

# INDIAN LAKE ESTATES, INC. EMERGENCY BOARD MEETING

## MINUTES

An Indian Lake Estates, Inc. emergency Board Meeting was held at 3:00 pm on Friday, February 02, 2007 at the ILE Clubhouse Ballroom.

BOARD MEMBERS IN ATTENDANCE: Jim Way, Greg Gilchrist, Buddy Mongiovi. Before the meeting was called to order, Board Member Shirley Dureault announced that she was attending the meeting as a "resident", rather than a Board Member. Guest: Resident Joanne Long who was requested to take the Minutes of the meeting.

In excess of 200 non-Board Members were in attendance.

CALL TO ORDER: Greg Gilchrist requested that Jim Way call the Meeting to order; the Meeting was called to order at 3:04 pm by Jim Way according to ILE By-Laws Article VI/Sec. 2, which reads:

"Special Meetings of the Board of Directors shall be held when called by the President of the Corporation, or by a majority of the directors, after not less than forty-eight (48) hours notice. Notice shall be posted, with agenda, on the Bulletin Boards. The requirement of 48 hours notice shall not apply in the event of an emergency, as determined by the person(s) calling the Special Meeting. Only subjects pertaining to the agenda will be discussed."

AFFIRMATION OF QUORUM: According to ILE By-Laws Article VI / Sec. 4, which reads: "A majority of the number of directors shall constitute a quorum for the transaction of business."

A Quorum was affirmed with three (3) of five (5) current Board Members present.

ELECTION OF NEW OFFICERS: According to ILE By-Laws Article VIII/Sec. 6, which reads:

"A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the annual term of the officer he or she replaces." (Note: The positions to be filled are that of President and Secretary/Treasurer)

Greg Gilchrist nominated Jim Way for the position of President; seconded by Buddy Mongiovi; passed by unanimous vote of the BOD present.

Buddy Mongiovi nominated Bob Harding for the position of Vice President; seconded by Greg Gilchrist; passed by unanimous vote of the BOD present.

Buddy Mongiovi nominated Greg Gilchrist for the position of Secretary/Treasurer; seconded by Jim Way; passed by unanimous vote of the BOD present.

**APPOINTMENT OF TWO NEW BOARD MEMBERS:** Jim Way announced the BOD will appoint two new BOD Members to replace Steve and Mary Ann Stone according to Article *IVI* Sec. 6 of the ILE By-Laws which read:

"Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, even though the directors constitute less than a quorum, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the Members or, on the application of any person, by the circuit court of the county where the registered office of the Corporation is located."

Buddy Mongiovi nominated John Rasmc and Julian "Tip" Tharp; seconded by Greg Gilchrist; passed by unanimous vote of the BOD present. At time Jim Way invited John Rasmc and Tip Tharp to join the BOD at the meeting table. Jim also requested that all those non-Board members in attendance who approved of these appointments please stand up, at which time the Chair recognized a significant majority of those attending stood and applauded.

**REASON FOR CALLING OF MEETING:** Jim Way explained to all in attendance that this meeting was called under the following By-Laws:

Article VI Sec. 2 *Special Meetings*  
Article VIn Sec. 6 *Vacancies*  
Article IV Sec. 6 *Vacancy on 130ard*  
Article VII *Powers and Duties of the Board of Directors*  
Article VIII Sec. 9 *Duties of All Directors*

Jim Way then proceeded to read Article VIII Sec. 9 out loud to John Rasmc and Tip Tharp. He then directed the in to assume the duties of Administration of Indian Lake Estates, Inc.

**QUESTION AND ANSWER PERIOD:** Jim Way announced that he would be happy to answer questions from the 200+ non-Board member attendees in a calm and orderly fashion. If the question is yelled or screamed, an question would not be answered.

Because there was so much shouting, screaming of obscenities and many interruptions by a few unruly people, the Minute-taker was not able to hear all that was said or record every question and comment. Included in these Minutes are the questions and answers that could be heard and recorded.

1. *John Hutson:* I had people come to my house and one of the things that was said to me was that you had nothing to do with being President of this place. *Jim Way:* Are you asking me why I am President? Because there are several hundred people who have asked me to serve in that capacity. *John Hutson:* What makes you President? *Jim Way:* A letter was sent to the ILE Attorney stating that 57% of the members have called for the removal of Mace and 56% of the members have called for the removal of Stone. Jim then read a portion of the letter, which sites the By-Laws for the removal of Mace and Stone, to include the handing over of the Records of the Corporation within 72 hours of having Notice served. Jim Way then explained that a Declaratory Action was being prepared at this time. *John Hutson:* What caused the President that we already had to be taken out of office? *Jim Way:* A continuing growing number of people of Indian Lake Estates have asked for his removal.

2. *N Alexander:* Could we see the list of members requesting Steve Mace and Mary Ann Stone be removed from office. *Jim Way:* Mr. Mace has a copy of that list. *N Alexander:* Mr. Mace only has one petition with two names on it. *Jim Way:* There are close to 400 names that have signed. The attorney has those names and sent it to Mr. Mace.
  3. *Person Unknown:* I have received no information regarding a petition; no one ever contacted me. *Jim Way* then asked that someone please provide this person with form to complete.
  4. *Peggy Meyer:* Stated that she would like to challenge the procedures to remove Board Members. Jim Way explained that members could follow the same procedures used to remove Mr. Mace and Mrs. Stone from the Board if they do not like the new Board of Directors.
  5. *Richard Dureault:* Questioned if the right procedures were used to remove Mace and Stone; stated that some people signed for spouses, some signed in church without a witness and would like to challenge the list. Stated some people were withdrawing their vote to remove because they feel they were approached in an improper manner. *Jim Way:* Anyone can challenge the validity of the list; the courts will eventually decide the validity, however, over 50% of the residents of ILE voted for the removal of Mace and Stone. An officer of the Court reviewed the list, validated the signatures in whatever manner he does this, checked it against the membership list and validated that it is time for the removal.
  6. *Archie Meyer:* Your attorney validated the signatures, not us. *Jim Way:* Those signatures were sent to the ILE attorney. The ILE attorney chose to recuse himself from involvement in this matter. *Archie Meyer:* In a court of law copies are not allowed. A person from ILE has the right to verify signatures. *Jim Way:* As far as verifying the signatures, if you are willing to pay for the time like we did, and go down to our attorney's office you can view the signatures and take the time to do it. Greg Gilchrist then showed the Person Unknown a copy of the letter from the ILE attorney recusing himself from this matter.
  7. *Archie Meyer:* You have criticized the ILE Board for not following the By-Laws. Person Unknown challenged the removal of Board Members. *Jim Way:* Greg Gilchrist will be handing you a copy of the Agenda for today's meeting, which list the Articles of the By-Laws to show this meeting is being held in accordance to the By-Laws. *Archie Meyer:* My wife was here for 22 years and knows the By-Laws.
  8. *Ron Richards:* Wanted to state why he voted Mace off the Board. Ron made reference to past Board meeting misconduct by Mace, and the of Janice Mosatti.
  9. *Mr. Dureault* stood up believing Jim Way mispronounced his name, and shouted his name at Jim Way. Jim repeated "Dureault" at which point Mr. Dureault approached the table in a threatening manner toward Jim Way.
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10. *Steve Mace*: Quoted By-Laws Article IV Sec 4(a) regarding the relinquishing of his or her office and the over of records. Stated that he does not relinquish his position on the BOD. His statements came after his removal and after the Election of new officers and appointment of new Board members. *Jim Way*: Steve you did not have the right to relinquish; it was done for you by a vote of the majority of the ILE members.

The Meeting continued with much shouting and screaming from a few non-Board members in attendance.

Jim Way then asked all those in favor of adjourning the meeting to please stand up. A significant majority of the membership in attendance stood. Motion seconded by Greg Gilchrist. Meeting was adjourned at 3:34 pm.

Joanne Long *ISI*

Post Meeting Notes:

1. The BOD attempted to secure the bank accounts and records of the Corporation but ILE resident Steve Mace locked the Corporate office of ILE and refused access to current ILE Board Members. Further, ILE resident Mace made many verbal abuse comments to Buddy Mongiovi and threatened to have "anyone who entered the offices arrested and jailed".
2. Mace threatened to have Jim Way arrested and jailed.
3. Mace was verbally abusive to Buddy Mongiovi to include calling him "a piece of shit".
4. Richard Dureault physically pushed Jim Way twice as witnessed by Joanne Long. When Dureault pushed Jim Way the second time, Long stepped between the two of them so that Dureault would not cause physical harm to Way. Dureault further stated to Mr. & Mrs. Long that some of the people attending the meeting that were not vocal might do things like "pipe bombs", Mr. & Mrs. Long felt that this statement was intimidating and was said in a threatening manner.