

**POINTE SERVICE ASSOCIATION, INC
BOARD OF DIRECTORS
ANNUAL ORGANIZATIONAL MEETING
Minutes
April 18, 2009**

The meeting was called to order by Secretary Edward Wallis at 11:00 am, in the absence of Mr. Holt and Ms. Eubank. Members Wallis, Lawrence, Wallace, Becker, Kinser, Morgan, Stogsdill, Richter, Crane, Kinser, Morgan, Stroup, Muth, Wilson and Malacinski were present and a quorum was declared by Mr. Wallis

MINUTES OF JANUARY 17, 2009 MEETING

Mr. Richter moved and Mr. Crane seconded the motion to approve the minutes of the meeting of January 17, 2009

NOMINATION REPORT AND ELECTION OF OFFICERS

Mr. Wallis reported to the Board that the following persons had been nominated for Officer positions for the ensuing year

President	Edward Wallis
Vice President	David Crane
Secretary	Larry Taylor
Treasurer	Donna Stroup

Ms. Stogsdill moved election of the Nominated Officers and Mr. Malacinski seconded the motion. Motion passed and the Officers were declared elected for a term of one year.

APPOINTMENT OF THE EXECUTIVE COMMITTEE

Mr. Wallis reported that the Nominating Committee recommended that in addition to the Officers so elected the Executive Committee also consist of Bob Holt as Past President, Mr. Wallace and Ms. Eubank. Appointment of this Executive Committee was approved by acclamation.

AMENDMENT TO THE BYLAWS

Mr. Wallis, as Chairman of the Bylaws Committee referred members to the notice of amendment to the bylaws previously circulated to Board members, explained the recommended changes and presented the following RESOLUTION, to wit:

Amended Article VI
Bylaws
of
Pointe Service Association, Inc

Date April 18, 2009

Whereas, the Articles of Incorporation provide certain procedures for the election of Directors of the Corporation and provides that membership of the Board of Directors shall be governed by the Corporation's Bylaws.

Whereas, it is the intention of the Board of Directors to establish procedures for the election of Directors in accordance with the Articles of Incorporation and the Indiana Non Profit Corporation Law, and

Whereas, the Articles of Incorporation grant to the Corporation's Board of Directors the power to amend the Bylaws of the Corporation.

Now Therefore, Be It Resolved by the Corporation's Board of Directors at a meeting of the Board on April 18, 2009 at which a quorum was present and to which notice of this amendment was duly given at least 10 days before said meeting, that its Bylaws be and are hereby amended with respect to Section 1 of Article VI as follows:

ARTICLE VI

Section 1 Executive Committee The Board of Directors shall appoint an Executive Committee of the Board of Directors consisting of the President, the Vice President, the Secretary, the Treasurer and the immediate past President of the Corporation **and such other members of the Board of Directors as the Board shall select, which Committee** shall meet on call between meetings of the Board of Directors at the call of the President or the Secretary pursuant to notice required by the By Laws.

a. The Executive Committee shall be granted limited authority to conduct the routine affairs and management of the Corporation consistent with the policies of the Board of Directors during intervals between meetings only to the extent granted by this provision and not otherwise.

b. The Executive Committee shall act only by majority vote of its members at a called meeting or pursuant to action consented to in writing by all members of the Executive Committee and it shall not delegate its powers or authority to any individual or person whether a member of the Executive Committee or otherwise.

c. Records of all actions taken by the Executive Committee shall be kept by the Corporate Secretary and all actions and decisions shall be recorded in minutes of each meeting of the Executive Committee, which minutes shall be presented to the next meeting of the Board of Directors following the meeting or written action without a meeting of Executive Committee for ratification or review by the Board of Directors.

d. The Executive Committee shall not have, and is not granted by this Article, authority to and does not have authority to :

1. conduct any act or take any action prohibited by a committee under Indiana law governing Non Profit Corporations and expressly those actions defined in IC 23-17-15-6(e); to wit: authorize distributions: approve or recommend to the members, dissolution, merger, sale, pledge or transfer; elect, appoint or remove directors or fill vacancies on the Board or on a committee; or adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

2. enact or impose, or collect any fee, charge or assessment upon a member or group of members or the membership as a whole, except those assessments which have already been established by the Board of Directors,

3. contract for the performance of any services or the purchase of any goods, merchandise or other property which has not been authorized by the budget already approved by the Board of Directors,

4. enter into any contract on behalf of the Corporation which will commit the Corporation to any obligations extending more than 12 months from the date of the contract or to pay a total contract sum greater than Forty Thousand Dollars (\$40,000.) without prior approval of the Board of Directors.

5. pay or authorize payment of any sums by the Corporation which have not been authorized within the budget previously approved by the Board of Directors.

All actions or powers specified in paragraph (d) above are reserved to the Board of Directors and require approval by the Board of Directors before the same shall bind the Corporation.”

Following discussion, Mr. Crane moved and Mr. Wallace seconded the motion to adopt the resolution amending the By laws. Motion passed unanimously.

DISCUSSION OF SPEED BUMPS

Members discussed comments made by members at the annual meeting regarding speed bumps. Mr. Wallis polled the Board to see how many members believed that some speed bumps were needed. The majority of Board members present felt that speed bumps were needed. Mr. Wallis will ask Mr. Holt to re examine other speed bump options and report to the next meeting of the Executive Committee. All members of the Board interested in the speed bump issue were invited to attend the Executive Committee meeting.

SCHEDULE OF MEETINGS OF THE BOARD

Mr. Wallis announced that the Board would meet quarterly during the ensuing year on July 18 and October 17, 2009 and January 16, 2010 each meeting to begin at 9:00 a.m.

Mr. Wallis announced that the Executive Committee would meet on the 3rd Tuesday of each month at 5:30 p.m. at the Club House. The next Executive Committee meeting will be held on May 19th.

MEETING ADJOURNED BY ACCLIMATION AT 12:15 P.M.

Respectfully Submitted

Edward B. Wallis,

President