

SPRUCE CREEK PROPERTY OWNERS ASSOCIATION, INC.

212-1 Cessna Blvd, Port Orange, FL 32128

SPECIAL BOARD OF DIRECTORS MEETING

April 6, 2007

MINUTES

1. CALL TO ORDER. The meeting was called to order by President Dawn Sautter at 2:00 p.m. Other directors present were Alan Baltz, Jack Kihm, Bert Love and Tim Plunkett. With all five board members present a quorum was declared.
2. PROOF OF NOTICE. David Slayback affirmed that this meeting had been properly noticed.
3. COMMUNICATIONS. None
4. CONSIDERATION AND APPROVAL OF PRIOR MINUTES. The minutes of the March 26, 2007 Board Meeting were reviewed. A **motion** was made by Tim Plunkett and seconded by Alan Baltz to dispense with the reading of the minutes and approve them as presented. The motion was approved unanimously.
5. REPORTS – None
6. OLD BUSINESS - None
7. NEW BUSINESS.

1. Consideration of Proposed Amendments to By-Laws.

The Board of previously agreed on proposed amendments to the By-Laws which would allow for mail-in ballots on vote of the membership. Bert Love later requested that the Board reconsider the proposals as he felt some changes needed to be made.

Mr. Love's proposed changes were discussed at length with the association's attorneys, Becker & Poliakoff. The attorney's responses to Mr. Love's suggestions and their recommendations for handling a mail-in balloting system were reviewed in detail at this meeting.

A **motion** was made by Bert Love and seconded by Jack Kihm to proceed with the April 6, 2007 revision of the proposed amendment to allow mail-in ballots pending the written acknowledgement by the Association's attorneys that the amendment is legal. A Special Membership Meeting will be scheduled and a Notice of Special Membership Meeting mailed as soon as practical after receipt of such written acknowledgement. The motion was defeated by a vote of 3-2.

A **motion** was made by Alan Baltz and seconded by Tim Plunkett to adopt the proposed By-Laws amendments previously agreed to by the Board and approved by the attorney. The motion was approved by a vote of 4-1 with Mr. Love casting the negative vote.

Jack Kihm, Secretary