

**Sparkling Waters Homeowners Association (SWHA)  
Board of Directors (BOD) Meeting  
May 8, 2023**

**Participants:**

Barry Graham, President  
John Totty, Vice President  
Alicia Graham, Secretary/Treasurer  
Michael Manion, Director-at-Large  
Jose Quinones, Member  
John Schindler, Member

1. Meeting conducted via Zoom video conference and commenced at 7:01 PM CT.
2. Meeting Properly Noticed. Barry reviewed that the meeting was properly noticed. Florida statute requires at least 48 hours notice of a Board of Directors meeting. Signs were posted to the mailboxes on May 2nd and the meeting was posted on the web page on April 19th.
3. Follow-up of Actions from April 2023 Annual meeting:
  - a. All Directors except for Secretary were reelected without opposition at the annual meeting. There was a contested election for Secretary. Candidates were Joan Lio & Alicia Graham. Alicia was re-elected.
  - b. There were objections to the election processes (tabulation, auditing, and proxies). Four types of votes were allowed for the Secretary election: in-person (secret), proxy (secret), written, and Zoom Poll. Do we want to make changes to the election process for contested elections? Barry summarized the concerns voiced at the annual meeting regarding impartiality of the people involved in the vote tallies. He also reported that he had received several requests for vote casting for contested elections be completely secret and suggested we could appoint an election official for those cases. John Totty felt that was unnecessary. Michael Manion concurred.
  - c. Tammy Schindler took an action at the annual meeting to investigate potential less expensive street lights. Tammy sent an email in advance of the meeting to report that the easiest option to reduce power costs was to replace our street lights with energy-efficient light bulbs. FPL says that our neighborhood is scheduled to have our bulbs replaced, but couldn't confirm whether the bulbs have been replaced yet. To replace our streetlights to the most energy-efficient model available will add a \$10-\$12 per pole per month usage fee, which will cost more money than it will save. BOD concurred.
  - d. Jose Quinones & Nick Posada volunteered to build a Continuity of Operations plan in the event the HOA loses both Grahams or another other board member at the annual meeting. Key elements to be included in the plan were discussed: Account numbers/access information, password manager, secure website or secure cloud service. Jose agreed to submit a proposed outline for the continuity plan in 60 days (o/a July 7, 2023).
  - e. Final action for the BOD from the annual meeting concerns a request to add a fifth board member to the BOD. Reasons behind request: possibility of a tie vote and a possibility of the Graham household preventing action or dominating voting, despite there never being a BOD vote that was not unanimous. Statute for HOAs (Florida 720) does not require HOAs to have five board members. The By-Laws do require a minimum of three board members. Barry summarized the options concerning this action: 1. The BOD could create a position and appoint a fifth board member by Special Appointment; 2. The BOD could create a fifth board member by resolution and then the HOA could fill it at the 2024 annual meeting; 3. The entire membership could vote on creating a fifth board member slot (via change to the By-Laws) at the 2024 annual meeting and then vote for the fifth board member at the 2025 annual meeting; 4. The entire membership could vote on creating a fifth board member slot at a special meeting, and then elect the officer at the 2024 annual meeting; 5. The BOD could choose to do nothing and in the event of a tie vote on the BOD, limit BOD votes to one per property, which will reduce the total BOD

votes to three and would break the tie. **BOD voted unanimously to make the following voting items at the 2024 annual meeting: 1) creation of a fifth director, and 2) whether or not the BOD should appoint the fifth director or it be left vacant until the 2025 annual meeting. The BOD also voted unanimously that in the event of a tie vote at a BOD meeting, only one director per property would be allowed to vote.**

4. New business: Barry reported that he had received complaints about the HOA signs looking worn. Alicia took the action to research and price options for sign repair/replacement by the July BOD meeting. Barry also reported the security door was rusting and needed replacing. Estimated cost \$226 plus tax.
5. BOD meeting adjourned at 8:22PM CT.

Minutes as recorded by:

-signed-

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Alicia Graham, SWHA Secretary/Treasurer

Approved by:

-signed-

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Barry Graham, SWHA President

Attachment: BoDMeetingCharts20230508.pdf

# **BOARD OF DIRECTORS MEETING**

## **MAY 8, 2023**

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Sparkling Waters Homeowner's Association

# AGENDA

- Meeting notice
- Review of 2023 Annual Meeting
- Status of cost effective street lights inquiry
- Plan and schedule for Continuity of Operations/Transition Plan
- Discuss/approve a fifth Board of Directors member
- Board members listed on bank and other accounts
- Next BoD Meeting

# MEETING NOTICE

- Meeting properly noticed
  - At least forty-eight hours notice to all members required
  - Posted on webpage April 19, 2023
  - Signs posted on mailboxes and entrance sign (prominent places) on May 2, 2023
- No objections to notice

# REVIEW OF 2023 ANNUAL MEETING

- Presented content required by Statute and By-Laws
- All Directors except for Secretary were reelected without opposition
- Contested election for Secretary; candidates were Joan Lio & Alicia Graham
  - There were objections to election processes (tabulation, auditing, and proxies)
  - Four types of votes: in-person (secret), proxy (secret), written, and zoom
  - Alicia Graham was reelected; do we want to make changes to election process
- Several issues brought up by members – status at this meeting
  - Potential less expensive street lights – Tammy Schindler volunteered to investigate
  - Adding a fifth board member to the BoD
  - Continuity of Ops/Transition plan – Jose Quinones & Nick Posada volunteered

# STATUS OF LESS COSTLY STREET LIGHTS

- Tammy Schindler volunteered to look into less costly street lights at the Annual Mtg
- Status of investigation
- Future actions

# PLAN STATUS OF CONTINUITY OF OPS / TRANSITION PLAN

- Jose Quinones volunteered to head up this effort at Annual Mtg
  - Nick Posada volunteered to assist
- Overall goal of plan is to:
  - Ensure the viability and continued operation of the SWHA and BoD after suffering loss of the Grahams or any other member(s) of the BoD; and
  - Identify actions that must be taken now and upon the need for transition in order to move from current officers to a new officers
- Should include files and records, bank and business accounts, physical assets and supplies, designations and registrations with external entities, and other topics
- Need to develop outline and schedule for developing plans



# PLAN STATUS OF CONTINUITY OF OPS / TRANSITION PLAN (CONT)

- Discussion from Jose Quinones and Nick Posada
- Discussion from Directors
- Questions or comments from Members
- When can we have an outline of the plan and a proposed schedule for the development of the plan?

# DISCUSS FIFTH BOARD MEMBER

- At Annual Mtg, a number of members expressed concern with only four BoD Members
  - Possibility of tie vote
  - Possibility of Graham household preventing action or dominating vote
- By-Laws currently have five listed officers:
  - President
  - Vice-President
  - Secretary
  - Treasurer
  - Director at Large
- Only the offices of Pres/Secy and Pres/Vice-Pres may not be held by same person, so you could have as few as three officers

# DISCUSS FIFTH BOARD MEMBER (CONT)

- If we decide to add a fifth officer, we could do it several different ways
  - Change By-Laws by Annual or Special Mtg to add additional officer (Art VII, Sec 9)
  - By-Laws also allow BoD to add additional officers
    - By resolution (Art VII, Sec 1)
    - By Special Appointment (Art VII, Sec 4)
      - Needs to be confirmed at the next Annual Mtg to confirm office and elect
- Filling the office depends on the method selected
  1. Change to By-Laws; filled by election at next Annual Mtg (Art VII, Sec 2)
  2. By BoD resolution; filled by election at next Annual Mtg (Art VII, Sec 2)
  3. Special Appointment both creates and fills the office; confirmed at next Annual Mtg

# DISCUSS FIFTH BOARD MEMBER (CONT)

- Discussion from Directors
  - Do we want to add a fifth BoD Member?
  - If yes, what method should we use to implement office and to fill it?
- Questions or comments from Members
- On the question of adding a fifth officer by the selected method the Directors vote:
  - President Barry Graham
  - Vice President John Totty
  - Secretary/Treasurer Alicia Graham
  - Director at Large Michael Manion

# BOD MEMBERS LISTED ON ACCOUNTS

- The HOA is a corporation and we have business accounts
- Adding/deleting officers to the bank is a long and tedious process that involves all officers, a total re-accomplishment of the application, and credit checks on each
- Other accounts are less complicated, but are still bothersome
- Few officers use the accounts; only 3 of 15 officers have ever used the accounts
- We may want to consider having only the following officers on our accounts
  - President
  - Vice-President
  - Secretary/Treasurer
- Would cut down on the problem of having inaccurate and out-of-date officers on association accounts

# BOD MEMBERS LISTED ON ACCOUNTS (CONT)

- Discussion from Directors
- Questions or comments from Members
- On the question of limiting the Officers listed on Assoc accounts to the President, Vice-President, and Secretary/Treasurer, the Directors vote:
  - President Barry Graham
  - Vice President John Totty
  - Secretary/Treasurer Alicia Graham
  - Director at Large Michael Manion

# NEW BUSINESS

- New business from the Directors
- Report on Home sales, new owners
- New business from the Members