

**RESOLUTION OF WINDEMERE HOMEOWNERS ASSOCIATION, INC. FOR
ELECTION PROCEDURES**

WHEREAS, the Windemere Homeowners Association, Inc. (“Association”) has on record its Declaration of Covenants, Conditions and Restrictions for Windemere (“Declaration”), recorded on 3rd Day of May 1988, in the Official Records Book 6735, Page 0907, in the Public Records of Pinellas Country, Florida; and

WHEREAS, a meeting of the Board was called prior to the meeting scheduled on _____, 2019, for the purpose of clarifying and adopting nomination and election procedures of the Board of Directors; and

WHEREAS, the Board affirmatively voted to adopt the nomination and election processes and procedures for the Board of Directors within the parameters described within this resolution;

NOW, THEREFORE BE IT RESOLVED that the Association hereby adopts the nomination and election to the Board of Directors procedures described within this resolution as follows:

- 1) Pursuant to the Bylaws, members shall vote for Directors of the Board by use of Secret Written Ballot. Secret Written Ballots have no identifiable markings, are sealed in an unidentified envelope, with that envelope sealed in another envelope that is signed by the member, and otherwise complies with Florida Administrative Code 61B-23.0021.
- 2) Elections shall take place at the Annual Meetings if Quorum is obtained. Quorum is the amount of voting interests required to conduct business. For the purposes of elections and this resolution, quorum or “Quorum” is listed in the Bylaws, as amended from time to time, and it shall control for the Annual Meeting. Meetings can be reconvened due to lack of Quorum.
- 3) Due to Florida Administrative Code 61B-23.0021 generally dealing with Secret Written Ballot elections, the Association opts in and follows the nomination and election process in Florida Administrative Code 61B-23.0021. However, this resolution’s language controls in case of a conflict with Florida Administrative Code 61B-23.0021.
- 4) The Association shall first mail out to members an initial notice of the Annual Meeting and Notice of Intent to Run for the Board, and anyone interested in having their name printed on the Secret Written Ballot shall complete and return the Notice of Intent to Run for the Board prior to the Annual Meeting. The initial notice and Notice of intent does not need to be sent out 60 days prior to the election, but shall at least be sent out 30 days prior. Those interested in running may submit a completed Notice of Intent Form within the allotted time.
- 5) Upon receiving Florida statutory compliant candidates, the Association shall place their names on a Secret Written Ballot to be mailed to the membership. The second mailing

to the membership shall at least include an updated notice (if necessary) for the Annual Meeting and the required inner and out envelopes. This second mailing shall be sent out 15 days prior to the Annual Meeting.

- 6) Only members may fill out, seal, and sign the outer envelope of Secret Written Ballots. Regarding elections, proxyholders are only permitted to hand in the Secret Written Ballots, and the completed proxies may also contribute to Quorum.
- 7) At the Annual Meeting, any candidates who wish to nominate themselves from the floor may do so, and ballots with a write-in option may be provided for members in attendance to complete. All prior described restrictions shall still apply.
- 8) Outer envelopes of Secret Written Ballots will be reviewed, along with any proxies that are submitted regarding Quorum. Once all envelopes and proxies are submitted, if Quorum is achieved, an election will take place. Regardless of Florida Administrative Code 61B-23.0021, elections will only take place if Quorum is achieved.
- 9) If Quorum is achieved the inner envelope is removed from the outer and set aside to be counted. Unaffiliated Individuals shall open and count the inner envelopes. If any envelope or ballot does not comply with ballot instructions, it shall not be counted. After the count is confirmed, the results shall be announced at the Annual Meeting. Unaffiliated Individuals shall be adults who are not living with or related to a candidate running for an election, nor shall they be a sitting Director of the Board. Identifying Marks are any marks that indicate who completed the Secret Written Ballot.
- 10) In the event the number of qualified nominees is equal to or less than the number of open seats for the election, there shall be no election, and the nominee shall automatically take the seat, as it will be considered a win by acclamation. If Quorum is not achieved, the current Director of the Board shall rollover in the same position.

IN WITNESS WHEREOF, Association has caused the Resolution to be executed at a Board Meeting in accordance with the authority hereinabove expressed this ____ day of _____ 2019, at _____ County, Florida.

Windemere Homeowners Association, Inc.

By: _____
President

Print Name: _____

By: _____
Secretary

Print Name: _____

**RESOLUTION OF WINDEMERE HOMEOWNERS ASSOCIATION, INC. FOR
ELECTION PROCEDURES**

WHEREAS, the Windemere Homeowners Association, Inc. ("Association") has on record its Declaration of Covenants, Conditions and Restrictions for Windemere ("Declaration"), recorded on 2nd Day of May 1988, in the Official Records Book 6735, Page 0907, in the Public Records of Pinellas County, Florida; and

WHEREAS, because the Bylaws include possibly conflicting language regarding proxies, nominations, secret written ballots, and other election procedures a meeting of the Board was called on 4/15, 2019 for the purpose of clarifying and adopting nomination and election procedures for the Board of Directors; and

WHEREAS, the Board affirmatively voted to adopt the clarifying procedures and interpretations for the nomination and election process for the Board of Directors described within this resolution;

NOW, THEREFORE BE IT RESOLVED that the Association hereby adopts the nomination and election to the Board of Directors procedures described within this resolution as follows:

- 1) Pursuant to the Bylaws, members shall vote for Directors of the Board by use of Secret Written Ballot. Secret Written Ballots have no identifiable markings, are sealed in an unidentifiable envelope, with that envelope sealed in another envelope that is signed by the member, and otherwise complies with Florida Administrative Code 61B-23.0021.
- 2) Elections shall take place at the Annual Meetings if Quorum is obtained. Quorum is the amount of voting interests required to conduct business. For the purposes of elections and this resolution, quorum or "Quorum" is listed in the Bylaws, as amended from time to time, and it shall control for the Annual Meeting. Meetings can be reconvened due to lack of Quorum.
- 3) Due to Florida Administrative Code 61B-23.0021 generally dealing with Secret Written Ballot elections, the Association opts in and follows the nomination and election process in Florida Administrative Code 61B-23.0021. However, this resolution's language controls in case of a conflict with Florida Administrative Code 61B-23.0021.
- 4) The Association shall first mail out to members an initial notice of the Annual Meeting and Notice of Intent to Run for the Board, and anyone interested in having their name printed on the Secret Written Ballot shall complete and return the Notice of Intent to Run for the Board prior to the Annual Meeting. The initial notice and Notice of Intent does not need to be sent out 60 days prior to the election, but shall at least be sent out 30 days prior. Those interested in running may submit a completed Notice of Intent Form within the allotted time.

- 5) Upon receiving Florida statutory compliant candidates, the Association shall place their names on a Secret Written Ballot to be mailed to the membership. The second mailing to the membership shall at least include an updated notice (if necessary) for the Annual Meeting and the required inner and outer envelopes. This second mailing shall be sent out 15 days prior to the Annual Meeting.
- 6) Only members may fill out, seal, and sign the outer envelope of Secret Written Ballots. Regarding elections, proxyholders are only permitted to hand in the Secret Written Ballots, and the completed proxies may also contribute to Quorum.
- 7) At the Annual Meeting, any candidates who wish to nominate themselves from the floor may do so, and ballots with a write-in option may be provided for members in attendance to complete. All prior described restrictions shall still apply.
- 8) Outer envelopes of Secret Written Ballots will be reviewed, along with any proxies that are submitted regarding Quorum. Once all envelopes and proxies are submitted, if Quorum is achieved, an election will take place. Regardless of Florida Administrative Code 61B-23.0021, elections will only take place if Quorum is achieved.
- 9) If Quorum is achieved the inner envelope is removed from the outer and set aside to be counted. Unaffiliated Individuals shall open and count the inner envelopes. If any envelope or ballot does not comply with ballot instructions, it shall not be counted. After the count is confirmed, the results shall be announced at the Annual Meeting. Unaffiliated Individuals shall be adults who are not living with or related to a candidate running for an election, nor shall they be a sitting Director of the Board. Identifying Marks are any marks that indicate who completed the Secret Written Ballot.
- 10) In the event the number of qualified nominees is equal to or less than the number of open seats for the election, there shall be no election, and the nominee shall automatically take the seat, as it will be considered a win by acclamation. If Quorum is not achieved, the current Director of the Board shall rollover in the same position.

IN WITNESS WHEREOF, Association has caused the Resolution to be executed at a Board Meeting in accordance with the authority hereinabove expressed this 18 day of July 2019, at Pinellas County, Florida.

Windemere Homeowners Association, Inc.

By: Gayle Barth
 President

Print Name: Gayle Barth

Andrea Mahoney
 Secretary

Print Name: Andrea Mahoney