

Tangerine Bay Club Association Inc.,
A Not-For-Profit Corporation

Minutes of The Special Meeting of The Board of Directors
Thursday, July 11, 2024

A scheduled meeting of the Board of Directors was held via the Zoom online platform and in person on July 11, 2024

The meeting was called to order at 8:32 AM by the President, Clare Villari.

A quorum was established. Board Members present in the meeting were Clare Villari, Jeff Spalter, Mike Wells, Karen Wiltsie, Andy Schaer, Rick Henry. General Manager Michael Canacari was also present.

Proof of notice was posted per Association Bylaws and Florida Statutes 718.

Board Actions:

Background on meeting

Clare provided background on the Special Board Meeting: After the resignation of Board Member Dave Van Ess who served on the Board for 14 years, three Owners asked to be considered to fill Dave's seat for the remainder of his term which ends March 2025 at the Annual Election at the Annual Membership Meeting.

Historically, when a Board seat opened outside of the Annual Election cycle, only one Owner has raised his hand to be considered to fill the position. Therefore, replacement was handled by Board appointment.

Advice from outside counsel is that in the case of multiple interested Owners, the Board has the option to fill the seat by Board appointment or by election by Owners.

The objective for this Special Meeting is for the Board to vote on whether to proceed by Board appointment or Owner election.

Clare informed all that since 2018 there has been a legal limit per FL statute on the number of continuous years that a person can serve on a Board of a FL condo association: 8 years. Two current Board Members are approaching the 8-year limit so additional Board seats will be available soon.

Clare asked each Board to share their preference and rationale for appointment vs election.

Karen - election by owners

Rick - election by owners

Mike - election by owners

Andy - election by owners

Jeff - appointment by Board

Clare asked for Owner input - There was a question about what the TBC By-laws require in this situation. The Bylaws give the Board the option to fill the seat by

appointment when a seat becomes vacant. However, the Board believes that with three candidates, the most fair and transparent way to proceed is to discuss both options at an open Board Meeting and vote on the matter. There were various additional comments - some suggesting appointment and some election. After this discussion Clare called for a Motion.

MOTION: To fill open Board position by election. Moved by Karen Wiltsie; seconded by Mike Wells.

Roll Call vote:

Karen - yes

Jeff - no

Rick - yes

Mike - yes

Andy - yes

Clare - yes

Motion to Elect replacement was approved. Timing of election to be worked next under the protocols prescribed by FL Statute 718 which requires at least 60 days' notice to Owners of an election. Therefore, the earliest date will be late September. Clare will work with GM Michael to develop and mail the required First Notice to Owners which is a call for candidates. She encouraged the three candidates who recently expressed interest to participate in the election process. Clare then called for a Motion to adjourn.

MOTION: To adjourn. Moved by Rick Henry, seconded by Andy Schaer. All were in favor. Meeting adjourned.

Respectfully submitted by,
Jeff Spalter, Board Secretary