



Windover Farms Community Association
P.O. Box 658
Titusville, FL 32781

February 2, 2021

I. Call to Order

Peter McGrath, General Counsel and Registered Agent for the Windover Farms Community Association (WFCA), together with the President Joyce Koyama, called the meeting to order. The meeting was held online via Zoom due to COVID-19 concerns.

II. Roll Call

Attorney McGrath took the roll of members in attendance.

President Koyama, Vice President Toni Toffel, Treasurer Lonnie Koyama, Secretary Logan Anderson, Director Azmi Sultan, and Director Glenda Sultan were present.

There were 14 other participants signed on to the video conference meeting.

Erin Caccamo, Paralegal to Attorney McGrath, was also in attendance.

III. Certification of Proxies

Three proxies were certified as being received but not identified by Attorney McGrath.

IV. Proof of Meeting Notification

Attorney McGrath noted, and confirmed by President Koyama, that meeting notices were sent to members via the U.S. Postal Service to addresses on file with the WFCA, the notice was posted on the WFCA website at www.windoverfarms.org. Signs were also posted on Windover Way for the requisite 48 hours' notice.

V. Presentation of the Annual Meeting Minutes

The minutes for the 2020 Windover Farms Annual Meeting have been posted on the WFCA's website since March 2020. Vice President Toffel motioned, seconded by Treasurer Koyama, to waive the reading of the 2020 minutes. Motion carried.

VI. Reports of Directors

A. Attorney McGrath: President Koyama requested Attorney McGrath chair the meeting to assist the process of handling the annual meeting business for the WFCA.

B. Treasurer's Report: Treasurer Koyama made his presentation regarding the financial status of the WFCA. The presentation is included below.

C. Secretary's Report: Secretary Anderson made no report except a reminder that the Spring Newsletter would be sent out soon.

D. President's Report: President Koyama presented her report also submitted below.

VII. Nomination of Directors

Attorney McGrath stated the following:



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Based on the members present – in person (online) or by proxy – we have fallen short of a quorum. Under Florida law, a quorum of 30 percent of the members must be present to conduct business at the members' meeting. There were 398 lots in the subdivision requiring 120 members in person or by proxy present. We have fallen short of the quorum requirements for a meeting of the members; ergo, there could not be a meeting of the members.

There is nothing wrong with Board members deciding for themselves to continue serving as Directors. Vice President Toffel and Treasurer Koyama have elected not to continue in their appointments due to personal reasons. At some point, the Board needs to have an organizational meeting. There is no new Board.

The identity of this Board moving forward serving as Directors will be Joyce Koyama, Logan Anderson (Secretary), Azmi Sultan, Glenda Sultan.

President Koyama then nominated Christine Richter to serve on the Board of Directors. Attorney McGrath called for a vote of the Directors present on Ms. Richter's nomination. The nomination was approved and Ms. Richter was elected to serve on the WFCA Board of Directors.*

Member Danny Sharp objected to any actions taken, especially an election of directors, during the meeting for the lack of a quorum and asked to reschedule the meeting. Attorney McGrath acknowledged Mr. Sharp's objection. He said that it was futile to hope that the Board would have a quorum at another rescheduled meeting after properly noticing the time and place for this meeting. The Association would not be able to conduct any business if they were expected to have a 30-percent quorum. According to Attorney McGrath, the Board in place will continue to be in place and if they have vacancies, they can appoint members to fill those vacancies.

VIII. Adjournment

Attorney McGrath called for a motion to adjourn the meeting. President Koyama made the motion seconded by Treasurer Koyama.

*An organizational meeting was held by the Board that was duly noticed on February 15, 2021 to elect officers. At that time, the following appointments were made for position duties on the Board:

President – Azmi Sultan

Vice President – Joyce Koyama

Secretary – Logan Anderson

Treasurer – Christine Richter**

Director – Glenda Sultan



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**Shortly after the organization meeting, on February 21, 2021, Treasurer Richter resigned from her position as Treasurer on the Board due to unforeseen circumstances requiring that her family move out of Windover Farms Community Association. The former Treasurer, Lonnie Koyama, will remain as the Treasurer until another replacement can be appointed.