

SCTA SPECIAL BOARD MEETING MINUTES

April 23, 2024

A special meeting of the SCTA Board was called to order at 6:07 pm on April 23, 2023, by President Samantha Perry. Board members present (7): Samantha Perry, Cindy Stedman, Karen Wappelhorst, Laurie LeRoy, Terry Stedman, Monica Quarmby, Marilyn Spoon. Absent: (2) Robin Vose, Daniel Johnson. The meeting was held at the SCTA pavilion.

This special meeting was called to review proposed charter and by-law changes. There were no regular orders of business items addressed.

Laurie presented the revised SS-4416 TN State Charter Amendment form and revisions to the Charter discussed at the April 10th Board meeting. After lengthy discussion, the Board's unanimous decision by those present was to proceed with the following Amendments to the Charter: (7) YES, (2) Absent Did not Vote: R. Vose, D. Johnson

Correct: Principle address to **"464"** Spruce Creek Drive (clerical correction)

Insert: The Board of directors serve **"3-year"** staggered terms (clerical correction)

Insert: **"Board members may only be removed with cause as defined in the by-laws."**
(as recommended by the lawyer)

Insert: **"Should Spruce Creek Trails Association, Inc., or its successors and assigns, which must also be a nonprofit organization, sale or transfer its property, or even cease to exist by an act of formal dissolution, adopted by its directors, then the trails which have been deeded to the Spruce Creek Trails Association, Inc. must be donated to a nonprofit and remain open to the public."** (as recommended by the lawyer)

Laurie will prepare the final Charter Amendment form and document for signature by Samantha. Karen will prepare a check for the \$20 filing fee. The effective date will be May 15, 2024 and will be posted on our website when it has been processed by the state.

The group will continue to work on the wording contained in both the Charter and the By-Laws concerning property owners eligible to vote on land related matters. This is considerably more complicated as the wording is different in each document, and the Charter may require a vote by all 292 landowners, not just SCTA members.

Laurie presented some research from the TN tax database to understand the scope of a vote by all property owners.

422 Tax records (lots) with "Spruce" in the subdivision

292 Property Owners (after adjusting for those with multiple lots)

Laurie is working on a master list of all Property Owners, with mailing address and indication for the 96 current SCTA Class A members. This list can be used for both the membership drive and the Charter change consideration.

Marilyn Spoon is working on a draft of the potential cover letter if a ballot should need to be sent to all 292 Property owners.

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The group began discussion of 5 by-law committee recommendations concerning membership: definition, refunds, removal, reinstatement and voting. After considerable debate, revisions to these recommendations were noted and will be reviewed again. The board determined that a future special board meeting will be scheduled to address these revisions as well as additional committee recommendations not yet considered concerning board members: responsibilities, vacancies, removal.

The by-law committee is no longer meeting. The 60+ recommendations considered have been captured in a “working document” with research, comments, and disposition. The Board agreed this document could be placed on the website when all of the recommendations have been reviewed by the Board.

The meeting was adjourned at 8:20pm. Minutes submitted by Laurie LeRoy