

May 8, 2019

VIA US MAIL

Columbia Community Land Trust
Attn: Richard Mendenhall
500 E. Walnut Street, Ste 108
Columbia, MO 65201
richardm@boonerealty.com

Re: Columbia Community Land Trust Bylaws Review

Dear Members of the Columbia Community Land Trust Board of Directors –

I have been asked to review certain provisions of the Columbia Community Land Trust's (the "CCLT") bylaws. Based on my review, it appears there may be a typographical error in the CCLT's bylaws which creates a conflict with the Columbia City Council ordinance appointing a City Council liaison to the CCLT.

The Columbia City Council approved an ordinance authorizing the creation of the CCLT on September 6, 2016. The original draft of the Council ordinance appointed a Council member as a "non-voting ex-officio member" of the CCLT Board of Directors. However, the City Council amended the original Council bill to clarify that the Council appointee would be a "non-voting ex-officio liaison." Council testimony indicates that the amendment was intended to clarify that the Council appointee was separate and independent from the CCLT Board of Directors and would not be considered a "member" of the Board of Directors.

The CCLT Board of Directors has adopted bylaws which address the composition of the CCLT Board. Article II, Section 3 is entitled "Composition of the Board." Subsection (a) of Section 3 provides that the CCLT shall request that the City Council designate a City Council person "to serve as a non-voting Director" on the CCLT Board of Directors. This "Director" language implies that the Council appointee is a formal Director or member of the Board. This appears to conflict with the City Council ordinance designating the appointee as a "liaison."

I recommend that the CCLT Board of Directors correct this error by authorizing an amendment to the current CCLT bylaws which deletes the reference to "Director." Please note that if the Board agrees an amendment is appropriate, I will draft the proposed amendment for approval at the June CCLT Board meeting. The proposed amendment should be included on the agenda and will require a 2/3 vote of approval by the entire Board of Directors.

If you have any questions or wish to discuss this further, please let me know.

Sincerely,



R. Caleb Colbert