

Huntington Estates Homeowners Association

ANNUAL MEMBERS MEETING MINUTES

Zoom link and info below distributed both a week before and in last Monday's reminder email.

<https://us06web.zoom.us/j/86476500660?pwd=UXZtQWx0S1lueGRGeEZWclRpYTErUT09>

Meeting ID: 864 7650 0660, Passcode: 309287

One tap mobile +13017158592,,86476500660#,,,,*309287# US (Washington DC);

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AGENDA

1. **November 23, 2021** – Call to Order 7:03 p.m.

- Attendance Review and President's Report – John Kellerman

Attendance: Directors: John Kellerman, Clay Whittaker, Carlos Amado, Terry Maier, Lois Davis. Absent: Edson Manners, Grant Kimball.

Members: Candy Strand, Barry Kelly, Deborah Newton, Jim Hoch, Barbara Cook, Phyllis Pearce, Casey Wiley, Dorothy Edwards, Liliana Lynsey

2. **Approval of Minutes** and Secretary's Report - Carlos Amado.

- October 12, 2021 Minutes from Zoom Recording (Attached) was Approved.

NOTE: The Board also meets monthly between Quarterly meetings to follow-up Open Business, New Business, and routine matters. Decision votes will be left for Quarterly meetings, when there is more Member participation. Anyone who would like to join these working meetings should contact the HEHASecretary@gmail.com to get the Zoom password when it is available. Working Group minutes are posted in the [HEHA website](#), and progress is reported in the Quarterly meetings during the officer, committee, or Open Business section of the agenda.

3. **Other Reports**

- a. Treasurer - VP Clay Whittaker - Acting Treasurer
 - 2021 Budget Update was posted as well as the Financial Audit –was approved.
 - Road Fund increased 6% interest gained. Current total is \$308,000.
 - 2022 Budget Plans are Posted in the HEHA web page.
 - Added new budget line with \$300 for the Recreation Committee
 - The budget was modified and approved by the Board at the end of the meeting.

Candy: Why are the Assessments lower in 2022?

Clay: Collections from delinquencies in 2021 made the actual collections higher

Deborah: Are we paying for legal training of the Board?

Clay: No. Not spending the budget on legal fees, or any training.

Candy: Why are we budgeting Estopples, when the sky is the limit?

Clay: Will remove Estopple and gift cards from the budget since it's a zero budget

[Excess gains from Estopples are added to the Road Fund after deducting gift cards made to new home owners]

c. Architectural Control Committee – Pres. John Kellerman – Chair

Had a few tree-removal requests.

Clay: Sent a few letters to neighbors to correct C&R violations from complaints.

d. Maintenance Committee - Carlos Amado – Chair

- Thanksgiving banners are displayed at both entrances. Christmas banners in Dec.

- Tennis Court crack repairs status: Complete. 12-man hours of work
Thanks to George Jackson for his assistance in doing the crack repair work.

e. C&R Update Committee Status - Carlos Amado - Chair

- Vote Results: All Articles passed, receiving 61 or more "Yes" votes in 76 ballots counted as of 11/22/21. This speaks well of the participation of the homeowners in updating the 45-year-old Covenants and Restrictions.

We want to thank all that assisted in updating the covenants, encouraging all to participate, and witness the vote count. Witnesses were: Jim Hoch, Barry Kelly, and Terry Maier.

We added (1) the C&R updates comparison file link and (2) the C&R updates vote results as of 11/22/21 link to the HEHA web page Governance tab. Note: Secretary gave the voters a number in this public table to maintain some privacy. The specific lot owners can be reviewed by contacting the Secretary. Scanned and sent copies of vote ballots for Attorney records.

f. Nominations Committee - Terry Maier – Chair

- Ending Board Officer Terms: J. Kellerman, E. Manners, T. Maier, C. Whittaker
- Election Results: All were elected, including write-in candidate Jim Hoch.

We will be back to having a 9-member Board of Directors. We have added the Board Election Vote Count table link to the [main page](#) of the HEHA website – see November 2021 links line.

Carlos: Congratulations to the elected Board members: John Kellerman, Sarah Kinel, Terry Maier, Samantha Samford, Clay Whittaker, Casey Wiley. These candidates received over 30 votes each. We will send a letter (attached) welcoming them and explaining that they will be electing the Board officers for 2022 at their first meeting in January 2022. They join Carlos & Lois in 2022.

g. Recreation Committee - Lois Davis – Chair

- Proposal: Community New Year's Eve B-B-Q and fireworks at Dorset Ln. Cul-de-sac., 4-7 p.m., Bring and share fireworks. Barry and Casey will check with other home owners there – Lesta Mami and Jim Cordero. A planning meeting will be held the first week of Dec. with the homeowners. [This event was postponed to July 4, 2022 after the planning meeting]

4. **New Business**

a. Requested topics: City Letter Request to confirm our HEHA agreement to them improving the water lines, adding approx. 30 fire hydrants, and synchronizing the road paving project. The city is doing this for us, even though we are under the county maintenance support. The Board voted to send the letter confirming our agreement for them to come and to the improvements.

Questions:

Ms. Edwards: When is the County mow the Fred George area?

Terry: Have not made contact with manager from the County Maintenance Dept. Following up.

Deborah: A Special Assessment for the Road Fund was done 2019. Section 4 says these are applicable to that year only.

Terry: We do not have a special assessment going after 2019.

Clay: Believes the Road Fund was a special assessment in 2019, then stopped and we increased standard annual assessment to \$475. Two different things.

Deborah was asked to put her question in writing to the Board, since she seemed that she needed more explanation. [The question has not been received as of 12/5/21]

Barbara C.: Is the Board now 9 members? JK: Yes, for 2022-2023

Terry: Did we receive \$400 Estoppel for the foreclosure? Clay: Yes

Terry: What's the status of the Moore property?

Clay: Should hear in a couple of weeks and the list of violations has been sent to US Bank.

Barry: We need to update the By-Laws next year. We have a mandate [after passing the C&R updates] to make some positive changes. The board needs to do this in an effective manner.

All: Agreed.

Meeting End Target 8:15 p.m.



Huntington Estates Homeowners Association

P.O. Box 180398, Tallahassee, FL 32318



November 24, 2021

Dear Elected Board Members,

Congratulations on being elected to the HEHA Board of Directors (BoD)! Here is some information that will help you be prepared for a better active participation.

You need to read and routinely refer to the following items, whose links are in the “[Governance](#)” tab of the [HEHA website](#) at <http://www.huntingtonestateshoa.org>.

1. [Florida Statute 720](#)
2. [Articles of Incorporation](#)
3. [C&R Updates 090321 \(Interim comparison - Effective 2025\)](#)
4. [By-Laws](#)

Clay Whittaker or myself can brief and show you how to navigate within the [HEHA website](#), which contains most of the HEHA documents, information and forms.

On the first Quarterly meeting of the Board, January 11, 2022 you can volunteer and/or select the officers for the 2022 year. In addition, we plan to pair Board members as in each officer and committee chair position, so that each office has a backup that learns and is capable to step in to conduct the routine tasks of the positions. It is likely that your inputs/participation will be to several committees but, going forward, we want to officially designate at least two Board members to be the leaders/planners for that position.

Officer positions:

* President	_____	Vice President	_____
* Treasurer	_____	Assist. Treasurer	_____
* Secretary	_____	Assist. Secretary	_____

Committee Chairs:

* Architect Control	_____	Assist. ACC Chair	_____
* Maintenance	_____	Assist. Maintenance	_____
* Nominations	_____	Assist. Nominations	_____
* Recreation	_____	Assist. Recreation	_____

The BoD meets via zoom once monthly, usually the second Tuesday of the month at 6 p.m. In between, we usually spend a minimum of 2 hours per week working on position tasks. A brief description of duties follows.

Best Regards,

Carlos
HEHASecretary@gmail.com

The Law of Florida Homeowners' Associations

(Excerpt From Chapter 3- 5 - Peter Dunbar, Esq. 10th Edition 2014-2015)

4.1 General. The Homeowners' Association can only carry out acts through its Officers and agents. The Board of Directors makes the policies for the Association, but the Officers and agents carry out these policies and administrative functions for the community.¹

Some of the Officers are entirely clerical or ministerial while others carry out substantive functions based on the policies established by the Board. All of the Officers of the Homeowners' Association have a fiduciary relationship to the Members of the Association. The Officers have an affirmative obligation to act with utmost good faith towards the Association and cannot deal in the funds or the property of the Association to their own advantage.²

3.6 Fiduciary Relationship. The Members of the Board of Directors and each Officer of the Homeowners' Association have a fiduciary relationship with the Members of the Association.⁴⁰ The fiduciary relationship imposes obligations of trust and confidence in favor of the Association and its Members. It requires each member of the Board to act in good faith and in a manner he or she believes to be in the best interests of the Members of the Association. It means the Board Members must exercise the care and diligence of an ordinarily prudent person when acting for the community, and it requires each of them to act within the scope of their authority.⁴¹

Directors and Officers of the Association must devote enough time and effort to the performance of their duties to ensure that they are reasonable and faithfully carried out on behalf of the Association. The fact that the Homeowners' Association is a corporation not for profit, or that the Members of the Board are volunteers and unpaid, does not relieve them from the standards of trust and responsibility that the fiduciary relationship requires.⁴² When confronted with an issue involving special expertise such as a question of law, building or construction matters, insurance or accounting questions, or other similar issues, the law also contemplates that the Board of Directors or an Officer will seek the appropriate advice of a professional considered competent in the field and rely upon that advice provided.⁴³

4.

2 Election of Officers. The Officers of the Homeowners' Association are elected, or appointed, by the Board of Directors. The Officers are elected by a majority vote of the Board of Directors,⁶ and the Board is permitted to conduct the election for Officers by secret ballot.⁷ When the bylaws or the Board of Directors allows, any duly appointed or elected Officer of the Homeowners' Association may appoint one or more Officers or assistant Officers.⁸

4.3 President. The President of the Homeowners' Association is traditionally vested with all the powers generally given to the Chief Executive Officer of a corporation.⁹ While specific bylaw provisions may vary the president's duties, it is generally presumed that he or she will preside at all meetings of the Board of Directors and the Membership.¹⁰ The President will execute contracts approved by the Board and other documents in the name of the Association as its agent. When signing documents, the president should indicate the capacity in which he or she is signing to avoid any personal liability since the President's signature, under most circumstances, will bind the Homeowners' Association under the doctrine of inherent powers.¹¹

The President also assumes general charge of the day-to-day administration of the Association and has the authority to authorize specific actions in furtherance of the Board's policies. As Chief Executive Officer, the President serves as spokesperson for the Board of Directors in most matters relating to general Association business.¹² Like all Officers of the Association, the President has an affirmative duty to carry out the responsibilities of the office in the best interests of the

Association. The President serves at the will of the Board of Directors and can be removed with or without cause at any time by majority vote of the full Board.¹³

The president does have the inherent authority to appoint committees to advise him and to advise the Board. The president also has the authority to appoint certain Officers to assist him with his duties such as vote tellers, inspectors of elections, sergeants at arms, and a temporary secretary or recorder unless the bylaws otherwise make some provision for selection of these positions.¹⁵

4.4 Secretary. The bylaws of the Board of Directors are required to delegate to one of the Officers responsibilities for preparing notice for all meetings of the Board and the Membership and authenticating the records of the Association.¹⁶ Customarily, such responsibilities are delegated to the Secretary. The position of Secretary is not simply a clerical position, however. In many cases, the Secretary will not actually keep the minutes of the meetings but will be responsible for obtaining someone who will do so as a Recorder or Assistant Secretary. As the custodian of the minutes and the other official records of the Association, the Secretary is responsible for ensuring access to those records by Members and their authorized representatives.¹⁷

The Homeowners' Association is authorized to adopt and use a "corporate seal."¹⁸ When the Secretary has been delegated the responsibility for authenticating records of the Homeowners' Association, the verification customarily occurs by affixing the Secretary's signature and placing the corporate seal on the appropriate document. By example, when the signature of the President binds the corporation, the Secretary, as custodian of the seal, verifies the President's authority. The Secretary does so by signing or attesting to the President's signature and placing the corporate seal on the appropriate document.¹⁹

4.5 Treasurer. The Treasurer is traditionally the custodian of the funds, securities, and financial records of the Association. When the Association has a manager or other Employee that actually handles the funds, then the Treasurer's duties will include overseeing the appropriate Employees to ensure that the financial records and reports are properly kept and maintained. Unless the bylaws otherwise specify, the Treasurer is responsible for coordinating the development of the proposed annual budget and for preparing and giving the annual financial report²⁰

The Treasurer does not have the authority to bind the Association or the Board of Directors when dealing with third parties unless the Board has provided express authority for the Treasurer to do so.²¹ As with the Association's Secretary, the Treasurer does not have to actually perform the day-to-day record-keeping functions of the Association, but the Treasurer will ultimately be responsible to make sure that the financial records of the Homeowners' Association have been maintained properly in accordance with good accounting practices.

4.6 Vice President. The Vice President of the Homeowners' Association is vested with all of the powers which are required to perform the duties of the Association President in the absence of the President.²² The Vice President does not automatically possess inherent powers to act in the capacity of chief Executive and may act for the President only when the President is actually absent or otherwise unable to act.²³ The Vice President may assume such additional duties as are defined or assigned to the office by the Board of Directors of the Association.²⁴

4.7 Registered Agent and Office. [In 2021 HEHA designated its attorney as the Registered Agent.] The Registered Agent is a ministerial Officer of the Homeowners' Association, and it is an Officer that is required of all corporations in Florida.²⁵ In addition to naming a Registered

Agent, each Homeowners' Association must also maintain a registered office for the corporation, although it does not need to be the same as the Association's place of business.²⁶ The Registered Agent receives all formal service of legal papers on behalf of the Association, including all lawsuits.

4.8 Other Officers. The Homeowners' Association shall have such other Officers as are provided for in the articles of incorporation, and such Officers and assistant Officers as may be authorized by the Association bylaws or the Board of Directors.²⁹ Other Officers may include an Assistant Secretary, additional Vice Presidents, or other positions which will serve merely as agents to carry out specific Association responsibilities. These other Officers will help divide the responsibilities of the Association into manageable categories, and each office can be assigned specific authority by the Board of Directors to carry out the assigned duties and responsibilities.³⁰

The responsibilities of supplemental Association Officers may include the authority to sign liens, demand letters, and checks for the Association. They may include the authority to manage the day-to-day maintenance responsibilities for the Association or other specific activities sanctioned by the Board.³¹ Custom allows third parties to rely on Agents and Officers of the Association. A commitment made in the normal course of business by Agents and Officers may bind the Association. (See 4.9.) When creating additional offices, the Board should specify in writing, the scope of authority for the office and the specific duties and responsibilities of the Officer. The limits imposed upon the Officer's authority should also be expressed.

4.9 Scope of Authority. The Officers and Agents of the Homeowners' Association must carry out their duties within the scope of authority conferred upon the office.³² The relationship between an Officer and the Association is that of Principal and Agent.³³ When the Officer is acting on the Homeowners' Association's behalf and within the scope of his or her authority, the Association is bound by the acts of the Officer or agent.³⁴ Individual Association Members or Members of the Public-at-Large acting in good faith may rely on the "real" or "apparent" authority of an Officer to bind the Homeowners' Association.³⁵

The "real" authority of an Association Officer is that which is expressly set out in the Association's bylaws or in resolutions of the Board of Directors and which is actually known to the party dealing with the Officer.³⁶ The "apparent" authority of an Officer is grounded in the doctrine of estoppel.³⁷ It arises when the Homeowners' Association allows or causes others to believe the Officer has such authority through its actions or representations.³⁸ It may exist or arise from the very nature of the office itself.³⁹ Through an Officer's authority, real or apparent, the Association makes its financial commitments, enters into contracts for service, and otherwise carries on the business of the Association.⁴⁰

4.10 Resignation and Removal. Any Officer of the Homeowners' Association may resign at any time by delivering his or her written resignation to the Association. The resignation is effective when the notice is delivered by the Officer unless the notice specifies a later effective date. When the resignation is effective at a later date, the vacant office may be filled before the effective date of the resignation provided the successor does not take office until the vacancy is effective.⁴¹

An Officer of the Association may be removed by the Board of Directors at any time, with or without cause, by a majority vote at a properly called meeting of the Board. An Officer or assistant Officer appointed by another Officer may likewise be removed at any time with or without cause of the Officer of the Homeowners' Association who made the appointment.⁴²

4.11 Compensation. Unless the community's governing documents authorize a fee or salary,⁴³ or unless a salary or other compensation is approved in advance by a majority of the voting

interests in the Homeowners' Association,⁴⁴ the Officers and Directors may not be paid for their service. These Officials are required to perform their duties on behalf of the Association without any fee or salary, and they may not benefit financially from their service to the Association in any way.⁴⁵

Although compensation is not permitted for Officers and Directors, individuals serving in these capacities may receive financial benefits accruing to other Members of the Homeowners' Association from the maintenance, repair, and replacement of the Association property⁴⁶ and from the recovery of insurance proceeds from policies maintained by the Association for the benefit of the Membership.⁴⁷ Officers and Directors are also entitled to reimbursement for out-of-pocket expenses incurred on behalf of the Homeowners' Association.⁴⁸

5.12 Annual Financial Report. Each year the Board of Directors must provide, by mail or personal delivery to all Members, a copy of the Association's annual financial report or a written notice that a copy of the report is available upon request at no charge to the member.⁵⁷ The Financial report must consist of financial statements presented in conformity with generally accepted accounting principles based upon the total annual revenue of the Association.⁵⁸

The Board of Directors is required to prepare the appropriate annual financial report within ninety (90) days after the close of the fiscal year of the Association,⁵⁹ and the Board must provide the report or the required notice of its availability to the Members of the Homeowners' Association within twenty-one (21) days of its completion.⁶⁰

An Association with total annual revenues between \$150,000 and \$300,000 is required to prepare compiled financial statements. [HEHA's annual revenues are below \$50,000.] Associations that have annual revenues of less than \$150,000 are only required to prepare a report of cash receipts and expenditures.⁶²

Committees:

Architect Control	Ensures the C&R and safety requirements are met in support of community and property values
Maintenance	Maintains common property in good repair and physical appearance
Nominations	Recruits candidates for annual Board of Director rotation elections
Recreation	Creates a positive atmosphere of community through selected activities