

**LAKE MOOVALYA KEYS II  
Board of Directors Meeting**

**MARCH 20, 2012  
6:00 P.M.**

**CALL TO ORDER**

President Gary Svider called the Board of Directors of Lake Moovalya Keys II to order at 6:05 p.m.

**PRESENT** Gary Svider, Robert Gory, Todd Cramer & Heather Wilson

**ABSENT** Lou Ann Miller

**OTHERS PRESENT** *Recording Secretary:* Sue Thomson

Mr. Svider announced that Lou Ann Miller resigned from the Board this afternoon at 4:30 p.m.

The meeting was called to discuss Jay Bidwell's legal opinion via written response of March 8, 2012 concerning the corporation's legal documents (Articles of Incorporation, By-laws & CC&R's). Many phone calls were made to Mr. Bidwell since he was hired last summer to research the validity of our corporate documents, and we finally received a response on March 8. Mr. Bidwell opined that our documents are not relevant; they are too old; and the corporate name is not consistent on the documents. He advised that the By-laws can be changed by the Board, but the CC&R's must be approved by the Association's members.

Mr. Svider suggested sending a letter to all members asking for their feedback to the legal opinion in preparation of setting the annual meeting.

Quorum issues were discussed and the need to amend the By-laws to improve quorum issues.

Ms. Wilson suggested gathering homeowner information sheets so we can start e-mailing homeowners.

Mr. Svider pointed out that the By-laws are not signed, and the original cannot be located. Mr. Cramer asked what is required for us to change the By-laws, and Mr. Svider said we have been going by the unsigned By-laws for a long time but isn't sure we can legally go by something that isn't signed, but we have to start somewhere. In discussing what changes the Board thought needed to be made, notice requirements for meetings was brought up, and whether or not we could fashion new By-laws after Keys I By-laws. Mr. Gory will ask Mr. Bidwell for boilerplate documents so we can start

the process of deciding what we need, with the correct corporate name being used on a consistent basis. Mr. Gory said the Minutes should be in order in a three-ring binder. Ms. Wilson suggested putting the By-laws and CC&R's on the Internet.

Mr. Gory recommended a special meeting with the members to discuss these matters, and Mr. Gory can ask Mr. Bidwell if he will act as statutory agent. Ms. Thomson was asked to solicit homeowner information sheets with a copy of the Bidwell letter going to all members, as well as an explanation as to why it took so long to get the opinion letter, resulting in the delay of this year's annual meeting. Also to be mentioned is the vacancy on the Board.

Ms. Thomson was asked to e-mail the Board a copy of all the Association's corporate documents, along with the Keys I corporate documents.

Mr. Gory said we need direction on what to do next, and what is required for us to move forward with redrafting the corporate documents; how many people need to show up to make a change valid. Mr. Gory suggested that Mr. Bidwell may need to come down to Parker for a meeting. Mr. Cramer said that would be expensive. He asked if we need 50% present at a meeting to move forward. Mr. Gory asked if that's what we also need to vote on new By-laws. Mr. Svider said an Absentee Ballot is acceptable, and that to change the CC&R's a 75% approval is needed. The Board, however, can change the By-laws by itself.

It was decided that Mr. Gory would ask Mr. Bidwell what are the necessary steps and sequence of events in getting this process going, and should we involve the homeowners in the redraft of the By-laws. Mr. Svider said we should, but we aren't required to. Mr. Gory will also ask Mr. Bidwell about estimated attorneys' fees involved in moving this project forward.

The meeting adjourned at 7:35 p.m.

Submitted by Recording Secretary, Sue Thomson