

# **SCTA SPECIAL BOARD MEETING MINUTES**

## **December 7, 2023**

A special meeting of the SCTA Board was called to order at 6:08 pm on December 7, 2023, by President Samantha Perry. Board members present (9): Samantha Perry, Cindy Stedman, Karen Wappelhorst, Laurie LeRoy, Daniel Johnson, Robin Vose, Terry Stedman, Monica Quarmby, Marilyn Spoon.

(3) Guests: By-Law committee members: Chris Davidson, Marcy Norwood and Karen Whitehead.

This special meeting was requested by the by-laws committee to present recommendations for Board consideration. The Board addressed several normal order of business reports prior to opening discussions with the committee.

### **ADMINISTRATION AND COMMITTEE REPORTS:**

#### **October 13<sup>th</sup> and October 17<sup>th</sup> 2024 Meeting Minutes**

The meeting minutes for a special Board Meeting held October 13<sup>th</sup> and the regular Board meeting minutes for October 17<sup>th</sup> were approved. (9)-YES (unanimous) The minutes will be forwarded to be posted on our website.

#### **LAURIE - MEMBERSHIP REPORT**

There were no changes to the membership list: remains at 323 members of which 135 are new memberships for 2023. We have received 3 memberships for 2024.

#### **KAREN - TREASURER REPORTS for November and December**

##### **NOVEMBER**

***Bank Account Balance = \$11,751.06 (as of 10/31/2023 statement)***

##### **INCOME: \$280.00**

Membership 2024 \$50

Yard Sale Fundraiser \$230

##### **TOTAL EXPENSES: \$2,865.73**

Utilities: \$84.06

Fundraiser Expense: \$24.00

Legal Fees: \$317.50

Office Supplies \$57.20

Pavilion Pest Control \$65.00

Reimbursement (tar removal): \$542.97

Trails: Gravel: \$1,775.00

\$25 Gift Certificates remaining = 4

##### **DECEMBER**

***Bank Account Balance = \$11,793.28 (as of 11/30/2023 statement)***

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**INCOME: \$700.00**

Membership 2024 \$50  
Donation Trails: \$610.00  
Donation-Commercial: \$40

**TOTAL EXPENSES: \$657.78**

Utilities: \$71.39  
Bank Charges: \$26.81  
Legal Fees: \$65.00  
Office Supplies-preprinted Thank You Notes: \$103.88  
Trails-Drain Pipe: \$54.70  
Trails-water bar timbers: \$336.00

Donations Unrestricted:  
Commercial: \$40

Donations Restricted Trails  
Jeff & Deb Epperson (gravel) \$300  
May Tansey (gravel) \$300  
Amy Cisek \$10

\$25 Gift Certificates remaining = 4

**Membership Application updates for 2024:** Karen Wappelhorst volunteered to update the form for 2024. Samantha will send out an e-blast and Facebook posting for 2024 memberships.

**CONFIRMATION OF E-MAIL VOTES FROM: October 18 through December 6, 2023**

**10/19/2023** Approval \$542.97 to Dorothy Fritz for parts and additional cleaning – Tar Removal  
(9) YES Unanimous

**10/23/2023** Approval \$525.00 for 1 load Crusher Run @\$350.00 and water bars @ \$175.00 for trail maintenance on Wildcat by Judy Jones property. (9) YES Unanimous

**10/17/2024** Approved Policy Addition for Meetings: (8) YES Daniel did not vote

ADDED: “Regularly scheduled board meetings may be open to members and interested parties to observe. The Board may reschedule or relocate the meeting as they deem necessary. In the event of a reschedule, board members and others on the agenda will be notified.”

ADDED: “Questions to the Board from members or others must be submitted in writing or via email ([Sprucecreektrailsassoc@gmail.com](mailto:Sprucecreektrailsassoc@gmail.com)). Any questions submitted will be addressed by the Board at the meeting or via email/written response.”

ADDED: “AT SCTA Meetings: All participants in meetings are expected to interact with courtesy and respect. Alcoholic beverages are not allowed at meetings. Belligerent or unruly behavior will be cause to adjourn the meeting immediately.”

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**10/17/2024** Approved Policy change for Communications Policy (8) YES Daniel did not vote  
CORRECTED: SCTA email address

**10/17/2023** Approved Policy addition for Records Policy (8) YES Daniel did not vote  
ADDED: “Membership Lists: “Written requests for membership lists will contain the reason/usage of the information. The printed copy provided will contain the name, address, membership class, votes allocated along with a statement that the list should not be copied, distributed, sold, or used for commercial solicitation. Also indicated will be a notation for those members who do not wish to be contacted for vote or other solicitation by other members.”

### **LAURIE - BY-LAWS COMMITTEE**

This committee was formed in September and meets twice per month. Members: Laurie LeRoy-chair, Chris Davidson, Marcy Norwood, Karen Wappelhorst, Karen Whitehead.

Laurie reviewed the attached chart reflecting the significant research completed for this assignment, including TN not for Profit Laws, our 501 C 4 requirements, other organization’s by-laws, SCTA deeds and agreements, “Why Spruce Creek Trails are Open to the Public”, as well as our by-laws, charter, mission statement, formation letter, and policies.

The committee also provided the Board with their tracking list for 50 + recommendations received to date. Recommendations for changes have been submitted by various SCTA members, the board, and as a result of consultation with the lawyer retained earlier this year to clarify several issues.

The committee suggested and the Board approved two by-law amendments and one policy change which have been placed on our website.

**Summary: Grace Period until March 30th for paying dues.** Historically, our membership numbers are very low for the first quarter of the year. (typically, less than 40). If a membership vote should be needed on any matter in the early part of the year, we would likely not have reasonable representation. As do many other volunteer organizations, a grace period was added to the by-laws to extend membership/rights until March 30<sup>th</sup>.

**Summary: Dues must be submitted by April 15<sup>th</sup> to be eligible to vote for the annual Board of Director positions (end of May). All other matters remain at 10 days prior to the meeting or vote.** This change should help to ensure adequate preparation and processing time prior to the election as well as discourage last minute memberships solicited to support individual candidates.

**The actual by-law amendments are shown below and on our website:**

**ADOPTED: December 29, 2023,** by E-Mail Vote: Unanimous 9-0 (Samantha Perry, Karen Wappelhorst, Cindy Stedman, Terry Stedman, Laurie LeRoy, Daniel Johnson, Monica Quarmby, Marilyn Spoon, Robin Vose)

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Article I Members Section 5 Record Date. Sentence changed to: For the purpose of determining members entitled to notice of any meeting, to vote on any matter, or to vote at any meeting:

(a) Grace Period: All memberships will be granted a “grace period” to pay their dues with membership and voting rights extended according to the class of membership until mid-night of March 31.

(b) Voting - Annual membership meeting: Dues for the current year must be received by midnight of April 15 to be eligible to vote for the board of directors or other matters presented at the annual membership general meeting, according to the class of membership. Payment must be post marked, electronically date stamped, or personally delivered to any board member by midnight of April 15th .

(c) Voting – All other meetings or matters: With the exception of the annual membership meeting/board of director elections, any member of record ten (10) days prior to the meeting shall be eligible for notice of a meeting, or to vote on any matter according to the class of membership.

The committee recommended and the Board approved a change to our existing Conflict of Interest Policy for Board Members to align with the TN Secretary of State publication for Not For Profit Organizations: What Every Board Member Should Know.

**Summary: A Conflict of Interest Statement form was added to be signed annually by all Board Members and retained as a corporate record.**

**The new policy, effective December 29-2023 is shown below and on our website:**

(1) CONFLICT OF INTEREST: Members of the board must always act/vote in the best interest of the SCTA. If a transaction poses a conflict of interest, it must be disclosed and documented in the meeting minutes. The affected board member(s) may not participate in discussion or vote on the matter.

All Board Members will sign the annual SCTA Conflict of Interest Acknowledgement Form each year at the first meeting after the election. A Board member appointed to fill a vacant Board position will sign the form at the first Board Meeting attended. The signed forms will be retained as a corporate record.

The by-law committee has received suggestions that non Spruce Creek property owners (Class C & D members) should not be allowed to vote for SCTA Board of director positions. Research of the TN Not for Profit Laws and discussion with the lawyer confirmed that any change in membership rights of a Class of membership must be voted on by that specific Class. The by-law committee recommended that a ballot be sent to the C & D members to determine if they are willing to relinquish their right to vote for Board Members. It should be noted that a change of this nature would be significant and affect other area of the by-laws. After considerable discussion, the Board requested that the committee revise and resubmit the cover letter and ballot for further consideration.

The meeting was adjourned at 8:22 pm.