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**SENT VIA EMAIL AND FIRST CLASS MAIL**

**Micki Sparr**

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Re: *Oak Hills Home Owners Association*

Dear Micki:

I represent the Oak Hills Home Owners Association. I understand that you attempted to video tape the last meeting of the board of directors without signing the Association's "Video Tape Agreement." As a result, the board meeting was adjourned and you have been prohibited from attending future board meetings. While owners are entitled and encouraged to attend board meetings, they must do so without interrupting the business and agenda of the directors.

I'd like to lay out the reasoning and legal basis for the board's actions, so we may resolve any dispute between you and the board.

The Oak Hills Home Owners Association is a planned community and a nonprofit corporation. The primary statutes which apply to the Association are the Oregon Planned Community Act (ORS Chapter 94) and the Oregon Nonprofit Corporation Act (ORS Chapter 65).

ORS 94.657 requires the Association to govern its meetings in accordance with Robert's Rules of Order ("RRO"). RRO describes the "deliberative assembly" of an association meeting as the body or group of individuals who are entitled to participate. Thus, at a board of directors meeting the "assembly" is the board. Under ORS 94, owners within the Association are entitled to attend and observe the meeting, but they do not have a right to participate because they are not part of the assembly.

The board is also entitled to adopt rules of order or standing rules governing its meetings. (See RRO Section 2). If the board desired, it is in its authority to adopt a blanket prohibition against recording board meetings. Here's why: First, the board meetings are not open to the general public, nor are board meetings subject to the open meetings laws which apply to governmental bodies. A

homeowners association board meeting is a private meeting subject only to the meeting requirements in ORS 94. Second, and more importantly, the use of recording devices make attendees less willing to speak freely and openly. Recording of meetings can also be disruptive. This is why, for example, judges often ban recording devices in courtrooms, even though the court rooms are open to the general public.

In the case of Oak Hills, the board has not adopted a blanket prohibition on recording. Rather, the Association has adopted a standing rule which requires owners to sign a "Video Tape Agreement" prior to recording a board meeting. The Video Tape Agreement is a reasonable rule for the board to adopt and simply requires the recording owner to keep the recording in original format and not to distribute the recording on the internet or to third parties.

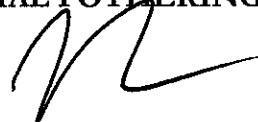
Board members discuss issues that may be sensitive in nature and, as stated above, the possibility that the recording may end up in an online public forum would stifle any board member's willingness to freely speak their mind.

You (or your fellow owners) elected each board member to act in your interests, to vote on issues which affect the community, and to exercise their fiduciary duties toward the membership. Filming their meetings and not agreeing to their reasonable conditions can only serve one purpose: to intimidate or harass them. The last board meeting was immediately adjourned because of your actions and no business was transacted.

The board has an entire membership that it must act on behalf of, and board meetings are critical to running the affairs of the Association. I have instructed the board hire the services of a Sergeant at Arms for the next board meeting. The purpose of the Sergeant at Arms is to keep order in the meeting. I have also instructed the board to call the Sheriff's department and ask for you to be removed from the board meeting if you continue to violate the board's video recording policy.

Very truly yours,

**VIAL FOTHERINGHAM LLP**



Kevin V. Harker

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cc: Client