



**SHAW & LINES, LLC**  
HOA & CONDO LAWYERS

## **LET'S GET TOGETHER**

# **THE PROPER WAY TO CONDUCT ASSOCIATION BOARD MEETINGS**

**Authored and presented by  
Augustus H. Shaw IV, Esq.\***

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**\*Member, College of Community Association Lawyers**

This document is intended to provide general information. It does not and cannot provide specific legal advice. For additional information or answers to questions, you may contact Augustus H. Shaw IV, Esq. of Shaw & Lines, LLC at 480-456-1500 or send questions to [ashaw@shawlines.com](mailto:ashaw@shawlines.com).

*This course is approved by Community Association Managers International Certification Board(CAMICB) to fulfill continuing education requirements for the CMCA® certification. [www.Camicb.org](http://www.Camicb.org).*

**SHAW & LINES, LLC**  
COUNSELORS TO COMMUNITY ASSOCIATIONS

## “DOING BETTER WHAT IS ALREADY BEING DONE.”

Shaw & Lines, LLC is an award winning law firm that focuses its practice to Homeowner Association Law, General Real Estate Law, Bankruptcy, Fair Housing and General Business Law. The Firm was founded and continues to operate on the goal of promising and providing efficient, competent and quality legal services to its clients. Shaw & Lines, LLC distinguishes itself by efficiently and effectively “doing better what is already being done.”

Attorneys

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Advising Boards

Collecting Assessments

Enforcing Restrictions

Drafting Documents

Negotiating Contracts

Educating Managers

Guiding Development

Leading the Industry

*Efficiency*  
is doing *better* what is  
already *being done.*

Shaw & Lines, LLC, focuses its practice to General Real Estate Law and Community Association Law. The Firm represents Community Associations, Developers of Community Associations, Developers of Professional Office Condominiums, Professional Office Condominium Associations and Timeshare Associations.

The Firm was founded and continues to operate on the goal of promising and providing efficient, competent and quality legal services to its clients. Shaw & Lines, LLC, distinguishes itself by efficiently and effectively “doing better what is already being done.” Shaw & Lines, Arizona’s Counselors to Community Associations.

# LEGAL SERVICES

## GENERAL CORPORATE COUNSEL

Advising developers and community associations on forming corporations, funding reserves, compliance issues, and other general counsel matters.

## COLLECTING ASSESSMENTS

Applying efficient, fair and effective collection strategies proven to recoup unpaid assessments, including collection demand letters, litigation, overseeing payment agreements, recording liens, wage and bank garnishments and foreclosures.

## ENFORCING RESTRICTIONS

Employing tactical approaches to remedy violations and enforce restrictions, including mediation efforts and enforcement litigation.

## DRAFTING, INTERPRETING AND AMENDING DOCUMENTS

Our attorneys are experienced in drafting and amending association documents that are easy to read, understand and apply. We also assist you in analyzing and interpreting provisions of association documents to help you better understand their meaning and application.

## LITIGATION AND BANKRUPTCY

Providing competent and assertive representation for community associations in court on matters typically involving assessment collection, enforcing restrictions, foreclosure, defending community associations in lawsuits and protecting rights in bankruptcy.

## CONTRACT NEGOTIATION AND REVIEW

We help review, interpret and negotiate contracts between vendors.

## PROPERTY TAXATION

Assisting planned community associations in reducing tax liability for common area property tax liens.

## CONSTRUCTION AND LAND DEVELOPMENT

Advising developers of community associations concerning applicable city ordinances, planning restrictions and similar land use issues.

## GENERAL REAL ESTATE LAW

A multifaceted real estate practice offering clients a wide range of services for issues pertaining to zoning regulations, ordinance violations, land use and other general real estate and legal matters.

## INSURANCE DEFENSE

Representing Insurance Companies in defending claims against their insured.

## EDUCATING COMMUNITIES

Offering the Lunch & Learn Lecture Series and the Community Association Desk Reference Set for community association professionals to “be in the know” concerning changes in the law and effectively managing community associations.



**Augustus H. Shaw IV, Esq., CCAL**

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**EDUCATION**

**University of Arizona James E. Rogers College of Law - J.D. 2000**

**University of Arizona - B.A. 1996**

**PROFESSIONAL LICENSES**

Member, State Bar of Arizona.

Member, U.S. District Court Bar for the District of Arizona.

Member, State Bar of Nebraska.

Member, U.S. District Court Bar for the District of Nebraska.

Member, United States Tax Court Bar.

**AWARDS AND ACHIEVEMENTS**

2010 Leadership Centre Brian L. Zemp Community Leadership Award.

2008 Member – Community Association Institute College of Community Association Lawyers.

2006 Leadership Centre Instructor of the Year.

**CONTINUING LEGAL EDUCATION SEMINARS TAUGHT**

January 2018 - Community Associations Institute College of Community Association Lawyers National Law Seminar CLE Entitled *Navigating the Nuances of the Fair Housing Act*.

June, 2017 - Arizona State Bar Convention CLE Panel Entitled *Advanced Issues in Land Use: Navigating the Dangers of Deed Restrictions in Residential and Commercial Development*.

January, 2017 - Community Associations Institute College of Community Association Lawyers National Law Seminar CLE Entitled *The Insurance Defense Dilemma; Conflicts of Interest Regarding Insurance Defense Under a Reservation of Rights*.

May, 2015 - Community Associations Institute National Annual Conference Seminar Entitled *I am the Association! How to Handle the Overbearing Board Member*.

November, 2014 – State Bar of Arizona CLE Seminar Entitled *Let Slip the Dogs of Peace: The ADA, Fair Housing Act and the Use of Service Animals to Help America's Returning Veterans*.



April, 2013 - Arizona Association of Landlord-Tenant Attorneys CLE Seminar Entitled *An Overview of Property Tax Appeals, HOA Laws and Remedies When a Foreclosure Goes Wrong*.

February, 2011 - Community Associations Institute (Central Arizona Chapter) Trade Show Seminar Entitled *Going Rogue, What to do with the Rogue Association Board Member*.

May, 2010 - Community Associations Institute National Annual Conference Seminar Entitled *Board Member Decision Making – The Business Judgment Rule Plus*.

January, 2010 - Community Associations Institute College of Community Association Lawyers National Law Seminar CLE Entitled *Board Member Decision Making – The Business Judgment Rule Plus*.

January, 2007 - Lorman Educational Services Seminar Entitled *Issues Concerning the Development, Creation and Operation of the Arizona Office Condominium Association*

June, 2006 - Arizona Association of Community Managers Seminar Entitled *Changes in the Laws Affecting Community Associations*.

May 2005 - Maricopa County Bar Association Seminar Entitled *How to Collect Assessments and Enforce Restrictions Concerning Homeowner Associations*.

## **ARTICLES AND PUBLICATIONS**

Fall (2017) Community Associations Institute Central Arizona Chapter Magazine *Community Resource* Article Entitled *Reserve Accounts 101 – What They Are, How They Work and Are They Required*.

Spring (2017) Community Associations Institute Central Arizona Chapter Magazine *Community Resource* Article Entitled *You're Hired! Important Considerations Concerning HOA Service Providers*.

Spring (2016) Community Associations Institute Central Arizona Chapter Magazine *Community Resource* Article Entitled *There is Method to the Madness: How to Choose the Best Method of Enforcement*.

Fall (2014) Community Associations Institute Central Arizona Chapter Magazine *Community Resource* Article Entitled *The Importance of Trade Names and Trademarks in the Social Media Age*.

Spring (2013) Community Associations Institute Central Arizona Chapter Magazine *Community Resource* Article Entitled *The Hatfields and the McCoys: HOA Involvement in Neighbor Disputes*.



September/October (2012) Community Associations Institute National Magazine  
*Common Ground* Article Entitled *Curmudgeon Cure*.

Issue 4 (2011) Community Associations Institute Central Arizona Chapter Magazine  
*Community Resource* Article Entitled *Association Record Keeping in the Digital Age*.

Issue 1 (2011) Community Associations Institute Central Arizona Chapter Magazine  
*Community Resource* Article Entitled *We Are All in This Together - Sustaining Members' Interest in Their Community Association*.

Issue 4 (2010) Community Associations Institute Central Arizona Chapter Magazine  
*Community Resource* Article Entitled *Why HOAs are Good in a Bad Economy*.

Issue 2 (2010) Community Associations Institute Central Arizona Chapter Magazine  
*Community Resource* Article Entitled *The Ins and Outs of Owner Bankruptcy – What Community Associations Need to Know*.

Columnist for the weekly Column entitled "Ask the HOA GUY" published by the  
*Arizona Republic* and the *East Valley/Scottsdale Tribune* (2004-2006).

#### **LECTURER FOR THE FOLLOWING HOA ACADEMIES:**

2010-Present City of Scottsdale, AZ HOA Academy.

2010-Present City of Chandler, AZ HOA Academy.

2010-Present City of Casa Grande, AZ HOA Academy.

#### **SERVICE TO COUNTY**

Honorably discharged from the U.S. Navy, August 1992.

#### **SERVICE ORGANIZATIONS**

Member, Community Associations Institute College of Community Association Lawyers Board of Governors (2017); Vice President (2014 - 2015), Member of the Board of Directors (2013 - 2016) of the Central Arizona Chapter of Community Associations Institute (CAI); Member, State Bar Committee of Minorities and Women in the Law (2002-2003), Vice Chair, City of Tempe Redevelopment Review Commission (2003-2004), Secretary, Maricopa County Bar Association Foundation (2002-2003), Member, Maricopa County Board of Adjustment (2005-2006), Member, Maricopa County Community Development Advisory Commission (2005-2006), Member, Maricopa County Merit Commission (2006), Board Member, The Leadership Centre (2002-Present), Member, City of Tempe Transportation Commission (2009-2011), First Vice Chairman, Arizona Republican Party (2010 – 2012).





## **PROFESSIONAL LEGAL EXPERIENCE**

### **Shaw & Lines, LLC**

***Founding Member and Managing Member (April 2005 – Present)***

Provide legal advice to Homeowner Associations, Property Owner Associations, Office Condominium Associations and non-profit corporations in a variety of general real estate and corporate transactions. Specifically, creation of corporate entity for homeowners' associations, creation and interpretation of governing documents of homeowner associations, creation and negotiation of complex sales and lease agreements, creation of land conveyance documents, representation of home owner and property owner associations in zoning matters, representation of homeowners' associations in collection litigation matter and document enforcement matters.





**SHAW & LINES, LLC**  
COUNSELORS TO COMMUNITY ASSOCIATIONS

**Let's Get Together  
The Proper Way to Conduct  
Association Board Meetings**

THIS COURSE IS APPROVED BY COMMUNITY ASSOCIATION  
MANAGERS INTERNATIONAL CERTIFICATION BOARD (CAMICB)  
TO FULFILL CONTINUING EDUCATION REQUIREMENTS FOR  
THE CMCA® CERTIFICATION. WWW.CAMICB.ORG.

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**What is a Board Meeting?**

- A.R.S. 33-1804(D)(4) (Planned Communities) and A.R.S. 33-1248(D)(4) (Condominiums) states:  
Any quorum of the board of directors that meets informally to discuss association business, including workshops, shall comply with the open meeting and notice provisions of this section without regard to whether the board votes or takes any action on any matter at that informal meeting.
- **The fundamental phrase of the statute is “to discuss association business.”**

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**What is a Board Meeting**

- A.R.S. 33-1804(E) (Planned Communities) and A.R.S. 33-1248(E) (Condominiums) states that the Statutes regarding HOA Board meetings shall be interpreted “in favor of open meetings”

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### Typical Homeowner Association Board Meetings

- ✧ Regular Board Meetings
- ✧ Emergency Board Meetings
- ✧ Executive Session Board Meetings

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### BOARD MEETINGS, COMMITTEE MEETINGS AND OTHER ASSOCIATION MEETINGS.

- **The Conducting of Association Meetings – HB 2609 - Revised A.R.S. § 33-1804 and Revised A.R.S. § 33-1248.**
- **Prior to Board Meeting – The Requirement for an Agenda.**
  - An agenda be prepared prior to Board meetings and “shall be available to all owners attending.” The requirement to have an agenda also means that an Association must stick to the agenda and not deviate from it.
- **During the Board Meeting - Members must be allowed to attend and participate.**
  - The Association must provide members the right to address the Board of Directors after the Board has discussed an item on the agenda for the meeting but prior to the Board voting on the item.

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### Emergency Meetings of the Board

- Called when the board must meet to handle an emergency within the association.
- Cannot wait for the formal “notice” procedures.
- Meetings will likely occur without notice to the members.

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### Executive Session Meetings

- Closed to the members and held to discuss issues which, by statute, are not required to be discussed in a regular board meeting.

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### CHANGES REGARDING EXECUTIVE SESSION MEETINGS

- Changes to A.R.S. § 33-1248(C) (Condominiums) and A.R.S. § 33-1804(C) (Planned Communities).
- Before entering into Executive Session, the board shall identify the Statute that authorizes the Board to Meet in Executive Session.
- In effect, meeting notices and agendas are now required for executive session meetings.

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### What is Unanimous Written Consent?

- Unanimous Written Consent is a procedure where a HOA Board, without conducting a Board Meeting, may approve of action items so long as **all** Board Members sign a written consent (E-mail signatures are allowed).
- Unanimous written consent is based on a provision of the Arizona Non Profit Corporations Act (A.R.S. §10-3821) or the HOA Bylaws.

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**Common Uses of  
Unanimous Written Consent**

- The HOA desires to engage an attorney to obtain advice, file or defend a lawsuit.
- **This decision may be made outside of an open Board Meeting via e-mail pursuant to A.R.S. §33-1804(A) and A.R.S. §33-1248(A).**

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**Common Uses of  
Unanimous Written Consent**

- The HOA has to respond to an emergency situation.
- **This decision may be made outside of an open Board Meeting via e-mail pursuant to A.R.S. §33-1804(D)(2) and A.R.S. §33-1248(D)(2).**

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**Common Uses of  
Unanimous Written Consent**

- The HOA desires to make a decision regarding an individual owner's delinquent account or violation status.
- **This decision may be made outside of an open Board Meeting via e-mail pursuant to A.R.S. §33-1804(A) and A.R.S. §33-1248(A).**

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**Common Uses of  
Unanimous Written Consent**

- The HOA desires to make a decision regarding spending funds (non-emergency).
- Unanimous Written Consent may be used but waiting for an open Board Meeting is preferable.

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**When Should  
Unanimous Written Consent Be Used?**

- When it is nearly impossible for the Board to meet (i.e. Board is gone for the summer months).
- If a Board meets quarterly and a non-emergency issue arises.

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**Best Practices  
Unanimous Written Consent**

- Make sure the writing or e-mail clearly states the action authorized.
- Ratify the decision at the next open Board meeting.
- All documents regarding Unanimous Written Consent are records of the Association and should be saved.

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### E-mail as Records of the Association

- An argument may be asserted that since e-mail is not listed under the standard records required to be kept under A.R.S. 10-11601(Non-Profit Corporations Act) and since A.R.S. 33-1805 and A.R.S. 33-1258 does not define e-mail as a record, e-mails are not records of the Association.
- An argument may also be asserted that any e-mail where Association business is discussed may be considered a record of the Association because it is a written statement.

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### E-mail Use Best Practices

- Be very careful what you write in an e-mail.
- Have to-the-point “RE” Lines.
- Save all e-mails – Who Owns the E-mail.

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### E-mail Use Best Practices

- Try to discourage e-mail “debates” or “discussions.”
- Create a HOA specific e-mail address for Board Members - Board Members should not use personal or work e-mail addresses for Association business.

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### **E-mail Best Practices** **Avoid E-mail “Discussions”**

The manager “blind copies” the Board Members, which, in essence, disallows Board Members to “reply to all” and thus engage in a discussion.

- Votes on action go to the Manager individually.
- No meeting if a quorum of the Board is not discussing Association business.

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### **E-mail Use Best Practices**

- If you make a decision via e-mail, ratify the decision at the next Board Meeting.
- Know when an e-mail is confidential – executive session. Keep a separate file for confidential – executive session e-mails.

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### **Questions?**

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**SHAW & LINES, LLC**  
HOA & CONDO LAWYERS

## Shaw & Lines "Zero"\* Attorney Fees Association Collections Program

Shaw & Lines, LLC is excited to announce its "Zero"\* Attorney Fees Association Collection Program. For all collection accounts accepted by Shaw & Lines, LLC, the Firm will send an initial collection demand letter, obtain payment in full or a payment arrangement or file a lawsuit all with Zero Attorneys Fees out of pocket.\* As always, our customer service will not be beaten. We guarantee it!

For more information or to sign up, please contact Augustus Shaw at 480-456-1500 or [ashaw@shawlines.com](mailto:ashaw@shawlines.com).

**\*Limitations Apply. Please See Full Agreement or Call 480-456-1500 for more details.**

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