

Lakemoor Community Club

Report to the Board

by the Governance Committee
on the

Review of Community Bylaws

Submitted to the LCC Board of Directors

March 24th, 2026

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Executive Summary

This report provides an overview of the process by which the Lakemoor Community Club may undertake an effort to review, clarify, and propose updates to the Lakemoor Community Club bylaws to ensure that they reflect current governance best practices, meet new legal standards, and align with homeowner preference.

This review is being undertaken in part due to significant changes in law enacted over the past two decades by the Washington State Legislature, as well as due to major upcoming changes in law which take effect January 1st, 2028.

Protecting Future Generations

This work is intended to support clear decision-making, predictable processes, and fair participation by residents, board members, and volunteers. The committee's role is to strengthen the governing framework that applies to everyone equally so that in future years our membership, board, and assets can be both supported and protected.

Once new bylaws are written and recorded, our community will likely have to live with them for some time. That means this generation of homeowners is responsible for ensuring that new bylaws reflect the combined interests of both homeowners and the association at large.

Volunteer Committee Members

The Governance Committee is composed of LCC homeowners, and serves in an advisory role to the board. All committee volunteers work in service to the board and full community, with an emphasis on transparency, clarity, and long-term institutional health.

The Governance Committee welcomes all homeowners to participate on the committee, and to bring their respective skills and expertise. Current members bring a wealth of diverse experience to the team, including practicing attorneys, public policy and legislative experts, community engagement professionals, and business leaders.

Current Members at Time of Report

Fred Yancey, *Board Member & Chair*

Elle Burger, *Bylaws Team Lead*

John Smee, *Homeowner*

Evan Clifthorne, *Homeowner*

Chuck Szurszewski, *Homeowner*

• **Chris Meserve**, *Covenants Team Lead*

• **Allen Hatten**, *Homeowner*

• **Craig Burger**, *Homeowner*

• **Shivonne Byrne**, *Homeowner*

LCC Governing Documents

Ken Lake was first developed over fifty years ago, with a variety of changes to governing documents approved over the course of the years. At times these changes were made to respond to updates to state or local law, and at times these changes were made to align with shifts in community preferences. Often, these changes overlapped.

The neighborhood's governing documents were last updated in 2008 (Appendix E) through an extensive community process. This involved multiple community surveys, town hall meetings, and back-and-forth exchanges between policy and legal experts, the volunteer bylaws team, homeowners, and the association's board of directors.

These documents, outlined below, each serve their own unique purpose:

Articles of Amendment

This is similar to a corporate filing. It is a legal instrument that records our association's place in local government records.

This document is **outside the scope** of this report and review process, however the Governance Committee anticipates a similar review process in future.

Association Bylaws

This document sets out the operational procedures by which the Lakemoor Community Club operates on a daily basis. In other words, this document represents the “how” of how the association operates. Bylaws must comply with state and local regulation, and much of this document (approx. 75%) is heavily prescribed by statute. However, it is also subject to the specific needs and preferences of individual associations, and effective bylaws include additional specifications or provisions that go beyond the minimum legal requirements.

This document is **within the scope** of this report and review process.

Covenants, Conditions, and Restrictions (CC&Rs)

This document constitutes the “what” of what can't you do within our legally and geographically defined community. CC&Rs are largely reflective of community preference but are also guided by certain legislative restrictions.

This document is **outside the scope** of this report and review process, however the Governance Committee anticipates a similar CC&R review process in future.

Legislative Imperative

The Lakemoor Community Club (LCC) is currently governed under **RCW 64.38**, which is the **Washington Homeowners' Association Act (WHAA)**. It regulates the management, powers, and duties of association boards, meetings, financial records, and homeowner rights. Since 2008 when the LCC Bylaws were adopted, the Washington State Legislature has made numerous changes to this section with potential implications for our existing LCC bylaws.

However, the most significant change occurred in 2018, when the legislature passed the [**Washington Uniform Common Interest Ownership Act \(WUCIOA\) \(RCW 64.90\)**](#). This law created a unified legal framework for all Washington State common interest communities (condos, HOAs, and co-ops) and it came with major regulatory changes.

During a ten-year transition period, the WUCIOA applies only to new HOAs created after 2018, meaning that **the LCC is still currently governed only by the old law**, and not yet the new.

However, the WHAA is set to be repealed, and **on January 1, 2028 all common interest communities in Washington State, including the LCC, will be governed only by the WUCIOA**, the new law designed to enhance requirements for governance, meetings, reserves, resale certificates, and other areas of HOA operations.

Due to this upcoming change, the Governance Committee is primarily focused on reviewing LCC bylaws in accordance with the shift in 2028 to the WUCIOA.

Key Legislative Organizations

While many organizations and individuals have submitted public testimony on legislative bills concerning HOAs, there are two national organizations that especially stand out. Both have highly active chapters in Washington State, and both have been instrumental in the shaping of the Washington Uniform Common Interest Ownership Act.

1. **HOA United** is a volunteer-led nonprofit organization dedicated to empowering, educating, and advocating for homeowners in common interest communities across the United States. This group created the initial drafts of the WUCIOA and championed its passage. Their membership is primarily composed of individual homeowners.
2. **Community Associations Institute** is a nonprofit organization that provides education, resources, and advocacy for common interest communities, and aims to foster effective leadership, responsible citizenship, and high standards in community living. They regularly engage in legislative activity in Washington. Their membership consists primarily of association boards and management companies, but also includes individual homeowners and vendors.

Checklist for Success

The Governance Committee envisions bylaws that:

1. Are easy for residents to read and understand
2. Clearly define roles, responsibilities, and authority
3. Build capacity with structures proven to help organizations succeed
4. Support lawful, ethical, and accountable governance
5. Remain stable over time while allowing for future adaptation

Strong bylaws should make participation safer, disagreements more productive, and leadership transitions smoother. When governance documents are clear, communities spend less time interpreting rules and more time doing the work that benefits neighbors. In this way, the bylaws give every member and board director a path to success.

Whether our bylaws are drafted for us or by us, we will have to live with them. This checklist was developed as a structural safeguard — ensuring every update to our governing documents is evaluated against nine essential questions covering clarity, legal alignment, member protection, process durability, and equitable participation.

Every bylaws update should answer these nine questions:

- Is the language clear and plain?
- What RCWs are relevant, and is this Article in line?
- Does the Article, or subsection, protect the membership, the board as an institution, or the assets of the corporation?
- Are the processes set forth repeatable, and do they support board transition over time?
- Is this something that should be easy to change, or difficult to change?
- Does the article or subsection incur responsibility on the part of an officer or agent? Does there need to be a backstop?
- Are the processes outlined predictable?
- Is the article or subsection fair in application?
- How does the article or subsection enable participation or oversight?

Incorporating Experts & Community

The two key drivers of bylaws updates are typically (a) legislative changes and (b) shifts in community preference. In situations where legislative changes are the driving factor, a review of best practices by the Governance Committee revealed that many communities have benefited from a two-tiered process of expert review. Benefits of this approach can include closer alignment with newly-drafted policies, better predictions of legislative trends, greater reduction of risk, and even extensive cost-savings. This approach capitalizes on the specialized nature of legislative and public policy expertise, and on essential reviews by legal counsel.

[Documentation by consultants confirmed earlier process outlines.](#)

1. Legislative and Policy — Expert Analysis

This analysis capitalizes on subject-matter expertise and significant community engagement to create review-ready draft documents for legal counsel.

This work is often characterized by a red-lined review with references to statutes and current governing documents, as well as examples, concepts and language for consideration. Many include dedicated facilitation sessions for the board, committee members, and homeowners. Some include support with summation reports.

2. Review by Counsel — Legal Analysis

A review by legal counsel is an essential component of any restatement of an association's governing documents, including the association's bylaws. Due to the time-consuming nature of this work, many associations report being hard hit by the typically-high hourly rate of legal counsel.

A two-tiered approach has allowed many communities to increase community support and reduce total legal expenses by providing counsel with review-ready draft documents that have already passed through expert policy review and homeowner engagement.

Building Community Support

Our community can learn many lessons from our 2008 revision to our governing documents, and current best practices, including early and consistent engagement with homeowners.

5 Key Opportunities for the LCC Board to Engage Homeowners:

- Approve and Distribute a Community Report with Draft Bylaws Prior to First Town Hall
- Host the First Town Hall to present community report and solicit feedback
- Collect Additional Feedback Through a Public Comment Period
- Incorporate Homeowner Comments into Second Draft Prior to Final Approval
- Host Second Town Hall to Present Final Bylaws and to Build Support for Adoption

Committee Deliverables

As an advisory committee to the board, the primary focus of the Governance Committee is to guide the board and the community through a process of developing meaningfully improved bylaws with language that incorporates LCC homeowner preferences, reflects current Washington State legislation, and embeds modern governance best practices to keep us in alignment with regulatory changes both recently passed, and ones that may remain on the horizon.

Items to be Prepared for the LCC Board:

1. **Report to the Board on Bylaws Review (Completed)** — This report shall provide an overview for the board of the impetus and key steps involved in reviewing the association bylaws, including key actions for the board.
2. **Community Report with Draft Bylaws** — This report shall incorporate feedback from a Legislative and Policy vendor and include draft bylaws language for presentation to the community. This report shall be provided to the board for review and approval at a regular board meeting, with distribution to the community following the approval of the board.
3. **Second Draft of Bylaws with Homeowner Comments** — Following the first town hall and the public comment period, the committee will provide the board with a second draft of bylaws that incorporates feedback from LCC homeowner comments collected by the board and committee.
4. **Final Draft of Bylaws Following Review by Counsel** — After receiving feedback from counsel, the committee will work together with the board to provide a final draft of the bylaws for board consideration and approval.
5. **Action Plans for Town Hall Meetings and Volunteer Recruitment** — The Governance Committee may provide support to the board for preparation & presentation at town hall meetings, as the board may request or require. The committee may also support the recruitment and coordination of volunteers.

Board Responsibilities

The bylaws revision process is a community process. The board's role is to authorize, resource, and steward the revision process — ensuring the process moves forward with integrity & that the community has a voice in the documents they will be governed by.

Direction & Authorization

The board reviews and approves each phase of this work and process, while also providing essential direction and feedback to the Governance Committee. No phase advances without board authorization — and the board is accountable for delays that result from inaction.

Key phases of the process requiring board action include:

1. Chartering a Governance Committee (Complete — See Appendix A)
2. Hosting Special Meeting on Bylaws to Review Report to the Board (April 2, 2026)
3. Reviewing and Approving RFP for Legislative and Policy Analysis Vendor
4. Selecting Final Vendor from among RFP respondents
5. Reviewing Legislative and Policy Vendor Work Product
6. Reviewing and Approving a Community Report with First Draft of Bylaws
7. Hosting First Town Hall to Present Community Report to Homeowners
8. Reviewing and Approving Second Draft Incorporating Homeowner Comments
9. Selecting Vendor for Legal Analysis (Optional — Could Use Current LCC Counsel)
10. Reviewing Legal Vendor Work Product
11. Reviewing and Approving Final Draft that Incorporates Legal Analysis
12. Hosting Second Town Hall to Present Final Draft and Build Support

Resourcing the Process

The board is responsible for ensuring the governance committee has what it needs for its work. This includes reviewing committee deliverables, selecting vendors, and ensuring the board liaison receives resources and support from the board.

Transparency & Communication

The board is responsible for keeping the community informed, hosting special meetings and town halls, and incorporating public comment. This includes ensuring that community feedback is genuinely received, tracked, and reflected in the final documents.

Fiduciary & Legal Stewardship

The board carries ultimate legal responsibility for the governing documents of the Kenlake community. Approving bylaws that are ambiguous, outdated, or out of compliance with Washington State law is a governance failure — regardless of how that approval came about. The board's review and approval of each deliverable in this process is not a formality; it is an exercise of fiduciary duty.

Final Ratification

The final revised bylaws require a supermajority of community signatures to be ratified. The board's role in this phase is to present — not to persuade. The community's voice is the final authority on the documents they will live under.

Key Actions: High-Level Roadmap

Completed

1. **Board** Directs Governance Committee to Review Governing Documents (January 2026)
2. **Committee** Volunteers Conduct Initial Research and Review of Bylaws (Jan - Mar 2026)
3. **Committee** Prepares Report to the Board on Bylaws Review Process (Mar 24, 2026)

Future

1. **Board** Hosts Special Meeting on the Bylaws (April 2, 2026)
2. **Board** Reviews and Approves RFP for Legislative & Policy Analysis
3. **Committee** Distributes RFP to Vendors Through Board Liaison
4. **Committee** Presents Bids to Board with Recommendations
5. **Board** Selects Vendor for Legislative & Policy Analysis
6. *Board-Selected Vendor Returns Work Product to LCC*
7. **Board** and **Committee** Review Work Product from Board-Selected Vendor
8. **Committee** Drafts Community Report with Draft Bylaws for Board Review
9. **Board** Reviews and Approves Final Version of the Community Report
10. **Board** Hosts First Town Hall Meeting to Present Report and Solicit Feedback
11. **Community** Provides Feedback at First Town Hall Meeting
12. **Community** Provides Feedback Through Public Comment Period
13. **Committee** Compiles Community Feedback into Second Draft Bylaws for Board
14. **Board** Reviews and Approves Second Draft Bylaws for Legal Review
15. **Board** Reviews and Approves RFP for Legal Analysis (optional)
16. **Board** Selects Vendor for Legal Analysis
17. *Board-Selected Vendor Returns Legal Analysis*
18. **Board** and **Committee** Review Work Product from Board-Selected Vendor
19. **Committee** Drafts Final Revised Bylaws for Board Review
20. **Board** Reviews and Approves Final Revised Bylaws and Distributes to Community
21. **Community** Receives and Reviews Board-Approved Final Revised Bylaws
22. **Board** Presents Final Revised Bylaws at Second Town Hall Meeting
23. **Committee** Coordinates Volunteers to Engage Homeowners on Revised Bylaws
24. *Above process repeated for LCC Covenants Review*
25. **Community** Ratifies Final Revised Documents Through Super-Majority of Signatures

Next Steps & Recommendations

The Governance Committee has identified a series of key next steps and recommendations for the board to consider. In its advisory role, the Governance Committee serves at the discretion of the board and offers these action items and recommendations in hopes of supporting the board and community through the process of reviewing and improving current and new LCC Bylaws.

Next-Step Action Items for Board Consideration:

1. Review and consider the Report to the Board, as well as the recommendations of the Governance Committee included below.
2. Discuss and identify board priorities regarding the bylaws so that every board member is given the opportunity to be heard.
3. Adopt the included, or an amended, High-Level Roadmap of the process for reviewing and considering changes and updates to the LCC bylaws, in order to provide clarity and consistency for LCC homeowners and the Governance Committee.

Recommendations of the Governance Committee to the LCC Board:

1. Distribute a *High-Level Roadmap* to LCC homeowners. The **board and community would be best-served by a clear understanding** of the plan for moving forward.
2. The **committee recommends the board consider two separate vendors for legislative and legal review**. This could increase engagement, diversify the data, reduce risk for LCC homeowners, and help save costs for the association.
3. The board **may want to consider expanding the Legislative and Policy RFP** (as well as an optional legal RFP) to include not only the bylaws, but other governing documents as well. This consolidation may allow the LCC to reduce total costs to homeowners.

Appendix A: Governance Committee Charter

Governance Committee Charter

Lakemoor Community Club

1. Purpose

The Governance Committee (“Committee”) is established by the Board of Directors (“Board”) of the Lakemoor Community Club (“LCC”) to assist the Board in ensuring effective governance and compliance practices, reviewing and recommending governing and compliance documents, and promoting compliance with the HOA’s bylaws, rules, and applicable laws.

The Committee serves as an advisory body and has no independent authority to act on behalf of the Association unless expressly delegated by the Board.

2. Authority

The Committee operates under the authority of the Board of Directors and in accordance with the Association’s governing documents and applicable state laws. The Board may delegate specific tasks to the Committee and may modify or revoke such delegation at any time.

3. Responsibilities

The Governance Committee shall:

- **Governing Documents Review**
 - Periodically review the Association’s governing documents (Declaration, Bylaws, Rules & Regulations, and Policies).
 - Recommend amendments or revisions to ensure compliance with applicable laws and best practices.
- **Policy and Procedure Development**
 - Draft and recommend policies to improve transparency, accountability, and efficiency in governance.
- **Board and Committee Operations**

- Assist in establishing procedures for Board and committee operations, elections, and code of conduct.
 - **Compliance and Ethics**
 - Monitor compliance with governing documents and applicable legal requirements.
 - Recommend ethical standards and conflict-of-interest policies for Board and committee members.
 - **Education and Training**
 - Recommend training and resources for Board and committee members on governance, fiduciary duties, and community management.
 - **Annual Governance Review**
 - Conduct an annual self-assessment of the Board's governance practices and recommend improvements.
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4. Composition

- The Committee shall consist of members who are property owners or residents.
 - Committee members must be homeowners in good standing.
 - The Board may appoint one Board liaison (non-voting) to serve as a communication link between the Committee and the Board.
 - The Committee shall elect a **Chairperson** from among its members.
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5. Meetings

4. The Committee shall meet at least quarterly and as otherwise needed.
 5. A quorum shall consist of a majority of the Committee members.
 6. Minutes shall be taken at all meetings and submitted to the Board.
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6. Reporting

The Committee shall report its activities, findings, and recommendations to the Board at least quarterly, or more frequently if requested by the Board.

7. Term and Review

6. Committee members shall serve for one year.
 7. This Charter shall be reviewed annually by the Committee and the Board and may be amended by a majority vote of the Board.
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8. Dissolution

The Board may dissolve the Governance Committee at any time by a majority vote if its responsibilities are no longer required or have been reassigned.

Appendix B: Best Practices for Bylaws Reviews

Bylaws exist to do more than authorize decisions. In volunteer-run organizations, they are one of the primary tools for predictability, fairness, and participation. Governance research consistently shows that organizations function best when bylaws and related policies support five baseline conditions.

1. Clear, Predictable Processes

Effective bylaws define how decisions are made before conflicts arise. Predictability reduces confusion, limits arbitrary decision-making, and protects both volunteers and directors from reactive rule changes.

“Rules are most effective when they are stable, known in advance, and applied consistently.”

— Ostrom, *Governing the Commons* (1990)

2. Feedback Loops

Healthy governance systems build in mechanisms for input, review, and correction. This includes meaningful opportunities for member participation and the ability to revisit decisions when unintended consequences appear.

“Learning organizations rely on feedback to adapt; without it, decision-making becomes brittle.”

— Argyris & Schön, *Organizational Learning* (1978)

3. Volunteer Support

Volunteer-driven systems depend on structures that help people succeed rather than absorb conflict alone. Governance frameworks that ignore volunteer friction see higher burnout and disengagement.

“Volunteers are not free labor; they require support, clarity, and respect to remain effective.”

— BoardSource, *Ten Basic Responsibilities of Nonprofit Boards*

4. Psychological Safety

Governance bodies function better when questioning and disagreement are treated as normal inputs rather than threats. Psychological safety is strongly correlated with better decision quality and long-term performance.

“Teams learn faster and perform better when members feel safe to speak up.”

— Edmondson, *Psychological Safety and Learning Behavior in Work Teams* (1999)

5. Capacity Building

Sustainable organizations treat participation as a pipeline to leadership. Bylaws that unintentionally narrow engagement today often create governance bottlenecks tomorrow.

“Strong boards plan for leadership development, not just leadership control.”

— Carver, *Boards That Make a Difference* (1997)

Appendix C: Understanding the Review Process

Governance Committee volunteers have met weekly for several months to gather [research](#), review governing documents, and generate resources on the revision process for the committee, community, and board.

These resources are working notes which may be referenced during the restatement process. These working notes support the creation of formal reports which will be submitted to the board.

The Governance Committee's weekly meetings focus on reviewing resources and applying the nine-question evaluation framework to the bylaws section by section. This gives an opportunity for the committee to flag areas where the board and community may wish to evaluate language that is unclear, potentially inconsistent with current statute, or creates a risk of friction under the WUCIOA transition.

This work is where we focus on identifying examples, concepts and language for board & community consideration.

When a board-selected vendor returns work product to the association, the committee will use these working notes to improve the quality of reports to the board and community in key ways:

- Identify whether the vendor's review addresses gaps noted by the committee
- Spot areas and issues the vendor may have characterized differently
- Improve the quality of analysis and recommendations provided to the board and community

In its advisory role to the board, the Governance Committee ensures that essential information is retained throughout the process and will present this data at relevant checkpoints as outlined in the proposed High-Level Roadmap.

Appendix D: Draft RFP for Legislative & Policy Review

Organization: Lakemoor Community Club (LCC)

Location: Olympia, Washington

Issue Date: March 18, 2026

Proposal Due: April 16, 2026

Lakemoor Community Club seeks proposals from a qualified attorney or governance professional to conduct an expert review of the Association's current bylaws.

The purpose of this review is to identify provisions that:

- Are inconsistent with Washington State law governing homeowners associations
- May conflict with more recent statutory changes
- Could create compliance or governance risk

This review is intended to identify areas requiring amendment or modernization. A future project may address full document restatement.

The selected reviewer will:

- Review the bylaws for alignment with applicable Washington statutes, including: RCW 64.38 (Washington Homeowners' Association Act), RCW 64.90 (WUCIOA), and RCW 24.03A (Washington Nonprofit Corporation Act)
- Identify bylaws provisions that conflict with current law, may be outdated or superseded by statute, or create legal ambiguity or governance risk
- Provide a **written summary of findings** identifying: the relevant bylaw section, applicable statute, description of the issue, and recommended direction for amendment or clarification

Proposals should include:

- Estimated timeline
 - Estimated cost or fee structure
 - Description of review methodology
-