Swains Creek Pines Lot Owners Association
“Action Without Meeting” Policy

Adopted 8-Feb-2025

There are times when time is of the essence, and the Board may have need to act on an issue outside the format of a regularly scheduled meeting. This Policy describes when such “Action Without Meeting” may be taken, and the process for doing so.

I. LEGAL AUTHORITY
“Action Without Meeting” is defined in Utah Code section 16-6a-709 as "Action by written ballot."

II. WHEN “ACTION WITHOUT MEETING” IS PERMITTED FOR SCPLOA
Notwithstanding the broader allowances in Utah Code section 16-6a-709 "Action by written ballot", in the context of SCPLOA and its governing documents, “Action Without Meeting” is appropriate only for issues which would normally be discussed in a closed, private Executive Session of a quorum of the Board. Per Utah code 52-4-204, 205, these issues include:

- Legal counsel: Consulting with an attorney
- Litigation: Discussing ongoing litigation, mediation, arbitration, or administrative proceedings
- Personnel: Discussing personnel matters, including salaries, performance reviews, etc.
- Contract negotiations: Discussing contract negotiations (but not final approval of a contract)
- Delinquent assessments or fines: Discussing delinquent assessments or fines
- Privacy: Discussing matters that could cause undue embarrassment or violate privacy

Notwithstanding the broader allowances in Utah Code section 16-6a-709 "Action by written ballot", SCPLOA shall not use “Action Without Meeting” for matters which would ordinarily be discussed in the Open Meeting portion of a regularly scheduled Board meeting.

III. PROCESS

- All Board members must receive the “Action Without Meeting” communication to their designated email address, with the current Community Manager copied.
- The communication must clearly state the proposed action, exactly as if making a motion during a live meeting.
- The communication must clearly state the deadline for responses.
- All Board members must be given no less than five (5) business days to respond.
- All Board members may respond by using the “Reply All” function of their email software.
- Board members may respond with any one of these options:
    - AYE, if in favor of the proposed action

    - NAY, opposed to the proposed action
    - ABSTAIN, if abstaining from voting on the proposed action
    - OBJECTION to handling the action as an “Action Without Meeting.”
- In the event **any one Board member** responds with OBJECTION, the matter is tabled until the next live meeting.
- Board members not responding by the stated deadline are deemed to have abstained from the vote.
- Lacking an OBJECTION response, the number of votes equal to a quorum of the Board must be received.
- Lacking an OBJECTION response and presuming the number of votes equal to a quorum of the Board have been received, the majority of such votes shall prevail and be considered binding on the matter.
- The Secretary of the Association shall collect the responses for inclusion in the minutes of the next regularly scheduled Board meeting, noting that the vote was conducted as “Action by written ballot” as provided for in state law. This record shall serve the requirements of Utah Code 52-4-203.

IV. COMMUNICATION TEMPLATE

The following template shall be used for the “Action Without Meeting” template:

ACTION WITHOUT A MEETING:

Proposed Action: "_____"

Response Options:

Each Board member may respond to the proposed action in one of the following four ways:

a. Reply all via email stating, “I vote in favor of the proposed action,”

b. Reply all via email stating, “I abstain from the vote on the proposed action,”

c. Reply all via email stating, “I vote in opposition of the proposed action,”

d. Reply all via email stating, “I object to the proposed action being taken without a meeting.”
(Note: Even one Board Member responding with 'd' halts the action immediately and indefinitely until a Board Meeting is called to address it)

Time to Respond: "This Notice must be responded to by not later than the ___ day of ___, ____."

Effect of Untimely Response: An untimely response will have the following effect:

a. abstaining from the vote on the proposed action; and
b. failing to timely demand the proposed action not be taken without a meeting.