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Board of Directors: Is an Association required to have a Board?

New Act condo Associations must elect a Board with at least three members, a majority of whom must be unit owners.¹ The Board must act on behalf of the Association; it cannot delegate all of its authority and duties to another person or entity.²

Old Act condo Associations are not specifically required to have a Board. An Old Act condo Association must adopt Bylaws specifying whether the property will be managed by a Board, a manager, or some other person or entity.³ An unincorporated⁴ Old Act condo Association might be able to delegate all of its responsibilities to a manager, if its Governing Documents allow.

An HOA must elect a Board, and must adopt Bylaws specifying how many Board members the Board should have and what powers it may delegate.⁵

Washington law allows Board members to delegate some of their authority,⁶ but each Association's Governing Documents, especially the Bylaws, must be examined to determine the Board's authority to delegate its powers specific to that community. Each Board member has a duty of care and must act in the best interests of the Association when delegating authority.

¹ RCW 64.34.308(7) (Board of directors and officers).

² RCW 64.34.308(1).

³ RCW 64.32.090(11) (Contents of declaration).

⁴ Most Associations are incorporated to reduce risk to the Association members. Many Associations are incorporated as nonprofits under one of two statutes. An Association incorporated under the Nonprofit Corp.

Act must be managed by a Board. The Board must have at least one member. An Association incorporated under the Nonprofit Misc. Mutual Corp. Act must be managed by a Board. The Board must have at least three members.

Because it is often not possible to tell which statute an Association is incorporated under, it is recommended that the more restrictive statute be complied with. Combining these statutes, any New Act condo Association, Old Act condo Association, or HOA that is incorporated, should have a Board of at least three, and cannot delegate all of its responsibilities to a manager.

⁵ RCW 64.38.030 (Association bylaws).

⁶ In general, a Board may not delegate decision-making tasks, but may delegate more ministerial or information-gathering tasks, such as taking meeting minutes or preparing budgets.