

AWAC Statement to the Community

March 7, 2024

AWAC has endured a year of change and is in the process of rebuilding. The year has also been rife with accusations, misstatements, threats and erroneous information spread via the internet and of course, word of mouth. While it would take too long to address all the erroneous information being spread about AWAC, I want to clarify some of the recent misstatements.

AWAC does not “lose its legal authority” when board members resign. And vacancies on the board **can** be filled, even if only one board member remains. In fact, per the Attorney of Record for AWAC, the CA Code of Corporations Section 305a(3) states, and I quote, “vacancies on the board may be filled by a sole remaining director.” As I am the sole remaining director, I can fill vacancies.

Article 4, Section 3 of the AWAC bylaws, *Selection of Board of Directors*, states, and I quote “prospective directors shall submit...a written request detailing their interest to serve. The current sitting directors shall review requests and conduct a personal interview. A majority vote by the then sitting directors shall constitute approval.” As you just heard, there is no mention in the bylaws that new directors may be installed only by a majority vote of seven existing members, as was published on several internet sites. The process described for selecting new board members has been followed to the letter.

Our Officers and Directors insurance is in full force. Our 2022 taxes have been filed and taxes for our 23-24 fiscal year are on track for timely filing. Regarding the published statement that “only” the Secretary/Treasurer can make deposits or write checks, the AWAC bylaws description of the Secretary/Treasurer position do not include the word **only**. Banking transactions are being handled by me, the President of AWAC.

I ask anyone with further questions to contact our offices. We will be happy to dispel fake news.

Rich Scott, President
Arrowhead Woods Architectural Committee, Inc
A California Public Benefit Corporation