

~~Meeting~~  
~~Minutes~~

Draft of Minutes  
Pending Board  
approval

INDIAN LAKE ESTATES, INC  
SPECIAL BOARD OF DIRECTORS' MEETING  
APRIL 14, 2007  
2:00 P.M.

No action taken

Board Members present: S. Mace, President; R. Harding, V President; S. Dureault, Treasurer; M. Stone, Secretary; R. Mongiovi; Jim Way and G.Gilchrist via telephone. Also present: Judge Thomas E. Baynes, Jr., Special Master appointed by the order of 1. Michael Hunter, Circuit Judge, in the Circuit Court of the Tenth Judicial Circuit of the State of Florida, in and for the County of Polk in Case No. 53-2007CA-00240-0000-00, on March 15, 2007; and Karen C. Vondrak, Recording Secretary.

Special Master Thomas E. Baynes Jr., spoke prior to the Board Meeting being called to order. He explained his duties as Special Master, the purpose of the meeting, the complexity of the issue to be decided, and quoted the following paragraphs from the March 15, 2007 Order of the Court pertaining to the recall decision: paragraph (7) *existing Board of Directors is further ordered to consider the written ballots provided to the corporation for the purpose of recall of the Directors, Steven Mace and Mary Ann Stone. The Special Master shall be present for the meeting for this purpose and shall assure that the process complies with the By-Laws of Indian Lake Estates, Inc, and applicable statutory provision.* (8) *The Board of Directors of Indian Lake Estates, Inc is ordered to comply with the applicable provisions of Chapter 617, Florida Statutes, including the provision of proper notice to all concerned as to the actions to be taken in accordance with the terms of this Order.* (9) *In the event it is determined that the subject recall effort complied with the applicable requirements, the Special Master shall assure compliance with the applicable statutory provisions and the applicable provisions of the By-Laws of Indian Lake Estates, Inc for the replacement of the removed Board members.*

Judge Baynes also advised that he had been in communication with the corporate attorney and the attorneys for each group of litigants in the lawsuit. He was asked by the attorneys to do an independent review of the ballot tabulations as well as the membership list, to determine whether or not people who voted were, in fact, eligible to vote under the by-laws. The result of his review was compiled in a memorandum and given to the Board of Directors. Judge Baynes stated that the decision as to the validity of the recall ballots was solely a decision to be made by the Board of Directors

The meeting of the **Board** of \_\_\_\_\_ to order by Steve Mace at 2:20 p.m.

Steve Mace called the Board meeting to order and stated for the record that all Board Members were present and that Greg Gilchrist was attending telephonically. The sole purpose of the meeting is for the consideration of the recall vote. There will be no other business at this meeting.

Steve Mace then requested that the video camera in use by Mr. Landy be turned off He stated that film and recording is not allowed except for the recording the Board's purposes. He also asked that all recorders be turned off Jim Way asked that a microphone be used by the Board. Steve Mace asked that Jim Way tum off his tape recorder. Motion by Steve Mace that the recorder be turned off Second by M. Stone. A discussion took place about whether or not the official minutes of the Board of Directors meeting would be accurate. 1. Way stated for the

record "that our attorney has requested from Mr. Bouchillon if he has any objection to a tape recorder being placed there, by us, where we might interpret the minutes and the transcribing as we interpret it and he had no objection and we feel, three members of the Board at least feel, that there is no problem with a second tape and precedent has nothing to do with whether or not it's allowed or whether or not we go forward with it." S. Mace noted J. Way's objection to his motion. A vote was taken, with results as follows: J. Way, G. Gilchrist, R. Mongiovi, R. Harding against. S. Mace, S. Dureault, M. Stone for. Motion denied.

Motion by S. Dureault that the attempted removal vote of directors Steve Mace and Mary Anne Stone be declared invalid for failure to obtain the required majority of valid membership votes necessary for removal according to the ILE By-Laws and supported by the following: Affidavit of William A. Meyers, Chairman of elections for Indian Lake Estates, Inc stating that historically the voting privilege of a member has been suspended if the members maintenance fees are not paid at the time a vote is taken and the required majority was not met. Also we acknowledge the memorandum of Judge Thomas E. Baynes Jr., an experienced lawyer, judge, and an independent Special Master appointed by Polk County Circuit Judge Michael Hunter, indicating the required majority was not met. Motion seconded by R. Harding. The motion was then open for discussion.

J. Way presented a document to the Board members present, stating that he had previously faxed most of the document to G. Gilchrist where he is in South Carolina. J. Way then read the document into the record. Copy attached to minutes as part of the record as titled *Thomas E. Baynes Memo - 4/9/07 Findings Pertinent to Removal Decision by ILE Board of Directors, with attachments for a total of 36 pages in length.*

A lengthy discussion took place regarding the definition of a member. Steve Mace presented that a member is always a member unless they move from Indian Lake Estates, or pass away. Their voting rights are suspended when maintenance is not paid. Jim Way read the definition of a "member" from the By-Laws. Jim Way presented the argument that a person is not a member unless their maintenance is paid, and there is no such thing as a member in good standing regardless of what the precedent is.

S. Dureault then read into the minutes a summary of the affidavit of William A. Meyers noting that he is the Chairman of Elections. Copy attached to minutes as part of the record as titled *Affidavit of William A. Meyers dated March 26, 2007, with attachments, for a total of 7 pages in length.*

Another lengthy discussion took place regarding whether or not membership only consists of people who had paid their maintenance or the non-payment of maintenance suspends a members right to vote.

Steve Mace stated that there was a call for the previous question from M. Stone, there was not a second in a timely manner. Debate continued regarding the definition of a "member".

S. Dureault made a motion to call the previous questions, second by M. Stone. A vote was taken with four in favor and none against. Motion carried. Debate was suspended due to motion call for previous question being carried. J. Way attempted to continue debate and was called out of order by S. Mace.

S. Mace asked that the motion on the floor by S. Dureault be repeated again. Ms. Dureault, again read the motion and supplied a copy of the motion to K. Vondrak, recording secretary for accurate entry into the minutes. A vote was then taken, the following results: S. Mace, M. Stone, S. Dureault and R. Harding -yes; J. Way, G. Gilchrist and R. Mongiovi - No. ~~Motion carried, resulting in the recall effort being defeated.~~

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Motion by S. Mace that the affidavits of William A. Meyers, M. Meyers and Karen Vondrak, the memorandum from Special Master Judge Thomas E. Baynes Jr., and the rescinded ballots be attached to the included in the official minutes of this Board Meeting, second by S. Dureault. Motion amended to include all documents submitted to Board this date by James Way, motion carried unanimously.

Motion to adjourn by M. Stone, second by S. Dureault. Meeting adjourned at 3:12 p.m.

Respectfully submitted,



Karen C. Vondrak  
Recording Secretary