

**RESOLUTION OF BOARD OF DIRECTORS  
OF  
THE OAKS MASTER PROPERTY OWNERS ASSOCIATION, INC.  
REGARDING BOARD SEATS AND SPECIAL ELECTION**

**WHEREAS**, pursuant to Article IX of the Amended and Restated Articles of Incorporation of The Oaks Master Property Owners Association, Inc. (the “**Articles**”), “[t]he affairs of this Association shall be managed by a Board consisting of no less than five (5) and no more than nine (9) Directors, who need not be Members of the Association.”; and

**WHEREAS**, pursuant to Article V, Section 3 of the Bylaws of The Oaks Master Property Owners Association, Inc. (the “**Bylaws**”), “[i]n the event of . . . resignation . . . of a Director, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.”; and

**WHEREAS**, prior boards did not clearly inform the community of board seats and board members and board terms.

**WHEREAS**, the current board wants to ensure clear elections in the future and ensure the board seats and terms are clearly established for the benefit of the community and owners; and

**WHEREAS**, it is undisputed that Tricia Vanderbeck and Jeffrey Rice were duly elected to the Association’s Board of Directors at the election held in April 2021; and

**WHEREAS**, Meghan Berger and Carlos Latalladi lacked the authority to remove Jeffrey Rice from the Board of Directors, rendering the appointment of Billy Baker null and void; and

**WHEREAS**, Billy Harris, Maynard Saddler and Janet Hooley were duly elected to the Association’s Board of Directors at the election held on or about May 16, 2022; and

**WHEREAS**, Board Members are elected for three (3) year terms pursuant to Article V, Section 2 of the Bylaws; and

**WHEREAS**, Jeffrey Rice resigned from the Board of Directors effective July 22, 2022 leaving a vacancy on the Board; and

**WHEREAS**, the board wants to hold a special election so the members of the Association may vote for a director to serve the unexpired term of the fifth seat and will appoint that person to the unexpired term of the fifth seat.; and

**WHEREAS**, the Board of Directors of the Association desires to enact a voting process that allows board candidates to be nominated in advance of the special election floor in accordance with Fla. Stat. §720.306(9)(a). This process will enable any person who wants to run for the board of directors the ability to run and allow people to be aware of all candidates prior to voting.

**NOW, THEREFORE,** the Board hereby resolves as follows:

1. The above recitals are true and correct and are incorporated herein by reference.
2. Tricia Vanderbeck is hereby assigned to serve the remainder of Jeffrey Rice's term, which expires in 2024.
3. There shall be five (5) seats on the Board of Directors as follows:
  - Seat 1: Billy Harris (Expires 2025)
  - Seat 2: Maynard Saddler (Expires 2025)
  - Seat 3: Janet Hooley (Expires 2025)
  - Seat 4: Tricia Vanderbeck (Expires 2024)
  - Seat 5: Empty (Expires 2023)
4. Seat shall expire every three (3) years thereafter in accordance with the above dates for each seat listed above.
5. A special election shall be held to allow the members to vote for a candidate to serve the remaining term of the fifth seat, on a date to be determined by the Board of Directors.
6. The following procedure shall be used for the Special Election for Seat 5:
  - a) At least forty-five (45) days prior to the special election, the Association shall electronically transmit the date of the special election, how members may submit their names to run for the board of directors, a deadline to submit the notice of an intent to run, and a deadline to submit a Candidate Information Sheet. Said notice shall be referred to as the "Call for Candidates."
  - b) The Call for Candidates may be sent alone or may be included with any other communication or announcement to the membership and may be sent via a notice that does not include sending to every member, but is a method regularly used to communicate with members (ex. e-mail).
  - c) It is the responsibility of the candidate to ensure the notice of intent to run for the board is received timely by the Association as stated in the Call for Candidates.
  - d) Each person who requests to run for the board may submit a personal information sheet to the Association in accordance with the instructions provided in the Call for Candidates. The Candidate Information Sheet may not exceed one side of an 8.5 x 11 sheet of paper and may contain information describing the candidate's background, education and qualifications as well as other factors deemed relevant by the candidate.
  - e) In order to be listed as a candidate, at the time the deadline for submitting the notice of intent to be a candidate is due, the candidate must be eligible to serve on the board of directors pursuant to the governing documents and Florida law.

f) Proper and timely submission of intent to be a candidate shall be the only method for a person to be listed as a candidate for the special election. There shall be no nominations from the floor at the special election.

g) The Association will distribute copies of timely received Candidate Information Sheets with the notice of meeting at which the special election will be held and a list of candidates ("Announcement of Candidates"). The Announcement of Candidates may be sent via a notice that does not include sending to every member, but is a method regularly used to communicate with members (ex. e-mail).

h) Ballots containing the names of all eligible candidates for the board of directors shall be provided at the special election meeting. Candidates shall be listed in alphabetical order on the ballot.

7. Any member wishing to vote must attend the special election and cast his or her vote in person. Voting by proxy is not permitted.

8. The ballots shall be counted by an impartial committee of three (3) whose membership shall not include any current board members, officers, candidates for the board members or the foregoing's spouses, relatives or co-habitants.

9. The Board of Directors shall appoint the candidate that receives the largest number of votes to serve the remainder of the term of the fifth seat.

10. In accordance with Florida Statutes, if there is only one candidate for one seat, there will be no need for an election and said candidate shall assume Seat 5.

11. Any improper ballot shall be marked disregard or otherwise to indicate it was not counted.

24 IN WITNESS WHEREOF, the Board of Directors has adopted this resolution on this 24 day of AUGUST, 2022 by a vote of 4 to 0 at a duly called meeting at which a quorum was present.

THE OAKS MASTER PROPERTY OWNERS  
ASSOCIATION, INC.

By: VANDERBECK, TRICIA  
President: [Signature]

ATTEST:

SADDLER, MAYNARD  
Secretary: [Signature]