

The following minutes will require the paperwork that was sent to you in January. It will be necessary to follow the course of the meeting.

SPECIAL MEETING OF THE SIERRA ODD FELLOWS RECREATION ASSOCIATION
February 9, 1975

Meeting called to order at 10:20 by President Bell. Recording Secretary, John Hessler announced a quorum has been established. Roll call of Directors was taken, all present. President Bell announced ground rules meeting will be run by, Packages of the material to be discussed was distributed to all who did not have theirs with them. Conrad Baker asked that all changes be finalized today if possible. President Bell advised that Jim Harden, our attorney is present to answer all legal questions.

The meeting was turned over to Everett Akers, who explained the order of the proceeding. First section to be read being ARTICLE 1, Proposed New By-Laws Of The Odd Fellows Sierra Recreation Association Inc.. Name and Purpose, Section 1: No questions. Section 2: Conrad Baker said the word branches not required because one must be a member in the Odd Fellows or Rebekahs. Don Stephenson replied that the word branches was used because it was all encompassing. Mr. Unger replied that the Rebekahs is a part of the Odd Fellowship. Don Moody suggested Rebekahs are a order of the Odd Fellows. Marge Lee asked if Junior Lodge would be included if the word branches was removed. President Bell asked the attorney his advice. He advised it is up to the membership. Mrs. Dietrich asked the word to be left as it is. Conrad Baker moved "of all branches" be stricken from the By-Laws. Mr. Unger seconded the motion. Motion defeated as Mr. Matisek suggested we hurry up and not knit-pick.

ARTICLE 2, Membership, Section 1: Accepted. Section 2: Accepted. Section 3: Don Moody said he didn't believe the board of directors should have the right to establish the rules and regulations. Don Stephenson advised it is correct under the present By-Laws. No further discussion. Section 4: Ray Hawkes said section wrong because we don't have a Service Corporation yet. Don Stephenson advised these documents are written to cover the new corporation. Don Mendez advised that if membership had read their documents before the meeting that these questions wouldn't be necessary. No further questions. Section 5: Conrad Baker said that the privilege of voting should be extended to a member's spouse though he or she may not be a member of the order. Don Stephenson advised that the voting member of the family should and does discuss their opinions with their spouse and surely reach mutual understanding on the voting. Don Moody said that this was not Conrad Baker's intent. Mr. Unger advised that he agrees with Conrad Baker. Mr. Beauregard concurred with Conrad Baker. Joe Martin asked if proxy votes would be allowed. This would solve the problem stated above. Mr. Harden the attorney, advised that he didn't know the answer to the proxy vote. Mr. Martin asked that the proxy vote be reenstated. Mr. Tombe advised past history on proxy votes. Marge Lee said because of the proxy votes we couldn't get a quorum in the past to get a meeting underway or that the proxy votes were used to establish a quorum. Marge Lee suggested that the word "only" reversed should come after the word entitles. Elsie Manning said that she would like to have the spouse eligible to vote. Mr. Hosmer said he would like to have the spouse eligible to vote also. Conrad Baker suggested that the voting right be extended to the spouse. Bell concurred spouse only. Dave Muller asked that other family members be allowed to vote. Mr. Hickenbotham spoke for the question. Moved by Don Moody, the spouse of a qualified member may vote in place of an absent member with the written permission of the absent member. Seconded by Mr. Ellis. Motion carried. Joint tennancy was discussed. Marge Lee moved, the words "or joint tenant" be added to the above motion after the word spouse. Helen Hoover seconded the motion. Herb Clements requested proxies that were notarized be allowed. Mrs. Manning asked for clarification of the words "joint tenant". Eleanore Tombe asked about proxies. Conrad Baker spoke on the subject. A vote was called for. Motion carried. Mr. Pyzak suggested that long motions should be written and given to the secretary. Don Moody moved "25%" be deleted from section 6. Don Moody restated his motion to read "25% be deleted and "51%" be inserted in section 6. Seconded by Conrad Baker. The assembly was advised that out of 296 members only a little over 74 are present today. Mr. Beauregard suggested our last motion may improve attendance in the future. Motion defeated. Norm Johnson moved that "25%" be changed to "33%".

Seconded by Conrad Baker. Don Stephenson pointed out lack of attendance. Mr. Tombe referred the question to the attorney, asked if a quorum had to be maintained throughout the meeting. The attorney advised it is up to the rules and regulations. Elsie Manning asked about previous meeting attendance, and advised a quorum today is 79 members, 89 are in attendance. Bill Beauregard suggested a quorum be present for all voting. Don Stephenson discussed subject in detail. Ed Cole said roll call would have to be made at each vote. Norm Johnson and Conrad Baker withdrew their motion. Bill Beauregard moved no business be conducted unless a minimum quorum be maintained. Seconded by Mr. Allenwood. Conrad Baker spoke under the question. Motion defeated. Don Stephenson moved we accept section 6. Seconded by Marge Lee. Motion carried. Section 7: Accepted as written. Section 8: Accepted as written. Section 9: Helen Hoover asked about elderly couples short of funds. Discussion held. Section accepted as written.

ARTICLE 3, Officers, Section 1; Conrad Baker asked if nine board members were necessary. Ray Hawkes suggested nine members are o.k.. Bill Furman said he agreed. Section accepted as written. Section 2: Accepted as written. Section 3: Conrad Baker asked that one's spouse be allowed to be elected to office. Bert Johnson spoke on the subject Bill Beauregard spoke on the subject also. The section was accepted as written. Section 4: Accepted as written. Section 5: Mr. Hawkes advised should read "that was (not) to be held in 1949". Loren Hosmer spoke on the subject. Section accepted as written. Section 6: Accepted as written. Section 7: Mrs. Dietrich suggested a two-thirds vote would be preferable to a simple majority vote in a recall. Don Stephenson spoke on the subject and said entire board of directors must be present to recall a director. Conrad Baker asked that two-thirds of the directors be required to recall a board member. The assembly agreed. The section will be changed to reflect the above. Section accepted as corrected. Section 8: Accepted as written. Section 9: Bill Beauregard asked about previous appointments to the board made by taking the next runner-up in the previous general meeting election. Stephenson answered for the board. Delwyn Wallis said he feels we should continue as in the past. Don Moody spoke on the subject. Stephenson asked for a motion. Bill Beauregard moved we revert to the next runner-up to fill a board vacancy. Ray Hawkes seconded the motion. Dave Muller said the board should pick people. Don Mendez said his intelligence was insulted if the board was to be allowed to pick replacement directors. He felt the next runner-up as elected at the general meeting be the replacement. Hessler suggested that we might not get the most capable person on the board if the next runner-up method was used. Delwyn Wallis spoke in favor of the old method. The attorney spoke on the subject stating officer as referred to in this section refers to executive committee of the board and not the directors in general. Motion carried. The runner-up will be used as a director replacement, the board will elect the executive committee. Akers read a rewrite of the section. The section accepted as amended.

ARTICLE 4, Duties of Officers, Section 1: Accepted as written. Section 2: Bill Beauregard said board should not have any land disposal abilities. Don Moody concurred with Beauregard. Bell spoke on the subject, he advised the original survey of the land in the park was found to be 127 ft. off. The board must be in a position to make dispositions on boundary disputes. Don Moody said that he feels the membership should make the decisions on land dispersements. Ray Hawkes agreed. Don Stephenson advised we delete line 16, 17, 18, & 19 from this section. This was agreed upon by all. Section accepted as amended. Section 4: Bill Beauregard said he didn't want board to be able to pick board meeting times and dates. He said that the first Sunday of each month should be maintained regardless. Stephenson read existing By-Laws which allows for changing board meeting dates and he advised the board needs flexibility to run the park. It must be free to act. Section accepted as written. Section 5: Accepted as written. Section 6: Accepted as written. Section 7: Mr. Mendez asked if \$5000 was enough for a security bond. Stephenson spoke on the bond. Hawkes asked board to investigate a large security bond. Joe Mendez advised he is an insurance broker and suggested embezzlement is easy and that we should have a larger bond. Board will investigate higher rate. Bell spoke on subject, Don Moody also spoke on subject. Section accepted as written. Sections 8-11: Accepted as written. Section 12: Don Moody suggested the word "may" be changed to "shall" on line 9. Section accepted as amended. Sections 13&14: Accepted as written.

ARTICLE 5, Lot Ownership, Section 1: Marge Lee asked about non-members at present. Conrad Baker asked what a qualified member is. Bell referred to section 2 to describe membership. Stephenson spoke on subject. Hessler also spoke on subject. Delwyn Wallis and Bill Beauregard were also heard from. Section accepted as written. Section 2: Red Collins asked about membership of more than two lots. Stephenson responded. Conrad Baker asked about lot ownership. Hawkes spoke on subject also. Elsie Manning asked about lot management in case of the ownership of a third lot. Stephenson advised if first 2 lots owned were sold, which held membership, a third lot purchased would not permit membership in the association as rules only allow two lots per owner. Red Collins, Joe Martin, Francis Bell, and Don Stephenson discussed pros and cons of the subject. Eleanore Tombe asked about lots left. Conrad Baker said he would like to have the member who purchases more than allotted lots two lots lose his membership in the association. Hessler reminded that a member of the association owns much more than the lots he or she may have, ownership included an equal share in all the assets of the association. Ray Hawkes and Everett Akers expanded on the subject. Mr. Allenwood asked about further subdivisions possibly getting involved. Attorney advised we cannot force anyone to join in the order. Attorney advised on lot ownership and the purpose of the Service Corporation. Delwyn Wallis said we should follow the advice of our attorney. Norm Johnson asked about total acceptance of the package presented. Red Collins asked how many lots you may own. He was advised as many as you want. Mr. Hosmer asked about lines 9&10. Conrad Baker spoke on membership. Mr. Tombe spoke on the subject also. The attorney replied to the discourse. Asked if there would be a sensor for owning more than two lots. Marge Lee and Mrs. Manning asked questions on lot ownership. Ed Cole advised if he owned all the lots in the parent corporation, eventually it could revert to one owner controlling all the land. Marge Lee advised we own not just a lot but one share in the total corporation. Don Moody spoke on lot ownership. Much discussion was held on the subject. Mr. McGraw asked about lot ownership. Merle Nichols asked about lot ownership. Sections 1 & 2 will be held over until later. Section 3: Marge Lee advised on possibility of break in ownership chain. Was advised that such a situation must be settled in the courts. Sections 4-8: Accepted as written.

ARTICLE 6, Amendments, Section 2: Accepted as written.

Meeting adjourned for lunch at 1:20.

Meeting reconvened at 2:10.

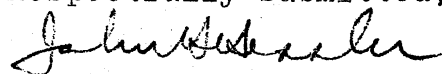
Articles 1-8 accepted as written. Dave Muller questions Article 3, Section A. Bell advised county regulates sewers, etc... Red Collins asked who would be the owner of the service corporation. Don Stephenson referred to the original corporation. Refer to article 8, line 16. Members are the owners of the corporation. Discussion held on material ownership. The attorney described the service corporation is set up as a collection agency to get payment from the members for services when a member is not a member of the parent corporation. Bill Beauregard asked what controls are set up to control the service corporation. the lawyer explained. Mr. Pyzak asked what about not belonging to any of the corporations, and what would happen if a suit was to take place. Was explained that the lot owner must join the service association. Moved by Furman and seconded by Clements the rest of the documents be read and discussion be dropped until a complete reading is completed. Motion carried. Don Stephenson and Everett Akers alternately read. Sierra Park Service Association Articles of Incorporation, Corporation By-Laws Rules and Regulations, Rules and Regulations of the Water System, Declaration of Covenants and Restrictions. Bell referred to article 2 of the articles of incorporation. Mr. Tombe, section 8, asked about dual dues and assessment possibility. Don Stephenson discussed possibilities. Hessler spoke on differences in corporations and assessment possibilities. Mr. Johnson asked for a summary. Don Stephenson summarized. Norm Johnson asked about legal ties between the two corporations. Don Stephenson explained. Elsie Manning asked if additional revenue will be required to run two separate corporations. Don Stephenson explained details. Bell discussed contract between the two corporations. Hawkes, article 3, lines 13-15 be deleted. Eleanor Tombe requested need for the service corporation. Bell answered to collect assessments legally. Everett Akers summarized. Merle Nichols asked if two annual meetings would be required, answer yes. One on Saturday for the service corporation and on Sunday for the parent corporation. Bill Beauregard

-service corporation papers be accepted as ammended. Seconded by Pete Geringer. Motion carried. By-Laws parent corporation, refer to article 5, sections 1&2, Marge Lee spoke on share of park, not only individual lot ownership. That some compensation be made for their vested rights in the park's assets. Proposed that all assets be appraised as of February 17, 1975. That stock be issued for your share in the park. Don Stephenson asked Mr. Harden, the attorney about non-profit corporation law. Mr. Harden advised must become a profit corporation. Parent corporation must be dissolved to enter into a profit corporation. Joe Martin advised park is for recreation of members, not profit. Moved by Jerry Grover, By-Laws be accepted as corrected. Seconded by Johnson. Motion carried. The Sierra Park Service Corporation By-Laws. Discussion held on meeting on Saturday and Sunday. Moved by Stephenson, and seconded by Cole. Change line 14, section 12, page 3, that Saturday be changed to read Sunday. Motion carried. Page 4, section 9, lines 3-6, of original corporation By-Laws will be changed as in original proposed new By-Laws. Mr. Clements moved By-Laws as changed be adopted. Seconded by Al Dean. Motion carried. Rules and Regulations Subdivisions 1 & 2, moved by Marge Lee, seconded by Furman rules and regulations be adopted. Delwyn Wallis asked to give more consideration to the rules and regulations. Pete Geringer spoke on dogs and leash law. Conrad Baker asked about having a volunteer police department. Ray Hawkes wants no loose dogs in park. Don Stephenson suggested line 16 read instead of "unleashed dogs", "uncontrolled dogs". Discussion held. Mrs. Manning suggested the word lake be changed to park on line 16. Delwyn Wallis suggested dogs be leashed. Mr. Dean spoke against it. Membership agreed on uncontrolled by hand vote. Mr. Peterson, line 4, change auto to vehicles. Mr. Nutzman, line 4, advised snowmobiles would be excluded from the meadow if the word vehicle was used. Mr. Bonner said he must drive along the edge of the meadow to remove cleanings from his lot. Advised open meadow is main concern. Don Mendez, line 18 asked about vacation house trailers. Advised cannot live in unless home is under construction. Tuolumne county law. Motion carried to accept rules and regulations. Water Rules and Regulations, Elsie Manning moved we adopt water rules and regulations, seconded by Mrs. Boss. Delwyn Wallis asked about main water valve at the property line. Motion carried. Declaration of Covenants and Restrictions, moved by Ed Smith, seconded by Worthington the above be adopted. Bill Unger asked about boat and utility trailer storage. Motion carried.

The Declaration of Covenants and Restrictions must be signed by all members exactly as their names appear on their deeds and notarized, then must be returned to the board of directors as soon as possible.

Meeting closed at 4:35 p.m.

Respectfully submitted,



John Hessler
Recording Secretary