, as appropriate. Generally, this doesn't need to be edited.
- (10) Change the title and number ("TBD") of the Resolution on the Action Record.
- (11) Update the names of Directors, if necessary, to reflect the current composition of the Board. Do not include then vacant seats. Incorporate columns, adjust spacing or even font size on the Action Record as necessary to fit onto a single page, if at all possible.

Approval

- (12) When the first draft is ready for Committee review, move the file to the "Ready for Committee Review" folder and notify Committee members that it is ready for review. It is best to provide an expected timeline for responses. Usually, 1 week is appropriate. If it touches on the jurisdiction of another Committee or Subcommittee, also send a copy to that Committee for their review.
- (13) Once approved by all involved Committee(s), move the file to the Ready for Board Review folder and send a link to all Directors for their review prior to the next Board Meeting and ask the Office Manager to add as an item to the agenda for that meeting.
- (14) As part of the Committee's report, present at the next Board meeting for their consideration and (hopefully) approval. Note: the Board has the right to negotiate changes to the Resolution with the Committee members present or, if agreement is not forthcoming, send it back to committee for further work if they don't approve of it as is. Any changes are to be made and approved during the meeting or, if not practical, after the meeting with a final review conducted by email.

Filing & Dissemination

- (15) Once approved by the Board, the Office Manager will assign a Resolution # by looking at previously passed Resolutions to determine the next available number and then add that number in the Header, Footer, and on the Action Record. Fill in the appropriate spaces on the Action Record with the Director's name that motioned and seconded the motion, the date it was approved, and the effective date. The effective date is usually the day after the day passed but can differ from that when indicated by the Board. Get the signature and vote of each Director involved in the vote. Signatures are not required of Directors that were not present.

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- (16) Once signed, the office manager should write on the bottom of each sheet which Book of Minutes the Resolution is filed in, scan the Resolution (excluding the tracking sheet) and post it on the Website by adding a description and link to the main Resolution page and storing the scanned document, as appropriate.
- (17) Move the file as presented to the Board with any amendments that were negotiated (not the scanned signed version) to the Approved folder.

When amending an existing Resolution, the following process will be followed:

Preparation

- (1) Find the original full Word file for the Resolution being amended. It should be located in the Approved folder and should include the blank tracking sheet, not have signatures, and blank footer.
- (2) In Outlook, from the File Menu, choose Save a Copy. This is a very important step. If instead you just start editing the file, you WILL be overwriting the previous version of the Resolution, which we don't want to do until the amended version is approved.
- (3) Be sure AutoSave is turned on (left end of the Ribbon at the top of the window).
- (4) For Committees of the Board, a change in the directors assigned to the Committee requires an amendment to the Resolution.

Amendment/Editing

- (5) Modify the document as needed and then follow steps 12-14 above. It does not need a new number but rather becomes an amendment to the original Resolution #.

Filing & Dissemination

- (6) Follow steps 15-17 above
- (7) The Office Manager should write on the immediately preceding filed version of that Resolution that it was amended giving the date and the Book of Minutes the amended version is filed in.

Note: All previous versions of the Resolution are to be maintained in their original filing location with each indication the following amendment's date and file location.

4. Scope and Intent

This Resolution may be amended as appropriate by the LMCC Governing Documents Committee except that it may not remove or amend process steps that give the Board of Directors final approval of Resolutions other than this one. This resolution shall remain in effect until rescinded by the number of directors required by the Articles/Declarations or Bylaws to take action under RCW 24.03A.565.

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RESOLUTION ACTION RECORD

Resolution Title: Resolution Process

Resolution Number: 7

Duly adopted at a meeting of the Board of Directors held: June 14, 2022.

Insofar as this Resolution has cited its authority and purpose, the undersigned directors have duly adopted it via a proper Motion made by Rick DeBlock and seconded by Michael McClary at a meeting of the Board of Directors held on June 14, 2022.

Resolution effective date: June 15, 2022.

VOTE:	YES	NO	ABSTAIN	ABSENT
_____	☒	_____	_____	_____
John Gorman - President				
_____	☒	_____	_____	_____
George Petrov - Treasurer				
_____	☒	_____	_____	_____
Michael McClary - Secretary				
_____	☒	_____	_____	_____
Paul Gibian - Director				
_____	☒	_____	_____	_____
Rick DeBlock – Director				

ATTEST:

_____	_____
Secretary	Date