

THE TURTLE RUN FOUNDATION, INC.

NOTICE OF SPECIAL BOARD MEETING

On Nov-14 2024 at 6:30 P.M. at Cypress Point meeting room, a special Board meeting will be held for the purpose of voting on the proposed amendments to the Association's By-Laws. A majority vote of the Board is required to amend the By-Laws.

Agenda

- (a) Proof of due notice of meeting;
- (b) Reading and disposal of any unapproved minutes;
- (c) Reports of officers and committees;
- (d) Unfinished business;
- (e) New business;
 - a. Discussion and tallying of votes on proposed amendments
- (f) Adjournment.

BY ORDER OF THE BOARD OF DIRECTORS

DATED: 11/14/2024

By: 

Officer and Directors Present at meeting

Clarence E Lohmann
Julia Winfree
Llyod List
Steve Tacovelli
Rebecca Tebo

PROPOSED - AMENDMENTS TO THE BY-LAWS OF
THE TURTLE RUN FOUNDATION, INC.

Additions indicated by underlining, deletions indicated by -----.

ARTICLE IV

DIRECTORS

Section 3. NUMBER OF DIRECTORS:

The initial number of Directors shall be four (4), and shall be appointed by DECLARANT. Directors need not be MEMBERS but, with exception to the representatives of the Commercial Properties and apartment complexes, must be Board members of their respective NEIGHBORHOOD or CONDOMINIUM ASSOCIATIONS. At no time shall there be less than three (3) Directors. ~~Upon the effective date of this amendment, the~~ Board shall consist of six (6) Directors, one from each NEIGHBORHOOD ASSOCIATION (for which there are four), one from the condominium(s) in the Community and one from the Commercial Properties. The size of the BOARD may be increased to seven (7) upon the affirmative vote of four (4) Directors. The seventh Board member is to represent the Apartment Complexes in the Community and must be a representative of complex management or an owner representative.

Section 4. TERM:

Each Director shall serve at the pleasure of the respective Board of the NEIGHBORHOOD ASSOCIATION or CONDOMINIUM ASSOCIATIONS or APARTMENT COMPLEXES or COMMERCIAL PROPERTY OWNERS that have appointed them to the BOARD. It shall be up to the individual groups as to how often their representative will be changed and such change is effective upon written notification to the BOARD.

Section 5. QUALIFICATIONS OF DIRECTORS:

A Director shall be at least twenty-one (21) years of age and need not be a MEMBER.

Section 6. ELECTION OF DIRECTORS:

The individual Directors shall be appointed or elected by the class from which they represent. It shall be within the discretion of each NEIGHBORHOOD ASSOCIATION, the CONDOMINIUM ASSOCIATIONS jointly, the APARTMENT COMPLEXES jointly, and all Commercial Property Owners jointly to appoint their respective representatives to the BOARD from time to time. For the purpose of appointing an Apartment Complex representative, a Committee shall be appointed by the BOARD to appoint or conduct elections among the representatives of the Apartment Complexes as they deem appropriate to determine a representative to the Board from time

to time. The Committee may establish its own organizational charter to effectuate this purpose. At the discretion of the BOARD, the FOUNDATION will fund the costs associated with the Committee. For the purpose of appointing a Commercial Property representative, a Committee shall be appointed by the BOARD consisting of Commercial Property Owners and conduct elections among the Commercial Property Owners as they deem appropriate to determine a representative to the Board from time to time. The Committee may establish its own organizational charter to effectuate this purpose. At the discretion of the BOARD, the FOUNDATION will fund the costs associated with the Committee.

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Section 10. VACANCIES:

If any vacancy exists on the BOARD, such vacancy shall be filled by the class which appointed the individual who has left the BOARD. Any person so elected as a Director shall serve out the unexpired term of the Director who ~~he~~ has been replaced.

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Section 11. RESIGNATION AND REMOVAL OF DIRECTORS:

A. Any Director may resign at any time upon written notice to the BOARD and/or the group which appointed that Director to the BOARD. The notice shall be delivered to the Secretary of the BOARD and shall clearly set forth the effective date of the resignation.

B. Any Director ~~or the entire BOARD~~ may be removed, with or without cause, by that class which appointed that Director to the BOARD.

C. Any Director may be removed for good cause by a majority vote of the BOARD at a duly called meeting. The decision by the BOARD to remove a Director must be recorded in meeting minutes and the reason for removal must be clearly stated. Removal shall be considered for "good cause" if based on any of the following:

1. A Director who is absent from three (3) consecutive BOARD meetings or any four (4) BOARD meetings within a twelve month period without just cause, as determined by the BOARD.
2. A Director fails to disclose any potential conflicts of interest or fails to recuse themselves from the discussion and vote should a conflict exist.
3. A Director solicits or receives any compensation, financial or otherwise, from the Association, or any third party, for serving on the Board.
4. A Director negotiates, provides instructions to or contracts with any vendors, contractors or service providers on behalf of or for the FOUNDATION without prior BOARD approval.
5. A Director uses FOUNDATION funds, property, services,

equipment or business for the gain or benefit of himself or herself, or his or her relatives, except as provided for all Members of the FOUNDATION.

6. A Director uses the FOUNDATION's confidential information for the benefit of himself or herself, or his or her relatives, or shares any confidential information obtained as a Board member with any non-Board members or third parties.

7. A Director interferes with the conduct of the BOARD during any meetings or at any time management or designated BOARD members are carrying out the decisions of the BOARD. Each Director must comply with the decisions of the BOARD even if they voted against those decisions.

8. A Director harasses, threatens, or intimidates other directors, management, employees, committee members, vendors, contractors, service providers, Association members or residents, whether orally, in writing, physically or otherwise.

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ARTICLE V

OFFICERS AND MANAGER

Section 1. OFFICERS:

The officers of the FOUNDATION shall be the President, one or more Vice-Presidents, the Secretary, the Treasurer and such other officers and assistant officers as the BOARD may from time to time elect. Officers shall serve at the pleasure of the BOARD. Any two (2) or more offices may be held by the same person, except that the President may hold no other office. Officers must be Directors. ~~need not be MEMBERS of the FOUNDATION nor Directors.~~

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PREPARED BY and RETURN TO:
Jessica Lokeinsky, Esq.
Tucker & Lokeinsky, P.A.
800 E. Broward Blvd. Ste. 710
Fort Lauderdale, FL 33301

CERTIFICATE OF AMENDMENTS
TO THE BY-LAWS OF THE TURTLE RUN FOUNDATION, INC.

THE TURTLE RUN FOUNDATION, INC. hereby certifies that the attached Amendment to the By-Laws of The Turtle Run Foundation, Inc. ("By-Laws"), as recorded in the Public Records of Broward County, Florida, at Official Records Book 1409 at Page 797, has been duly adopted in the manner provided by Article X of the By-Laws and applicable statutory provisions.

IN WITNESS WHEREOF, the membership has caused this certificate to be executed on this ____ day of _____, 2024.

THE TURTLE RUN FOUNDATION, INC.

Attest:

Rebecca Tebo
REBECCA TEBO, Vice President

BY: Clarence Lohmann
CLARENCE LOHMANN, President

State of Florida :
County of Broward :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared CLARENCE LOHMANN and REBECCA TEBO, President and Vice President of THE TURTLE RUN FOUNDATION, INC., (✓) who are personally known to me OR (✓) have produced FDL as identification and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of November, 2024.

My Commission Expires:

[Signature]
NOTARY PUBLIC

