

RIVIERA COMMUNITY CLUB, INC.

Board Officer Roles and Responsibilities

Trustee Orientation Reference

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1. Purpose of This Document

This is an orientation reference for the Board's officer positions at the Riviera Community Club (RCC). It describes what each officer does, how the roles relate to one another, and where their authority comes from. It is meant to help trustees understand the offices before electing officers and to serve as a standing reference afterward.

The duties below are drawn directly from RCC's governing documents — the Bylaws, **Article IX (Officers and Their Duties)**, and the Covenants, **Section 4.05 (Officers)** — and are supplemented by the meeting-notice and recordkeeping provisions elsewhere in those documents. RCC operates within Washington law (RCW 24.03A, the Nonprofit Corporation Act, and RCW 64.38, the Homeowners' Associations Act). Where the Covenants and Bylaws conflict, the Covenants control. A few duties described as everyday practice (such as agenda-setting) are noted as practice rather than text; everything else is grounded in the documents.

2. How Officers Fit Into the Board

The Board of Trustees is the governing body. All trustees — whether or not they hold an officer title — share the same fiduciary duties and the same single vote. The Bylaws are explicit that trustees "have authority as a board, not as individual Trustees." Officers are trustees who have additionally been elected by the Board to carry specific operational and procedural responsibilities. An officer title does not grant a trustee any greater vote or authority on Board decisions; it assigns responsibility for running a particular part of the Board's work.

Every officer must be a sitting trustee (Bylaws Art. IX, Sec. 1; Covenants Sec. 4.05). Officers are elected by the Board, from among the trustees, at the first Board meeting following the annual meeting of the members (Art. IX, Sec. 2). Each officer holds office for one year and may serve consecutive terms (Art. IX, Sec. 3; Covenants Sec. 4.05). Any officer may be removed by a majority vote of the Board, with or without cause (Art. IX, Sec. 4). **No person may hold more than one office at the same time** (Art. IX, Sec. 6). RCC's four offices are President, Vice President, Treasurer, and Secretary.

Committees under Article X are advisory to the Board. As a matter of practice, a Board officer should also be present at committee meetings to keep a clear line between the committees and the Board.

A practical note on RCC's current situation: the Board is being reconstituted after the spring vacancies, and as of today only one officer (Sharon Bruhn) is seated. Electing a full officer slate at today's meeting is the Board's first order of housekeeping, so that each function below has a clearly accountable trustee.

3. President

Bylaws Art. IX, Sec. 7: "The president shall preside at all meetings of the membership and of the Board of Trustees; shall see that orders and resolutions of the Board are carried out;

shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes, as approved by the Board."

The President is the Board's presiding officer and the trustee responsible for seeing that the Board's decisions are actually executed. The role is one of stewardship, not unilateral authority — the President carries out the will of the Board.

The President presides at Board meetings and at the annual membership meeting, keeping discussion orderly and ensuring decisions are reached by proper vote. The President is the Board's signatory on legal instruments — leases, mortgages, deeds, and other written instruments — and co-signs promissory notes, in every case only as the Board has approved. The President sees that the Board's orders and resolutions are carried out between meetings.

In everyday practice (not specified in the Bylaws), the President typically sets the meeting agenda in consultation with the other officers and the General Manager, and serves as the Board's usual point of contact with counsel and staff. Note an important limit: under the Bylaws it is the **Board collectively** — not the President alone — that supervises the officers, committees, and the Manager (Art. VIII, Sec. 2). The President does not manage day-to-day operations; that is the General Manager's job, and trustees are expressly barred from managing RCC directly without a General Manager (Art. VIII, Sec. 3).

4. Vice President

Bylaws Art. IX, Sec. 7: "The vice president, in the absence of the president, will assume the duties of the president."

RCC's Bylaws define the Vice President narrowly: the office exists to provide continuity when the President is absent. When the President is unavailable or unable to act, the Vice President assumes the President's duties — presiding at meetings and stepping into the President's executing role. To do that credibly, the Vice President should stay current on the Board's active matters.

Two clarifications specific to RCC. First, the Bylaws do not assign the Vice President any standing portfolio beyond standing in for the President; any additional responsibilities come only from what the Board or President delegates. Second, "absence" is not the same as a vacancy. If the office of President becomes vacant, the seat is not filled automatically by the Vice President — the Board fills the vacancy by appointment (Art. IX, Sec. 5). The Vice President covers the President's duties in the interim, but the Board must act to fill the office.

(Note: the Covenants, Sec. 4.05, name only the President, Treasurer, and Secretary as required officers and do not mention a Vice President. The Bylaws establish the Vice President as a fourth office, which the Covenants permit by authorizing the Board to "create such other officers." The two documents are consistent on this point.)

5. Secretary

Bylaws Art. IX, Sec. 7: "The secretary shall record the votes and shall be responsible for keeping the minutes of all meetings and proceedings of the Board and of the members. The Secretary shall keep the corporate seal of Riviera and affix it on all papers requiring said seal; shall be responsible for serving notice of meetings of the Board and of the members. The Secretary shall oversee the keeping and maintenance of appropriate current records showing the members of Riviera together with their addresses; and shall perform such other duties as required by the Board."

The Secretary is the Board's recordkeeper and the guardian of its institutional memory. In a community association, accurate records and proper notice are not formalities — they are what give the Board's actions legal authority.

The Secretary records the votes and keeps the minutes of all Board and membership meetings. Under the Bylaws (Art. VII, Sec. 4), minutes are kept by or under the Secretary's direct oversight, must reflect all motions made and their disposition, are to be typed and available for the trustees' review before the next Board meeting, and are posted for membership review afterward. The Secretary keeps RCC's corporate seal and affixes it to documents requiring it, maintains the current membership roster with addresses, and performs other duties the Board assigns.

The Secretary is also responsible for **servicing notice** of Board and member meetings. RCC's specific timing requirements are: member meetings — written notice mailed to members in good standing not more than 60 days and not less than 14 days before the meeting, stating date, time, location, and purpose (Art. IV, Sec. 3); special Board meetings — not less than three days' oral or written notice to each trustee (Art. VII, Sec. 2). Much of RCC's recent governance friction has turned on records, notice, and access, which makes a diligent Secretary especially valuable right now.

6. Treasurer

Bylaws Art. IX, Sec. 7: "The treasurer shall oversee the receipt and the deposit in appropriate bank accounts of all monies of Riviera and shall oversee the disbursal of such funds as directed by resolution of the Board of Trustees. The Treasurer shall see that the signing of all checks and promissory notes of Riviera are signed by those authorized; shall personally be a party signatory/co-signer to all checks and disbursements of Riviera funds or shall designate an alternate officer or Trustee in his absence; shall see that proper books of account are kept and bank accounts reconciled monthly. The Treasurer shall cause an annual audit of Riviera books to be made by a public accountant at the completion of each fiscal year or as otherwise required by RCW 64.38.040(3)... The Treasurer shall oversee the General Manager and the budget committee in the preparation of an annual budget and in the monthly preparation of a statement of income and expenditures to be presented to the Board no later than the 20th of the month following the month being reported upon."

The Treasurer is the Board's steward of RCC's finances and its primary check on financial integrity. The Bylaws give this office unusually concrete duties.

The Treasurer oversees the receipt and deposit of all RCC monies and oversees disbursements as directed by Board resolution. The Treasurer must personally be a signatory or co-signer on all checks and disbursements — or designate an alternate officer or trustee in their absence — and ensures all checks and promissory notes are signed only by those authorized. The Treasurer sees that proper books of account are kept and that bank accounts are **reconciled monthly**, and causes an **annual audit by a public accountant** at the close of each fiscal year, consistent with RCW 64.38.040(3).

Distinctively, the Bylaws direct the Treasurer to oversee the General Manager and the budget committee in preparing the annual budget and in producing a monthly statement of income and expenditures, due to the Board no later than the 20th of the following month. The Treasurer is therefore the Board's early-warning system on financial risk. As with the other officers, this oversight does not replace the Board's collective responsibility: budgets, assessments, and major financial decisions are Board actions (and member-ratified where the Covenants require), informed by the Treasurer's work.

7. Non-Officer Trustee

With a five-member Board and four offices, exactly one trustee holds no officer title. That trustee is in no way a lesser member of the Board. Every trustee carries the same fiduciary duties and casts an equal vote on every Board decision; the Bylaws stress that trustees act "as a board, not as individual Trustees." The officer titles distribute specific responsibilities; they do not distribute power.

The non-officer trustee's central job is to govern: to come prepared, to deliberate, to ask hard questions, and to vote. Without a standing officer portfolio, this trustee can bring independent judgment and a degree of healthy distance from day-to-day administration, which strengthens the Board's oversight. The role still carries real workload — committee assignments under Article X, leading specific projects, and owning pieces of the Board's outstanding business — so it can rival an officer's in practice.

For a newly seated trustee, the most valuable early contributions are reading into the association's recent history, understanding the governing documents, and holding the Board to sound process. Several of RCC's recent difficulties trace back to lapses in process and records, and an attentive trustee — officer or not — is the best safeguard against repeating them.

8. Quick Reference

Office	Mandate (per Bylaws Art. IX)	Signing authority
President	Presides at all meetings; sees orders and resolutions are carried out	Signs all leases, mortgages, deeds, and written instruments; co-signs all promissory notes, as approved by the Board
Vice President	Assumes the President's duties in the President's absence	None of its own
Secretary	Records votes; keeps minutes; serves meeting notices; keeps the seal and member roster	Keeps and affixes the corporate seal
Treasurer	Oversees all receipts, deposits, and disbursements; monthly reconciliation; annual audit; budget oversight	Must personally sign/co-sign all checks and disbursements, or designate an alternate officer/trustee
Non-Officer Trustee	Full fiduciary duty and equal vote; governs, oversees, and carries project/committee work	None

9. Confirmed Against RCC's Governing Documents

The items previously flagged for confirmation have now been checked against the 2013 Covenants and Bylaws:

Offices RCC recognizes. Four: President, Vice President, Treasurer, and Secretary (Bylaws Art. IX, Sec. 1), each of whom must be a sitting trustee. The Covenants (Sec. 4.05) require only President, Treasurer, and Secretary and do not name a Vice President; the Bylaws add the Vice President, which the Covenants permit by allowing the Board to "create such other officers and committees as it shall deem necessary." There is **no combined office** (e.g., Secretary-Treasurer) in the documents.

Holding more than one office. Not permitted at RCC. "No person shall simultaneously hold more than one of the offices" (Art. IX, Sec. 6). However, Washington nonprofit law would otherwise allow it: RCW 24.03A.585 provides that "the same individual may simultaneously hold more than one office," except that one person may not hold both president and secretary. RCC's Bylaws impose the stricter rule, which an association is free to do, so the Bylaws' flat prohibition controls unless and until they are amended.

Signing authority and thresholds. The President signs leases, mortgages, deeds, and other written instruments and co-signs all promissory notes, in each case as approved by the Board. The Treasurer must personally be a signatory/co-signer on all checks and disbursements (or designate an alternate officer or trustee) and ensures only authorized persons sign checks and notes. The documents set **no specific dollar thresholds** triggering multiple signatures. Separately, the Board may spend no more than the ratified budget except by a **unanimous** trustee determination of a bona fide emergency (Art. VIII, Sec. 2, ¶13).

Secretary's notice requirements. The Secretary serves notice of Board and member meetings. Member meetings: written notice mailed to members in good standing, **not more than 60 and not less than 14 days** before the meeting, stating date, time, location, and purpose (Art. IV, Sec. 3). Special Board meetings: **not less than three days'** oral or written notice to each trustee (Art. VII, Sec. 2). Minutes are kept by/under the Secretary's oversight, typed and available before the next meeting, and posted for members afterward (Art. VII, Sec. 4).

Duties that differ from generic practice. RCC's text is more specific than the standard template in several places: the Vice President has **no standing portfolio** beyond covering for the President; the Treasurer must **personally co-sign** disbursements, ensure **monthly** reconciliation, cause an **annual public-accountant audit**, and **oversee the General Manager and budget committee**; the Secretary keeps the **corporate seal**; and supervision of the Manager rests with the **Board collectively**, not the President alone (Art. VIII, Sec. 2).

Filling an officer vacancy. A vacancy in any *office* (President, Vice President, Treasurer, Secretary) is filled by **Board appointment**, and the appointee serves the remainder of that office's term (Bylaws Art. IX, Sec. 5). The Vice President's coverage of the President's *absence* is temporary and does not by itself fill a vacated presidency — the Board must appoint to fill the office.

Filling a trustee-seat vacancy (different from an officer vacancy). A vacancy in a *trustee seat* follows one of two paths under Bylaws Art. V, Sec. 1:

- *Board still has three or more trustees:* the remaining trustees appoint a replacement within 30 days, drawn from resumes submitted by the membership, and that appointee serves only until the next general Board election (Art. V, Sec. 1–2; Covenants Sec. 4.04).
- *Board falls below three trustees:* a **special election** is held, using the same procedures as an annual-meeting election. This is the path RCC used after the spring 2026 resignations dropped the Board to two members.

Term of the seats filled at the 2026 special election. Because the special election uses the annual-meeting procedure, the three seats carry **full two-year terms** (Art. V, Sec. 2), not stopgap "until next election" terms. With the two continuing trustees' seats (Bellware and Bruhn) expiring at the **2027 annual meeting** (Aug. 29, 2027) and the three newly elected seats (Cook, Anderle, Evans) running to the **2028 annual meeting**, the Board keeps a valid 2-and-3 stagger — no more than three seats up in any year. The one-year "lowest vote-getter" stagger seat is therefore **not** required. The Bylaws do not expressly state the term length for a below-three special election, so

this conclusion should be confirmed by counsel and the election committee, though the stagger math (given the 2027 expirations) leaves little room for a different result.