

**OAPOA Board of Directors Meeting**  
**July 24, 2018**  
**Held at Henchey household, 4452 Hansen Trail**

Present are board members Stephanie Henchey, Doug Roth, Patrick Casey, and neighbors Sandy Roth, Zaylon Bartimus, Marilyn Lopez, Amy Wohlleben, Karen Schelbrock, Juan Torres and Sally Szabo.

The meeting was called to order at 6:37 PM by President Stephanie Henchey.

In the absence of a quorum reports were presented.

Patrick Casey: An informational meeting will be held August 2, 2018 at Salishan regarding the proposed development of the 40 acre tract to the west of Gloucester Road. It's possible to email the county and request File # 8-18-19 for a copy of the plans. On Monday, August 13, 2018, there will be a Planning and Zoning Commission meeting. This development may or may not be on the agenda for that meeting. If it passes this, then it goes to the County Commissioners which usually rubber stamp the Zoning Commission's decision.

If the docket is packed with a large number of 3-minute speakers, the Commission may see that the public is largely not in favor of the development plans and refer it back to the developer for changes.

The sale of the Gloria Williams property will not go through until the development is approved by the county. Our fallback position is a wall along Gloucester.

Sandy Roth has drafted a handout to pass out to neighbors arriving at the informational meeting, recommending they not get into a contentious frame of mind at this particular time, but hold their vociferous comments until such time as decision-makers are present in the room, i.e., zoning commissioners or County commissioners.

Ms Henchey distributed a draft of a letter to go out to Silver Ridge, Deerfield, Springwood Estates. She has obtained mailing labels for all those residents to notify them of the meeting and the process involved. Everyone should receive them by Monday.

By 6:55 two more board members had arrived (Ashley McCall and James Segovia) and a quorum was established by roll call. Nick Smith is on vacation and not available.

Minutes from the last meeting reviewed and approved by voice vote. Doug Roth announced that the most recent minutes have been posted to the web site.

Ms Roth reported on this year's annual meeting. The last meeting was held on August 29, 2017. The next one needs to be no more than one year from the last one. Sandy suggests that we move the date of the Annual Meeting (AM) to the week of August 21, 2018.

Ms Roth has also put together a packet detailing procedures for credentialing and voting at the AM and that was distributed to the group present. Official announcement needs to be mailed between 10 and 50 days prior to the AM. Ms Henchey says that Salishan would be easier to book on a Thursday.

Ms Roth also drafted a form for proxy designation.

Reminder that 10 days prior to the AM, the eligible voters must be certified by the treasurer and secretary. There are 127 property owners. 103 are current on payment of dues.

Mr Casey moved to change the date of the annual meeting to the week of August 20th, 2018, based on available dates and venues. Seconded and approved by voice vote.

Ms Roth reported on recommended bylaws changes as follows:

(1) Our attorney says the notice board we have been using is just fine and is conspicuous enough. This proposal changes Article III, Section 5 (b) - Notice of all meetings of the BOD must be posted in a conspicuous place in the community at least 48 hours in advance of the meeting.

*This was to bring the bylaws into alignment with Chapter 720 of the FL Code.*

The BOD affirms by voice vote.

(2) Quorum at Annual Meeting. Historically it has been at 50%, a number which has been difficult to achieve based on low turnout. Dr. Roth offered the observation, based on the recent scanning of documents, that most annual meetings produced between 15 and 20 voting persons (well under the quorum) and there was no mention in the meeting minutes of any proxies being produced. Chapter 720 of FL code specifies a quorum of 30% unless bylaws state otherwise. Suggested that the quorum for an annual meeting be changed from

50% to 30% in our bylaws. This recommendation changes Article II, Section 7 - "A quorum at the Annual Meeting shall be 30% (thirty percent) of those determined to be eligible to vote."

*This is to set a specific number for quorum at the Annual Meeting.*

Affirmed by voice vote.

(3) Recommended that the number of BOD officers be adopted as President, Secretary and Treasurer, not the current nine. This changes Article IV, Sections 1 and 3 (b) - "The Board of Directors shall select, from among its members, a President, Secretary and Treasurer." *This was to eliminate the many officers listed and replace with a reasonable number. Committee appointments can still be made by the Board without the necessity of being a officer-level position.*

Affirmed by voice vote.

(4) Recommended to change the number of Directors on the Board due to the difficulty in identifying enough people willing to serve on the board. Article III, Section 1 and 2 - "The Corporation shall be managed by a Board of Directors consisting of five (5) members, each of which shall be at least 18 (eighteen) years of age and a member of the Corporation during his or her directorship. The number of directors may be increased or decreased by the BOD at any time by a majority vote. No decrease shall shorten the term of any director then in office."

*This was to indicate the number of directors in our bylaws and reduce the current number of seven (7) to five (5)*

Affirmed by voice vote.

(5) Regarding co-signing of all checks, it is recommend that the treasurer have full responsibility and authorization for signing checks. This recommendation changes Article IV, Section 3 - "The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may have determined. The treasurer shall sign and execute all contracts when so-directed by the Board of Directors and make such payments as have been duly authorized by the Board of Directors." *This was to remove the requirement that the President co-sign all checks.*

Affirmed by voice vote.

(6) Recommend that "Office" maintain Association records in written or digital form. Dr Roth reports that most historical documents have already been scanned and uploaded to DropBox for ease of access or records inspection. This recommendation changes Article V, Section 1 - "The Corporation shall maintain complete and correct records of the Corporation in either written or digital form."

These records shall include, but not be limited to: minutes of all proceedings of the Members, Board of Directors or Committees; membership records; financial records; contracts and up to date Articles of Incorporation, Declaration of Covenants and Restrictions and Bylaws.”

*This is to allow the digital storage of all records so they may be made more easily available to Board or general members.*

Affirmed by voice vote.

(7) The current fiscal year needs to be stated in the bylaws as Jan 1 to Dec 31. This changes Article V, Section 3, to read, “The fiscal year of the Corporation shall begin on January, of each year and close on December 31, of the same year.”

*This is to establish the fiscal year.*

Affirmed by voice vote.

(8) Recommended to change Article IV, Section A - “A person shall become a member of the OAPOA simultaneously with the recording of his or her instrument of conveyance with the Clerk of the Circuit Court of Hernando County, Florida. If title to such property is held by more than one person, each such person shall become a member.”

*This was to bring the bylaws into alignment with the Articles of Incorporation.*

Affirmed by voice vote.

The above eight actions must be reported to the membership at the Annual Meeting.

S Roth: the Articles of Incorporation are incongruent. Those will be recommended for change at a future meeting, based on the three workshops that were held this summer. Changing Deed Restrictions is also another matter up for consideration by the general membership.

A discussion was held on mailing list of members and how the Notice of Annual Meeting mailing will go out.

Meeting adjourned at 7:44 PM. Moved, seconded and approved by voice vote.