

**SPRUCE CREEK TRAILS ASSOCIATION, INC.  
BOARD OF DIRECTORS MEETING  
SATURDAY, FEBRUARY 12, 2005**

**MINUTES**

Ricky Rains, President, called the meeting to order.

*Members Present:* Tom Jancek, Don Mitchell, Ricky Rains, Karen Whitehead, Brenda Hyde, Mike Smith, and Lois Schwartz-Sheridan

*Members Absent:* Jackie Goldsmith and Jack Peters

*Also Present:* Robert Livingston, Developer and Ruth Watson, Nominating Committee Chairperson

*Board Minutes.* Upon motion duly made and seconded, the minutes of the November 20, 2004, meeting were unanimously approved as presented.

*Treasurers Report.* The Treasurers Report was given by Karen Whitehead. After a discussion, the report was approved for filing with corporate records. The Corporate income tax return was also discussed and approved for submittal.

*Committee Reports.*

*Insurance* - No updated information available. However, a discussion was held on risk management. It was decided that commercial operations using Spruce Creek trails should have a liability waiver that included Spruce Creek Trails Association in the waiver. Lois Schwartz-Sheridan as Public Liaison will approach the campgrounds and pack saddle operations concerning this matter.

*Trails Committee.* A discussion was held on problems (1) marshy spot on Spruce Creek Drive near David Walker's property and (2) the deep gully going down into Spruce Creek at the culvert on Crockett Creek Road. These are problems that need to be addressed as soon as the weather clears.

*Information Committee* - The brochure entitled "Be a Good Equestrian Land Steward" was discussed. Approval was given to Karen Whitehead to produce the brochure with the subjects of helmet requirement and the equine statute warning to be included.

*Public Liaison Committee* - Lois Schwartz. No report.

*Finance/Fundraising Committee.* Karen Whitehead. No report.

*Nominating Committee.* Ruth Watson. Ruth reported the following persons willing to serve as a Board member.

Evelyn Bertolet  
Linda Ensinger  
Michelle Fleenor  
Brenda Hyde  
Bob Maney  
Don Mitchell  
Lois Schwartz-Sheridan  
Ruth Watson

Upon a motion duly made and seconded, it was unanimously voted to present all names on a ballot. A bio of each person will go with the ballot, which will be mailed by April 15 to be returned by May 1, 2005.

### *Old Business*

*Trail Deeds.* Robert Livingston had not done anything regarding deeding the trail from Taft Story Road to Cumberland Trailhead road. He will try to have an answer for the next Board meeting.

*Trail Names.* A discussion was held on names. Karen Whitehead and Brenda Hyde have been working to designate names. However, one of the problems encountered was "filling in the dots" where trails are designated on the roads. After reviewing the deeds that were transferred to the Association, Karen felt that it would be simpler to name the trails on the road as that particular "road trail." This would in effect change the "Pavilion Trail" to be a part of "Spruce Creek Road Trail." Therefore, it was decided that naming of trails would continue as a project and become more concrete in the future.

### *New Business*

*Trails Chairman.* Ricky Rains resigned as Chairman. Upon motion duly made and seconded, it was unanimously approved to reinstate Tom Jancek as Chairman.

*Potluck Dinners.* After discussion, it was decided that dinners will be held at 6:30 pm CST year around due to the fact that electricity is now available. Membership meetings will be at 6:00 pm CST, 30 minutes before the supper.

*Bylaws Revision.* After discussion and upon a motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED THAT Article I, Section 3. Notice of Meetings, be amended to read: Written notice stating the place, day and hour of the meeting and a description of any matter(s) which must be approved by the members, and in the case of a special meeting, the general nature of the business to be transacted, must be given to each member of record entitled to vote at the meeting, not less than ten (10) nor more than sixty (60) days before the date of the meeting by: (1) US mail, addressed to the member at the address of the member appearing on the books of the corporation, (2) by electronic mail if member has supplied the E-mail address, or (3) by notice in a newsletter if the corporation issues such and determines that the notice is to be contained in such newsletter. The

notice shall be deemed to have been given at the time when deposited in the mail or electronically transmitted.

RESOLVED THAT Article 1, Section 5, Record Date, be amended to read: For the purpose of determining members entitled to notice of or to vote at any meeting or meeting of members, any member of record ten (10) days prior to the meeting shall be eligible to vote, except in the case of casting a vote by ballot for board members in which case, any member of record as of April 1 of the year in which the vote is being cast shall be eligible to vote. For any other purpose of determining members, the record date for so determining shall be at the close of business on the day on which the board adopts the resolution relating thereto, or the 60<sup>th</sup> day prior to the date of such other action, whichever is later.

RESOLVED THAT Article II, Section 3, Election, be amended to read: Unless otherwise specified by resolution of the board of directors, directors of the corporation shall be elected by written ballot. The ballot must be mailed to all members as of record as of April 1 of each year. The ballot must be received by the corporation by May 1 of each year.

*Trail Workdays* A discussion was held concerning the listing of crews working on the trails when reporting progress in the newsletter. It was felt that because names can inadvertently be left out, it was better to not mention names. Upon motion duly made and seconded, it was unanimously agreed to report trail work with a general thanks in the newsletter without naming workers.

*Website.* The website and whether there was a need for it was discussed. It was pointed out that Tennessee corporate law requires us to have available for inspection by members a copy of the corporate charter and the bylaws. In addition state law requires the Board to send financial statements to the corporation or members annually. All of these documents are posted on the website and create an easy medium of communication exchange for fulfilling these laws. In addition, our canvas of members is showing that some members do use the website and wish to have it continued. Upon a motion duly made and seconded, it was unanimously voted to continue the website.

Since there was no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned to meet again on April 2, 2005.

Respectfully Submitted:

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Brenda Hyde, Secretary

Certified By:

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Ricky Rains, President