

**MINUTES OF THE BOARD OF DIRECTORS MEETING OF
SPEARFISH CANYON OWNERS' ASSOCIATION**

July 10, 2010

5:00 P.M.

The meeting of the Board of Directors of Spearfish Canyon Owners' Association, preceding the Annual Meeting, was held at 5:00 p.m. on Saturday, July 10, 2010, at the fire hall in Spearfish Canyon. Officers present included President Jim Nelson, Vice President Bob Geis, Secretary Richard Pluimer and Treasurer Jim Benson. Executive Member Dan Schoedermeier was present. Additional Board members present included Fred Welker and Ray Rossi.

The meeting was called to Order by President Nelson at 5:30 p.m. A quorum of directors was present.

1. By-Law Amendment: Richard Pluimer provided a proposed By-Law Amendment, which would constitute the Second Amendment to the Amended and Restated By-Laws of Spearfish Canyon Owners' Association as approved July 8, 2006. The Second Amendment will amend Article 3, Section 2(B) to correct a prior clerical error which allows a member, completing his or her third consecutive term, to become eligible for election if the Nominating Committee is unable to recruit qualified applicants. Motion by Bob Geis, second by Fred Welker to approve and adopt the Amendment to Article 3, Section 2(B).

2. Secretarial Assistance: With Dick Pluimer (and his in-house secretaries) completing his second term, not running for re-election, discussion occurred as to whether or not it would be helpful for future Boards to engage Carol Reausaw to attend Board meetings, take notes and prepare draft minutes to submit to the new secretary. On motion by Bob Geis, second by Fred Welker, President Nelson was authorized to negotiate with Carol to take on those duties. The vote was unanimous.

3. Annual Meeting Agenda: The Board briefly reviewed the Annual Meeting agenda, clarifying Board Members' charge or portions of that meeting.

There being no further business to come before the Board, the meeting was duly adjourned at 5:50 p.m.

/S/ _____
RICHARD A. PLUIMER, Secretary