

FOXCLIFF ESTATES SOUTH HOMEOWNERS ASSOCIATION, INC.
BOARD OF DIRECTORS MEETING MINUTES (EXECUTIVE SESSION)
May 8, 2006

OFFICERS/MEMBERS PRESENT

Chuck Molzon
Daymon Brodhacker
Mark Dice
Bob Altizer
Bruce Kohl

LEGAL COUNCIL

Rod Bray

Chuck Molzon called the meeting to order at 8:53 p.m.

The Board had a general discussion concerning the recently received petition calling for a special meeting of the membership to 1) provide a vote to individually remove or retain sitting Board members and 2) hold an election to replace any/all removed Directors. The Board acknowledges there are sufficient numbers of petitioners to demand a special meeting of the membership. The Board requested Rod Bray write the petitioners attorney advising him that the action requested by the petition and the referenced IC paragraph (23-17-12.8a) does not apply in our case as our By-Laws and Articles of Incorporation contain provision for the removal of Directors. Also, the petition calls for an election to select replacements for removed Directors should any occur. Our By-Laws state clearly "directors shall be elected at the annual meeting of the members". Therefore the requested action to elect replacement Directors cannot be accomplished in the manner stated in the petition.

Lastly, because of the subject requested for the special meeting violates our By-laws; we see no reason to hold such a meeting; but stand ready to hold such a meeting.

The meeting adjourned at 9:22 p.m.