

Reply to: 5250 Claremont Ave., Suite 141  
Stockton CA 95207  
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May 10, 2019

*Via E-Mail*

Oakmont Village Association  
Board of Directors

**APPROVED FOR MEMBER DISSEMINATION**

Re: Oakmont Village Association – Petition Regarding Vote on Golf Course Purchase

Board of Directors:

You recently asked for an opinion regarding the petitions submitted to the Board regarding the purchase of the golf course located within the Oakmont Village Association community. My understanding is the Board of Directors is considering whether to make an offer to purchase the golf course and has had meetings where this issue was discussed and members were notified and afforded the opportunity to provide input. The petitions request a special meeting to vote on whether the Board of Directors should be “required to hold a membership vote prior to offering to buy” the golf course. I also reviewed a memorandum dated May 6, 2019, from three members purporting to represent the petitioners. The scope of this opinion letter is limited to the Association’s legal obligations in response to the petitions.

In short, members may petition for a meeting but are not entitled to force a vote on a particular matter unless such right is expressly provided by law or in the governing documents. Since there is no such right associated with the Association’s purchase of recreational facilities, the members are not entitled to force a vote. The decision ultimately rests with the Board.

Pursuant to Corporations Code Section 7510(e), members have a right to petition the board to schedule a special membership meeting for any “lawful purpose.” The allocation of powers is found in Corporations Code §7210, which provides that except for those matters that require member consent or approval either by some statute or by the association’s documents, “the activities and affairs of a corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board.”

The rationale for this is rooted in the very nature of community associations – directors are elected by the membership to make decisions for the benefit of the association and the members collectively and are burdened by law with fiduciary duties which the members are not. If members had the right to submit and vote on any issue they chose, the deliberative process of boards who owe a fiduciary duty to act in the best interests of the association would be lost.

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Members who have no duty to anyone but themselves could make decisions without considering the impact on minority positions. And because member-generated decisions would not go through a legal vetting and proper deliberation, they could have a long-term negative impact on community associations.

While the members are not entitled to force a vote on the matter, the petitions fundamentally amounted to a request for a special member meeting. It is unclear whether the petitioners would still wish to have a meeting without the possibility of a vote. However, in order to try to respect the request of the members who signed the petition, the Board should consider scheduling a special member meeting to discuss the potential purchase of the golf course. Since a special member meeting would require a quorum of 25% of the members, and since obtaining quorum seems unlikely since there would be nothing to vote on, I further recommend the Board consider scheduling a town hall meeting for the same time and place. That way, members who do come to the meeting will have the opportunity to discuss the issues and provide additional input. Otherwise, if only a special member meeting were scheduled and quorum not achieved, the members who showed up would arguably have to be sent home.

Of course, just because the membership is not entitled to a vote, does not mean the Board should not seek and seriously consider member input. It is my understanding the Board has taken considerable steps in seeking member input, which is important given the significance of this type of decision.

Please let me know if you have any questions or if I can provide any additional assistance.

Very truly yours,



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