

Windermere Homeowners Association (HOA)

Minutes of the Special Meeting of the Board of Directors

June 17, 2024

Approved October 28, 2024

1. Call to Order

Tonight's meeting was conducted using Zoom, a web-based video conferencing tool, through Goodwin & Company, the HOA Property Management Company. Details are in the Property Manager's file.

President Paul Urban called the Special Meeting to order at 7:55 P.M., following adjournment of the June monthly meeting. Present were Directors Joe Clonan, Wilbert King, Urcha Dunbar-Crespo and Jill Castro. Property Manager Melissa McWilliams was also in attendance. Director Harrison Bell was absent.

2. Purpose - The purpose of the Special Meeting was to allow the Board to vote on a Rule Amendment/Adoption and a By-Law Amendment/Adoption to the governing documents of the Homeowners Association (HOA), to remain in compliance with the legal recommendations of the HOA attorney. No other business took place in the Special Meeting.

a. By-Law Amendment/Adoption:

- i. Reduce the number of directors from seven to five. In order to reduce the number of directors from seven (number of directors prior to this amendment) to five, no directors will be elected at the 2024 annual meeting (two director terms are scheduled to end in 2024; these director positions will not be re-filled and shall be deemed to have expired and been terminated as of the date of the 2024 annual meeting). For purposes of re-setting staggered terms as necessitated by this amendment, the director elected in 2023 who received the most votes will have one year added to their term, to achieve staggered term expirations.
- ii. Reduce the quorum to 5% prospectively (for any future meeting).

Motion by Director King to approve the amendment to reduce the number of Directors from seven to five and to reduce the quorum amount from 10% to 5 %; seconded by Director Castillo. The motion passed unanimously.

- b. Rule Amendment/Adoption – Exhibit “A”: Sidewalk Obstructions: Vehicles are prohibited from parking on the sidewalk. A vehicle will be deemed to be parked on the sidewalk if it fully obstructs the sidewalk. A vehicle will not be deemed to be parked on the sidewalk so as to be a violation if it encroaches on a portion (a portion less than all) of the sidewalk.

Motion by Director King to approve Exhibit “A” for the sidewalk amendment as stated; seconded by Director Clonan. The motion passed unanimously.

3. Homeowner Attendance

Only one homeowner, Nova, attended the meeting.

4. Adjournment

Director Urban made a motion to adjourn the Special Meeting; Director Clonan seconded. The motion passed unanimously. The meeting was adjourned at 8:07 P.M.

Submitted by: Secretary Urcha Dunbar-Crespo