

WPOA Board of Trustees Saturday Meeting – 6/8/19

***Anyone who would like to receive an e-mail blast of the report summaries, on the Friday prior to the meetings, needs to submit their e-mail address to the Office staff.*

***Any updates from the Friday email are indicated in **italics** of the summary of each report.*

***The deadline for submission of information for the monthly newsletter and other media releases is the Tuesday following the WPOA meeting at 4pm. The Office staff appreciates the cooperation of all of the clubs to share the events and activities held at Lake Waynoka.*

President Prescilla Redick called the meeting to order at 10am.

President Redick took a moment to wish all Fathers in the community an early and Happy Father's Day.

President Redick led those present in the Lord's Prayer followed by the Pledge of Allegiance.

Roll Call: Present: Beard (late), Crank, Ellis, Purdin, Redick, Robinson, Taylor, Mgr. Cahall

Absent: Johnson (ex.)

Minutes: Crank made a motion and Ellis seconded to approve the 5/11/19 minutes as printed in the newsletter. A yea/nay vote was taken and the motion passed unanimously.

President's Report (Prescilla Redick): None

Treasurer's Report (Vernon Taylor):

Operating funds

- The total operating income for the month of May was \$190,000.00 mostly from annual dues and camping fees.
- The total operating expense for the month of May was \$175,000.00 with no unexpected expenses.
- The operating fund balance at the end of May was \$930,134.67.
- The operating income for the year at the end of May as \$1,431,000.00 and that is 67% of the plan for 2019. The expected income at the end of May was 67% so the WPOA is right on budget.
- The operating expense for the year at the end of May was \$819,000.00 and that is 39% of the plan for 2019. The expected expense was 40% so we are 1% under budget.

Allocated Assessment Funds

- The income for allocated operating assessments in May was \$22,000.00.
- Assessment account expenditures in May totaled \$8,000.00.
- The balance of all allocated assessment accounts at the end of May was \$527,497.87.

Invested Funds

- Invested reserves at the end of May totaled \$425,895.89.
*Total cash on hand at the end of May was \$1,883,528.43.

Manager's Report (Paul Cahall):

- The hydraulic dredging company has finished and removed all their equipment. Water depth maps are available both on the web site and Facebook. We did not get quite as far as we thought we would but did remove over 7,300 cubic yards of silt from the east end of the lake and stayed inside budget.
- The big bags of silt at the end of the lake will need a few months to completely dry out then we will start working on removing them. This project is expected to run into next year. We will continue with dirt sales because we have plenty.
- We will be starting our own dredging this month starting in the cove we left off at last year and will continue until the end of August. Our dredging project will continue for the foreseeable future.
- The major road repair and paving will start this month. The wet weather we have had this spring has put our contractor a little behind but we still hope to be done by the end of June.
- We will be sealing and painting the parking lot in front of the recreation center. This project should only take a few days and we will do it in sections so parking will be available for those using the recreation center and pools.

- All repairs to the slide in the main pool have been completed. This should extend the useful life of the slide for several more years before replacement becomes necessary.
- Mowing continues despite the wet weather and we are right on schedule to complete at least three trips around the lake this year.
- We have a pool window open at the restaurant between Memorial Day weekend and Labor Day weekend serving snacks and drinks for our pool goers.
- This next winter is a scheduled lowering of the lake and a perfect time to do dock repair and shoreline protection. I will be doing shoreline protection inspections this summer and notifying owners is there shoreline needs work.
- We have two boat patrol officers and have doubled the amount of time they will be on the water this summer. If they stop you, please be cooperative with them. They are not out to ruin your fun. They are there for your safety and the enjoyment of the lake for all.
- *There was a lot of vandalism, mostly in the campground, over the Memorial Day weekend. Giant rolls of toilet paper were stuffed in toilets and showerheads were ripped off the walls. The showerhead at the beach was damaged. Please keep track of your guests and report any suspicious activities to security.*
- *Mgr. Cahall stated that the WPOA will only performed tree limb removal from the curb after a storm. Any limbs or brush placed on the curb after a property owner has tree service performed will not be picked up unless a \$30 pickup fee is paid.*
- *Mgr. Cahall addressed leaf pickup and leaf/brush burning. The WPOA does not do leaf collections except in the campground area. Please call security as a courtesy to let them know if you will be burning leaves and brush. The smoke from the fire may lead to the fire department being called unnecessarily when others see the smoke. Trustee Robinson stated that it is a State Law that there is to be no burning of brush and leaves if the wind strength is above 10mph. This could cause a fire to get out of hand quickly. He also asked that, if possible, you wait to start burning after 6pm because the local firefighters are volunteers and many of them are working during the day. If a fire were to spread, the extra manpower would be needed.*
- *The WPOA has performed a courtesy in the past of hiring a trapper to capture beavers for property owners. Mgr. Cahall stated that there are no policies requiring the WPOA to perform this service. Based on a threatened lawsuit by a property owner unhappy with the time response of the trapper, Mgr. Cahall suggested that the WPOA not provide this service anymore. The office will have the contact numbers for several trappers but it will be at the property owner's expense to have the beavers removed. The WPOA will cover the cost if a beaver is located in a public area. This is effective immediately.*

Security Report for May 2019 (Chief Wallace):

Calls for Service	36	Animal Complaints	16
Arrests	1	Dog	10
Reports	7	Other (Beaver/Fowl)	6
Citations	3	Grinder Pumps	20
Warnings	7	Squad Calls	4
Security Checks	224	Fire Runs	2

Gate Counts

RFID Front- 15,240	Front Security Lane- 12,125
RFID Rear Entry- still not functioning	RFID Rear Exit- 19,862

Vehicle Information

Vehicle 1191	Fuel- 15.6 gallons	Miles Driven- 295
Vehicle 1591	Fuel- 120.6 gallons	Miles Driven- 1614

Other News from Security

- During the May, we assisted the Ohio Adult Parole Authority and arrested a parole violator, who was subsequently transported to the Brown County Jail and is awaiting return to a correctional facility.
- Sgt. Rob McKinzie completed a 40-hour course in Marine Patrol at Alum Creek Lake. The course consisted of boat operation, search and rescue tactics, enforcement education and many other related topics. This was a free grant funded program and he was one of 34 officers in the state of Ohio that received this training.
- Scott Patee has been hired as a part-time marine patrol officer.
- We have ordered 2 new AED units from the Brown County Wellness Foundation, which provides volunteer service to maintain and replace items such as AED pads and batteries for the device.
- Phase 1 of the radio system has been completed and is working great. Phase 2 is in the process of being ordered and implemented. (Phase 2 consists of portable radios for maintenance, security, campground etc.)
- As a reminder, all boat stickers and golf cart stickers from 2018 expired as of May 1, 2019. Please renew them at the Security office at your earliest convenience. We will be conducting compliance enforcement through the rest of the season.

President Redick announced the Chair, Co-Chair, and Board liaison of each committee. **Building** is Pete Levermore – Chair, John Sharp & Terry Borgman – Co-Chairs, and Steve Johnson as the Board liaison. **Lake Advisory** is Michael LaPlante – Chair, Jeff Huseman – Co-Chair, and Ken Crank as the Board liaison. Dave Patton and Margi Borgman will continue as the **Election Inspectors/Nominating** Co-Chairs and will announce their Nominating Chair shortly. **Long Range Planning** is Judy Yannone as Chair, a Co-Chair to be determined, and Charlie Beard as the Board liaison and Co-Chair interim. **Rules and Regulations** is John Buskey – Chair and Vernon Taylor as the Co-Chair and Board liaison.

Discussion: Trustee Robinson questioned how many current Board members may sit on a Committee. President Redick stated that, based on the Blue Book rules, the number is based on the number of committee members.

Other Committee Reports:

Building (Pete Levermore): No variances for this month. Five new residence permits. A total of 13 permits received for the month.

2019 Building Permit Status

Permit	May	Year to Date
Residence	5	12
Dock/Boat Lift	2	5
Additions	1	4
Repair/Replace	4	8
Pool	0	0
Deck	0	3
Garage	0	4
Storage	1	7
Boat Cover	0	0
Carport	0	0
Fence	1	1
Totals:	13	44

Terry Borgman noted that last year there was a total of 19 permits issued for new residences. The request for new residence permits to date is 12 which is good news for the community. Mr. Borgman reminds everyone that gazebos are a structure and need to be issued a permit before construction may begin.

Election Inspectors/Nominating (Margi Borgman/Dave Patton): None

Lake Advisory (Michael LaPlante):

- Our Committee has formed for 2019-2020 and we have some new members. This year the WPOA President is assigning Co-Chairs to each committee. The Lake Advisory Committee will be Co-Chaired by Jeff Huseman, and I. We also have a new WPOA Board Trustee as our liaison to the WPOA Board and it is Ken Crank. Scott Wolfenden also joined our committee. Welcome all and thanks for supporting our Lake Advisory Committee.
- We have reviewed our responsibilities in the Code of Regulations (a.k.a. Blue Book), Article VII, Section 14 and we will be updating the WPOA website to reflect committee members and current responsibilities. We will also be reviewing the Ohio Revised Codes for boating and ensure our Lake Waynoka Boating and Fishing Guide and WPOA General Rules and Regulation's (Vol 1) (a.k.a. Yellow Book), Section VII, are up to date.
- Just a note on Boat Registration. Section VII Lake, Para 1, in part states "All boats with any type of motor require a WPOA boat decal which must be renewed on an annual basis." That floating picnic table is nice, but you have registered it...Right?
- It would be a good idea to review the Lake Waynoka Boating and Fishing Guide to ensure you and the operators of your boat meet the WPOA rules and the Ohio Revised Code for boating. Copies of the Lake Waynoka Boating and Fishing Guide are available in the WPOA Office, the Security Office and the WPOA Lodge.
- Our committee has another 25 fish habitats for sale. We are selling these habitats for \$25 each, or you can purchase them at the below website. We will also have these habitats for sale at Waynoka Day on 20 July.
<https://www.fishing.com/swimmer-soft-shallow-water-lake-waynoka-fish-habitat-4-pack/>
- As always, if you see any safety concerns around any of the common area docks, please let us know. Boat Safely. Thank you.

Michael LaPlante, Waynoka Lake Advisory Committee Co-Chair, 937-689-7604, laplantema@gmail.com

Long Range Planning Committee (Judy Yanonne): None

Rules and Regulations (John Buskey):

- President Redick appointed John Buskey and Vernon Taylor as co-chairs for the year. We are in the process of assembling the committee.
- Agenda items for the year include reviewing the **Restrictive Deed Covenants** for potential amendments that can be voted on after January 1, 2020. To date, the Zoning/Building Committee has submitted requests for consideration.

Unfinished Business:

- President Redick announced that 6 of the current Board members signed a Code of Ethics & Confidentiality form at the workshop that was drawn up by the OLCA's (Ohio Lake Community Association) attorney and is available for other lake communities to use. The form was given to the Trustees in May so they could review it before signing. The form was read and is as follows:

**WAYNOKA PROPERTY OWNERS ASSOCIATION INC.
BOARD OF TRUSTEES STATEMENT OF COVENANT
FOR CODE OF ETHICS AND CONFIDENTIALITY**

Code of Ethics and Confidentiality

In order to encourage and foster open and candid discussion at its meetings, the Board of Trustees ("Board") of Waynoka Property Owners Association Inc. ("WPOA") believes confidentiality must be maintained. Therefore, it is the policy of the Board that each elected and serving member of the Board (a "Trustee") shall keep confidential any and all information relating to discussions at its meetings unless compelled by legal process to disclose such information, or as otherwise

agreed by the Board. While Trustees are free to discuss the result of Board action items, disclosing any information concerning the discussion of such items during the Board meeting is prohibited, unless otherwise authorized by the concurrence of the Board by formal action (i.e., vote to approve disclosure). Trustees acknowledge that any violation of this policy could cause harm to WPOA and frustrate Board deliberations. Therefore, any Trustee who violates this policy shall be subject to termination of his/her Board position, pursuant to the removal process established in the Code of Regulations.

In order to ensure compliance with applicable laws and WPOA's governing documents and to protect WPOA, its Trustees, Members, employees and committee members from potential legal problems regarding conflicts of interest and violation of fiduciary obligations, WPOA endorses and adopts the following statement of policy and requires all Trustees to covenant and agree to the same:

I. Duty of Loyalty

Among the fiduciary obligations of a trustee serving on the board of a non-profit corporation is a duty of loyalty to the non-profit corporation. With specific reference to WPOA, this includes supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by WPOA's Board, irrespective of the vote of each individual Trustee. As representatives of WPOA, Trustees are obligated to maintain this duty of loyalty in all manner of activities during their terms of office. This duty of loyalty is not intended to, nor should it: (i) discourage debate within Board or committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process.

II. Confidentiality of Board Discussions and Board Documents

In order to encourage and foster open and candid discussion at its meetings, the confidentiality of matters brought before the Board must be maintained. Therefore, it is the mandate of the Board that each Trustee shall keep confidential any and all information relating to discussions at its meetings, including any and all materials, e.g., correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board is free to discuss actions adopted by the Board, disclosing or distributing any information concerning the discussion of such items that were disseminated/discussed during a Board meeting that was not otherwise discussed in the public forum of the meeting or otherwise approved for dissemination, is prohibited.

III. Conflicts of Interest

Another fiduciary obligation of a non-profit corporation trustee is to avoid "conflicts of interest". A "conflict of interest" is generally defined as a transaction in which, because the individual is, either directly or indirectly, a party to the transaction or possible beneficiary of the transaction, there is or may be a conflict between the individual's fiduciary obligations to the non-profit corporation and the individual's personal or business interests. To avoid potential conflict of interest problems, WPAO implements the following procedures:

1. In any transaction involving WPOA and a WPOA Trustee, and any corporation, partnership or other entity in which an individual is an officer, director, staff, or committee member has or expects or intends to have a financial or other personal, beneficial interest, such individual, prior to any discussion or decision concerning the transaction, shall fully disclose to the Board or the appropriate committee considering the transaction the material facts of the transaction and the individual's interest or relationship.
2. Upon such disclosure, the individual shall take no further part in the meeting during which time the proposal is considered and voted upon.
3. After receiving such disclosure, prior to approving the transaction, the Board or committee must conclude that the transaction is "fair to WPOA" and must approve the transaction without the participation or the vote of the interested individual.

4. The interested individual's presence at the meeting may be counted in determining whether a quorum of the Board or committee is present, but that individual shall not vote on the transaction.

IV. Participation in Meeting, Deliberations and Actions

In any case in which there is a question of loyalty, issues relative to confidentiality of matter, or conflict of interest are raised, the Trustee shall not participate in the meeting for the entire time the matter is discussed and voted upon.

Covenant of Trustee

As a Trustee serving on the Board for the WPOA, I, _____, understand that my duties and responsibilities include the above items. Further, I understand that I am morally, fiscally and legally responsible for the Association, and I will act with the care and loyalty required of board members of non-profit corporations, and put the interests of the WPOA first.

Signature of Board Member

Date _____

For Board term beginning _____ and ending _____.

Discussion: Trustee Robinson questioned requiring signatures on this form and the inconsistencies of it. He noted that 2 years ago, the form was presented and signed. Last year, it was not presented. He consulted his lawyer who stated that this needs to be done on a yearly basis. President Redick responded that it will now be done on a yearly basis. Robinson believes that signing this form makes it easier to dismiss Board members who are not in the majority.

President Redick apologized for misspeaking about the confusion concerning an open Board seat during last month's meeting. Redick dispelled rumors that the next person with the highest number of votes was offered the position and declined. After reviewing the CODE Rules & Regulations, she made an official announcement that the position is posted. All interested parties should stop by the WPOA office for an application and to submit your resume. The deadline to submit an application will be Wednesday, July 31st at 4pm. Trustee Purdin voiced her displeasure and believes the next person with the highest number of votes from the election be asked to fill the open seat and we continue down the line until a replacement is found. President Redick then read the CODE pertaining to filling an open seat on the Board which is as follows:

Section 4. Filling Vacancies On The BOARD.

4.1 Any vacancy occurring on the BOARD other than at normal termination of an elected TRUSTEE's term shall be filled by:

4.1.1 Notifying the membership of the vacancy at the next monthly meeting.

4.1.2 Within three (3) months after notification select a candidate for appointment.

4.1.3 Selected candidate(s) must be appointed by a two-thirds (2/3) vote of the entire BOARD, excluding the departing TRUSTEE(S).

4.2 The person(s) named to fill a vacancy shall be appointed for the duration of the departed TRUSTEE'S term.

4.3 One source, for such an appointment, may be those persons who unsuccessfully ran for office in the preceding election: however, it is incumbent upon the remaining BOARD members to select a successor whose qualifications shall provide the WPOA a TRUSTEE best suited for the position.

4.4 If, after three (3) months, the BOARD is unsuccessful in finding an appropriate and willing individual to serve. The BOARD:

4.4.1 May vote unanimously to leave the position vacant until the next election. In this event, quorum rules shall change to the current BOARD members.

4.4.2 The President shall direct the Election Committee to fill all vacancies at the next election.

New Business:

- Trustee Taylor announced the members of the Finance Committee. They include Pat Raleigh, Dave Patton, Jenny Ellis, John Buskey, and Mgr. Paul Cahall.
- A motion was made by Taylor and seconded by Purdin for a BYOB event at the Lodge on June 29th for a private celebration. A yea/nay vote was taken and the motion passed unanimously.
- A motion was made by Beard and seconded by Taylor to approve the Long Range Planning Committee's 5 year report. A yea/nay vote was taken and the motion passed unanimously.
- A motion was made by Crank and seconded by Beard to approve the Emergency Action Plan for Lake Waynoka which will be located at the office. This plan will delegate specific duties of personnel, community and/or resources in the event of an emergency. A yea/nay vote was taken and the motion passed unanimously.
- A motion was made by Robinson and seconded by Purdin to approve the Waynoka WaterSports Club to purchase and have installed 2 swings in the beach area. The swings are similar to that of Smale Park downtown. A yea/nay vote was taken and the motion passed unanimously.
- Motion #307 concerning the use of UTVs within Lake Waynoka was made. Trustee Taylor consulted with Chief Wallace who reported that there have been no tickets/accidents on UTVs or golf carts and that there have been no reports of property damage associated with these vehicles. *Please see Motions & Resolutions below for specifics.*
- A motion was made by Ellis and seconded by Taylor to adopt a Check Signing Policy which is listed below:

This policy is a guideline on who can sign WPOA checks and transfers and when counter signatures are required.

I. Who can sign WPOA checks and transfers.

- a. After the annual meeting of the WPOA board, new signature cards will be generated for all authorized signatories on the WPOA accounts.
- b. The following are considered normal authorized signatories
 - i. WPOA Board President.
 - ii. WPOA Board Treasurer.
 - iii. WPOA Board Vice President.
 - iv. WPOA General Manager.
 - v. Designated Office Staff.
- c. The WPOA Board of Trustee's can add any other persons they deem necessary.

II. Limitations.

- a. No authorized signatory is permitted to sign any financial document that directly benefits themselves. (Exp. Checks made out to them).
- b. Designated Office Staff.
 - i. Checks up to \$1500 as directed by the General Manager.
 - ii. Internal transfers if the General Manager is unavailable.
 - iii. Counter sign to authorized Board Member if the General Manager is unavailable.
- c. General Manager.
 - i. Checks up to \$3000.
 - ii. Internal transfers.

- iii. Counter sign to authorized Board Member.
 - iv. Exceptions as noted in this policy.
 - v. General Manager should sign all checks and transfers whenever practical.
 - d. Authorized Board Member.
 - i. Checks up to \$3000.
 - ii. Internal transfers.
 - iii. Counter sign to authorized staff.
- III. **When an Authorized Board Member must counter sign.**
 - a. All Checks above \$3000 with the following exceptions.
 - i. Internal transfers.
 - ii. Insurance payments.
 - iii. Quarterly payroll taxes.
 - iv. Monthly utility payments.

A yea/nay vote was taken and the motion passed unanimously.

Motions and Resolutions: Motion #307 was made by Crank and seconded by Taylor that all utility vehicles (UTV's) that comply with all provisions of the Ohio Revised Code 4501.01 pertaining to UTV's are permitted to be operated on Lake Waynoka roadways provided that: 1. Have a current Lake Waynoka Vehicle sticker. 2. Operator must have a valid Driver's License. 3. Vehicle must be equipped in accordance with the Lake Waynoka Under Speed Vehicle equipment checklist (available through Security). A roll call vote was taken and the motion passed with 5 yeas and 2 nays (Purdin and Robinson).

Community Organizations:

Art Club: The wall quilt assembly in the conference room will begin June 17th.

Chapel (Valerie Bullock): Non-denominational services are every Sunday beginning at 10am and Bible Study is every Wednesday. Everyone is invited to attend.

Civic Club (Tony Tatman): The next meeting is June 25th at 7pm in the Lodge. The remaining 2019 Lake Waynoka calendars are \$1.00. Please see a member to get your copy. The club is in the preliminary stages of designing a special 2020 calendar celebrating Lake Waynoka's 50th anniversary.

Shawnee's Women's Club (Sharon Woll): The club hosted a great Veteran's picnic with food, fishing, and fun. We will be joining the Lake Lorelei's Women's Club on June 20th for lunch and activities.

WaterSports Club (Rhonda Maybriar): The annual 5K race was this morning with over 60 participants braving the weather. Beach Day is June 29th. Please check the newsletter for activities and times. It is a great family event. The Golf Cart Parade has been rescheduled for August 10th before the Concert on the Green.

Board Comments/Concerns: Trustee Purdin invited everyone to the monthly Family Picnic on the 3rd Tuesday of this month held in the Lodge at 6pm.

Membership Compliments and Concerns:

- Charles Porter (Lot #2047): emphasized the need to be accurate with record keeping, billing and IRS forms according to Federal law. Wanted to know if the bar is making a profit. Mgr. Cahall said that some years it does and some it does not.
- Valerie Bullock (Lot#2304): is upset about the open Board seat. She stated that the open seat was offered to Yanonne who turned it down and since they don't want the next person in line for the seat, they all of a sudden decided to change the way they are filling the seat. Redick responded that she misspoke and after community feedback and researching the Blue Book, it was determined to follow the rules and regulations set forth.
- Tony Tatman (Lot #2635): Asked if the Board had enough time to review the Confidentiality Agreement, why were they voting on the UTVs again, and what the solution would be if they become a problem in the community since it cannot be changed once it is approved. President

Redick stated that the Board had a month to review the agreement and the Motion on UTVs was reintroduced since the last motion ended in a tie vote.

- Ginny Tatman (Lot #2635): Feels the Confidentiality Agreement is a gag order vs. transparency that all the Trustees said they supported. Why all the Executive Sessions? Board members need to follow the CODE that they took an oath to uphold, i.e. co-chairs to committees. You shouldn't be on the Board if you cannot stand up and say how and why you voted the way you did.
- John Miller (Lot #354): Asked the Board to consider upping the Boat Patrol pay. He also asked that people respect the recycling area. Many people are not breaking down their boxes and dumping trash and non-recyclable items, such as Styrofoam and metals, in the area.
- Doris Kitchen (Lot #336): Thanked everyone for their support at the courthouse. Would like to know how many other lake communities are using the Confidentiality Agreement and it's inconsistency of use. Members have a right to know what's going on.
- Mike LaPlante (Lot #758): Believes Board members should have the right to discuss what they are working on with others, before it is approved, to receive community feedback to take back to the meetings for discussion.

Adjournment: The motion to adjourn was made by Taylor and seconded by Crank. A yea/nay vote was taken and the motion passed unanimously. The meeting was adjourned at 11:02am.

Rhonda J. Maybriar, WPOA Assistant Recording Secretary