

Spruce Creek Property Owners' Association, Inc.
Board of Directors
MINUTES OF Nov 16, 2005 ORGANIZATIONAL MEETING

Present at the POA hangar at the noticed time of 10:00 AM, November, 16, 2005 were the 5 Board members elected at the November 14, 2005 Special Election Meeting; Alan Baltz, Laura Munro, Tim Plunkett, Wally Ritchie, Dawn Sautter and approximately 5 other members of the Association.

Director Ritchie advised the meeting that he had telephoned President O'Donnell before the meeting to determine if he would be chairing the organizational meeting, as specified in the Bylaws. Mr. O'Donnell advised that he already had made other plans and would not be able to attend but wished the Board well.

It was suggested that Director Baltz chair the meeting as having received the greatest number of votes in the special election. Director Ritchie offered to serve as Secretary of the meeting until Officers were elected. Without objection, Director Baltz thereupon called the meeting to order at 10:02.

Upon motion made, seconded and unanimously passed it was RESOLVED:

That the Officers be elected one by one, by secret ballot, in the order that they are listed in the Bylaws.

Directors Plunkett and Sautter were nominated for President. Director Plunkett was elected President by secret ballot with a tally of 3 votes to 2. President Plunkett thereupon assumed the Chair.

Director Ritchie nominated Director Sautter for Vice President and the nomination was accepted. There being no further nominations, a motion was made, seconded, and unanimously passed to dispense with the secret ballot and conduct a voice vote. Director Sautter was thereupon elected as Vice President by unanimous voice vote.

Chairman Plunkett moved that Director Baltz be elected Treasurer, Director Ritchie be elected Secretary, and Director Munro be appointed as Assistant Treasurer and Assistant Secretary all by voice vote. The motion was seconded and unanimously passed.

The complete list of Officers of the Association as elected is now:

President - Tim Plunkett
Vice President - Dawn Sautter
Treasurer - Alan Baltz
Secretary - Wally Ritchie
Asst Treasurer - Laura Munro
Asst. Secretary - Laura Munro

The President stated his desire for the Vice President to be active in the day to day duties of the President's Office. It was also noted that under the Bylaws, any two Board members

may notice the Secretary to call a Board meeting at any time and there is no need to wait for the President as long as a quorum of the Board can be assembled for a properly noticed meeting.

The Board and the members present had a discussion regarding member participation at future Board meetings. The President and the Board expressed their desire to obtain more active and direct participation by members at Board meetings. Standing rules for active member participation at Board meetings will be developed and approved at a later meeting.

A discussion was held regarding the Fiduciary Responsibilities of Directors and Officers under the bylaws and the Florida Statutes and the delegation of such duties of the Directors and the Officers to others. After discussion and upon motion made by Plunkett, seconded by Munro, and unanimously passed it was RESOLVED:

That the Directors and Officers shall not delegate any of their duties and responsibilities under the bylaws except by a writing approved by the board.

A short discussion was had regarding the organization of the employed managers and staff and their job descriptions. A consensus was reached that the President and Vice President would assemble this information.

A discussion was had regarding the existing arrangements between the POA and the Spruce Creek Country Club regarding the use of club facilities for meetings and other issues involving the SCCC. Upon motion made by Chairman Plunkett, seconded, and unanimously passed it was RESOLVED:

That two members of the Board be designated to serve as executive liaison between the SCPOA and the SCCC and shall consist of Directors Sautter and Ritchie who shall report to the Full Board.

The future Board Meetings related to the 2006 budget were discussed. Without opposition, the Board set Nov 21 7:00 at the POA and tentatively December 14, 7:00PM at the Palm Room for meetings subject to availability of the Palm Room. The mid-December meeting to approve the budget and assessment will be noticed to all members in writing.

Discussion was had regarding the committees. A list of current committees and members as of July 13, 2005 was reviewed. Consensus was reached to continue with the previous appointments to all committees through the Annual meeting so as not to disturb the current work of these committees. It was pointed out that the Airport Authority Committee membership is 7 members with requirements and terms as specified in the bylaws. It was also pointed out that the practice of appointing "Board Representatives" or "Board Liaison" to the committees cannot be found in the bylaws which instead provide that a Board Member be appointed to each committee. A consensus was reached that the practice of appointing a "Board Representative or Board Liaison" would not be continued except in the case of the Airport Authority Committee where the composition of the committee is expressly provided for in the bylaws. For all committees other than the Airport Authority Committee, any Directors appointed to the Committee shall henceforth function as committee members.

Upon motion made, seconded, and unanimously approved, it was RESOLVED:

The committee members and committee chairs are hereby re-appointed or appointed as follows:

Airport Authority committee: Tom Evernham, Tony Miner, Jim Ellsworth, Dan Funk, John Van Osdol, David Haggett, and Larry Horton are confirmed for their present terms and Tom Evernham is confirmed as chair. Tim Plunkett (Director) is designated as the Board Liaison to this committee;

Architectural Review Committee – Laddie Dick, Bob Morriss, Laura Leary, and Samantha Mullane are reappointed to the committee and Roland Marchetti is re-appointed as chair. Laura Munro (Director) is appointed to the committee.

Budget and Finance Committee. Linda Graffeo, George Holmes, Al Bennett, Lorraine Wahl, Michael Hay, Alan Baltz (Treasurer) and Joe Van Eyzeren are re-appointed to the committee and Dawn Sautter (Director) is re-appointed chair.

Children’s Recreation Committee – Michelle Bassett, Lynn Head, Ann Buttion, Lisa O’Brien, Keri Nass, Nicole Thomas, Mimi Williams, and Lisa Bradley are re-appointed to the committee and Tina Farbolin is re-appointed as chair.

Community Relations Committee – Carol Ballentine, Bev Brundle, Gayle Fisk, Judy Ford, Jean Franzone, Beth Goeden, Hazel Hooper, Mary Kaye, Diane Kelly, Debbie Kramer, Kathy Minner, Lois Nielsen, Joanna Robinson, Marcia Thomas, Ellen Warren, Belinda Wood, and Marie Vaughter are reappointed to the committee and Diana Sosbey is reappointed Chair. Laura Munro (Director) is appointed to the committee.

Legal and Bylaws Committee – Gordon Millar is re-appointed Chair and Wally Ritchie (Director) is appointed to the committee.

Public Works Committee – Peter Rouse, Paul Tehres, Dick Colwell, Roland Marchetti, Ray Gage, and Sam Hart are re-appointed to the Committee. Dawn Sautter (Director) is appointed to the committee.

Safety and Security Committee – Charles Clark, Patrick Flynn, Robert Rega, H.O. VanZandt, Ken Robinson, and Mel Ray are re-appointed to the committee. Jane Anderson is re-appointed Chair. Tim Plunkett and Laura Munro (directors) are appointed to the committee.

Update Committee – Wilma Russell, Judy Chiles, Mary Peck, Maureen Reynolds, Nancy Tennstedt, and Sue Ullrich are re-appointed to the committee and Lorraine Wahl is re-appointed Editor. Dawn Sautter (Director) is appointed to the committee.

Gate Implementation Team – Dick Bicknell, Joan Dufton, Betty Lane, and Jan Burnside are re-appointed to the committee and John Van Osdol is re-appointed chair. Laura Munro (Director) is appointed to the Team.

It was noted that the Election Committee and Long Range Planning Committee are without any members and this will be taken up at a later meeting. The Special Election Committee appointed by the prior board will continue until its work is completed.

It was pointed out that some of the committees have not been forwarding minutes to the Board. The Secretary was instructed to collect and consolidate the minutes from all committees.

Director Sautter suggested that a log be established for members to sign in when doing business with the POA. A consensus was reached that a sign-in sheet be established to monitor POA activity and provide a comment column for members and staff.

The recommendations of the previous Board regarding replacing the POA Attorney were discussed. Director Ritchie abstained from voting on this question due to a possible conflict of interest. Upon motion made, seconded, and unanimously passed by the 4 voting directors, it was RESOLVED:

That until further action by the Board, the President, and in his absence the Vice President, are hereby designated as the sole points of contacts between the Board and the POA Attorney and are also authorized to begin a search for a new POA Attorney.

The Board expressed its thanks to the Special Election Committee chaired by John Van Osdol and the former Election Committee chaired by George Holmes for their extraordinary efforts in organizing and conducting the Special Election just concluded. It was noted that both committees did an outstanding job in meeting their duties and responsibilities as they saw them and organizing and conducting the best possible election under the difficult circumstances.

The Chairman of the Special Election Committee reported that 739 ballots were given out during registration. The results announced at the meeting did not include a few write-in votes. The Committee is preparing a report with the complete results and the totals of voting certificates, voting proxies, and limited proxies for quorum. All election records remain in the custody of the Chairman and the ballot boxes remain sealed per instruction from the new Board at the conclusion of the election. Upon motion made, seconded, and unanimously approved it was RESOLVED:

That the Association Secretary and the Chairman of the Special Election committee shall arrange an open meeting to inventory and transfer the records of the election to Association custody as official records and that the sealed ballot boxes shall remain sealed and in the temporary custody of the Chairman until such meeting is held.

The transfer of custody of the Association's financial records, banking accounts, and property was discussed and left to the Treasurer to resolve.

Roland Marchetti, chair of the ARC reported several issues involving the ARC. The Board directed the Secretary to assemble the appropriate official records to deal with these issues at the next Board Meeting. Mr. Marchetti stated that some members of the ARC were not actually participating in meetings causing quorum difficulties. The Board advised that it will consider removing or replacing any non-participating members on request of the Committee Chairman.

The issue of the Association's various media was raised. A consensus was reached that the Web site should eventually become the primary posting place and be supplemented by the other media with steps taken to insure that members without Internet access will have suitable alternatives. After further discussion and upon motion made, seconded, and unanimously passed it was RESOLVED:

That two Board members be designated to act as an ad hoc executive committee for coordinating the operations of various association media and formulating general media related policies for consideration by the Board, such media including the Web Site, Official Posting Place, Notice Boards, Gate Sign, and Update; and the two Board members designated to this ad hoc executive committee shall be Dawn Sautter and Wally Ritchie.

A request for a utility easement from ICI involving Spruce Creek Blvd was tabled pending the Secretary obtaining a copy of the Association's easement for this property.

In order to facilitate urgent disbursements to vendors it was RESOLVED:

That all accounts shall remain 2 signature accounts and the persons authorized by the Board to sign checks or other disbursements shall be Plunkett, Sautter, Baltz, Munro, and Baumann; and the appropriate officers are authorized to execute any banking resolutions on behalf of the Association with this effect.

Upon motion made, seconded, and unanimously passed the meeting was adjourned at 13:16.

Submitted 21 November 2005

Wallace Ritchie
Association Secretary

Note: Minutes of the meeting are not official until approved by the Board at a subsequent Board meeting. These minutes were approved at the November 21, 2005 meeting of the Board.