

Covenants & Bylaws Committee

Minutes: November 15, 2020

Opened with Prayer & Pledge – led by Trudi

Reviewed conference call that Cristy and Randy had with WLOA's attorney

Conference Call with WLOA Attorney, 10/13/2020: 3:02pm – 3:36pm

1. There are structural issues between the two docs (we already knew this)
 - a. Bylaws relate to Missouri law when it comes to our type of business: members, voting, leadership, etc.
 - b. Covenants relate to land use and more “specific to WLOA” as opposed to Missouri state in general
2. WLOA is a non-profit and should be referring to Chapter 355 (which we are already doing). (Not for profit doesn't mean that we aren't allowed to make money or we have to lose money each year. It – in a nutshell – means that we don't pay our shareholders anything above and beyond what it takes to run the park.)
3. Problem with the 2013 Covenant/Bylaws amendment that we've got saved to our website.
 - a. Covenants CANNOT be recorded in the same document as Bylaws.
 - b. 2013 shows “amendment to Bylaws” ...and lists the amendment. And in the same doc is shows “amend subsection... of the covenants.” It can't be done this way.
 - c. Tom said that it was not worth the time to go back and separate this out.
4. Recording changes to our bylaws and covenants:
 - a. Once we have a passed amendment it can be recorded directly into our existing document.
 - b. It becomes a problem if we record it into its own separate document (like we did in 2013) *(and when I say we – present company is excluded since we had nothing to do with that)*
 - c. Theoretically, with the amendments that passed last October, we should be able to add those directly into our Bylaws, and the section that was changed for Covenants should be able to be added directly into our Covenants...just NOT one document for both changes (free standing buildings, for example, affects BOTH docs).
 - d. (side note: we need an electronic file of our official docs that can be edited as we pass amendment changes)
5. CH to send over ballots with election results to Tom.
6. Tom to review and get back with us the end of the week.
7. CH sent Tom a link to all our official docs posted to the website, hopefully, he's got everything he needs.

Review of Section 2

Went through the edited section that we've been working on for the past year to see that everything still was succinct and easily readable. Realized that section 2.1.9 was redundant to section 8.3.7. Decided that it would be best to remove that one section.

A couple of sections in Section 2 are redundant to the Covenants. Instead of wasting time trying to determine whether we should be and should not be spending our time on, it was agreed that in Cristy's response to the attorney we ask him to tell us which sections in the Covenants do not belong in the Covenant. Hoping for a response by next month's meeting.

Stopped at Section 2.4 due to time constraints – will start up there in December and then back to Section 8.

Homework

Trudi: Get Section 2 typed out as we'd like to see it updated in the bylaws.

Chris: Compose a Facebook request for lot owners to volunteer to be the Lot Owner at Large member of the committee. Board needs a pool of possible members in order to pick the final member of the committee required.

Jami: Review all governing docs to become familiar with them. Review the Teams group to get up to speed with where we are in Sections 8 & 2.

Cristy: Follow up with the attorney to see if he has completed his review of our documents/ballots/results.