

Eastern Gardens Cooperative, Inc.
Special Meeting of the Board of Directors
December 17, 2008 Closed Session Meeting Minutes

In accordance with Bylaw V, Section 7: The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

The newly elected Board of Director's organizational meeting was called to order at 6:00 p.m. and was held in the business office. Roll call showed the following newly elected board of directors present and two directors carried over from 2008, listed alphabetically they are:

Healy, Ed - Director

Hoberg, Janice - Director

Kirk, Mary - Director

Lenhart, Frank - Director

Patrick, James – Alternate Director

Schmelz, Donna – Director

Not Present: Miller, Merritt – Alternate Director

SPECIAL ORDER OF BUSINESS

In accordance with Eastern Gardens Bylaws Article V, Section 7 a special meeting was called for the Board of Directors to elect the officers of the Corporation, per Article VI, Section 2.

- 1) Motion by Mr. Ed Healy, second by Mr. Frank Lenhart for the following nominations, they are:
 - a) Ms. Janice Hoberg for President
 - b) Mr. Frank Lenhart for Vice President
 - c) Mrs. Donna Schmelz for Treasurer
 - d) Mr. Ed Healy for Secretary
- 2) All directors accepted the nominations. **Board Action:** Motion carried 5-0 to approve the nominations as voted upon by said directors to the position(s) of officers of the Corporation.

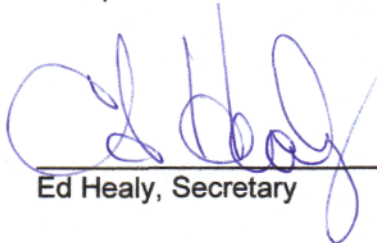
2009 Board of Directors/Officers

- ❖ Ms. Janice Hoberg, President & Board Director
- ❖ Mr. Frank Lenhart, Vice President & Board Director
- ❖ Mr. Ed Healy, Secretary & Board Director
- ❖ Mrs. Donna Schmelz, Treasurer & Board Director
- ❖ Ms. Mary Kirk, Board Director
- ❖ Mr. Merritt Miller, Alternate Board Director/Officer
- ❖ Mr. James Patrick, Alternate Board Director/Officer

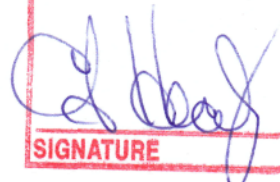
- 3) Items distributed to the newly elected board members by Secretary Mr. Ed Healy:
 - a) 2009 meeting calendar for the board
 - b) Director's Code of Ethics
- 4) The board reviewed and discussed the following topics:
 - a) The time and day of the week to hold its board meetings. The board by consensus chose to have quarterly board meetings, (i.e. four times a year, 1st quarter beginning on March 25, 2009), but will remain on the 4th Wednesday of each quarter month. This allows enough time for our managing agent, FPI, to compile the financials from the previous months for the boards review. Should any emergencies arise between meetings the board will call Special Meetings as necessary. A Special meeting by the Board of Directors is scheduled for January 28, 2009 to discuss and establish 2009 meeting agenda topics.

- b) Table style when the board conducts its quarterly meetings. The board by consensus will set the tables in a horse-shoe position to allow all board members to face each other and the audience.
 - c) The board by consensus will review "Robert's Rules of Order" to ensure their meetings are within protocol.
 - d) The board by consensus will research the cost to obtain microphones and speakers to allow their meeting conversations to be heard by the audience.
 - e) Motion by Secretary Ed Healy, second by Treasurer Donna Schmelz and carried 5-0 to add two categories to the boards quarterly Agenda, (i.e., "Consent Matters" and "FAQS"). Consent Matters will allow the board to discuss topics, obtain any necessary information and then vote on them at the next meeting. FAQS is a time set aside at the end of each meeting to allow a question and answer period for the audience.
 - f) Committees to remain. President Janice Hoberg would like to continue with the Social Committee and will ask Mickii Wilner to continue with the Rainbow/Welcoming Committee. It was approved by consensus of the board.
- 5) A copy of Eastern Gardens Directors Code of Ethics was distributed to each board member and asked that they read and sign it and return them at the next scheduled board meeting, i.e., January 28, 2009. Copies of the signed code of ethics will then be returned to them for their personal files.
- 6) Board discussions/review of letter(s) from members/management that is private and sensitive in nature.
- a) Letter from member requesting to do a tub/shower conversion at member's expense.
Board Action: Motion by V.P. Frank Lenhart, second by Director Mary Kirk, and carried 5-0 to approving member's request.

There being no further business, the special meeting of the board of directors was adjourned at 7:05 p.m.


Ed Healy, Secretary

MINUTES APPROVED AS PRESENTED BY A
MAJORITY VOTE OF THE BOARD OF DIRECTORS

 1-28-2009
SIGNATURE DATE

The meeting was held at Eastern Garden's Clubhouse, 3045 Eastern Avenue, Sacramento, CA 95821. Special meetings of the Board of Directors shall be in accordance with EG Bylaws Article V, Section 9. Order of business was in accordance with Eastern Gardens By Laws, Article IV, Section 8.

Copies of the Agenda/Minutes of meetings are available at Eastern Garden's business office, 3045 Eastern Avenue, Sacramento, CA 95821