

WCA Board Regular Meeting at the Clubhouse

6:30 PM, November 13, 2025

<https://meet.google.com/ojw-yiqm-iot>

ARB

- 404 Waterwood Dr

WCA Meeting

- Welcome New Residents
- Approve WCA Board Meeting Minutes (8/26) (9/9)
- Chlorination Shed Roof
- Compost Area
- Compliance Procedure
- Committee Updates:
 1. Maintenance
 - Contours Contract (Dave H.)
 - Irrigation (Kelly T.)
 - Signs (Eric O.)
 - Sidewalks (Eric O.)
 - Storage Yard (Stevie K.)
 2. Finance
 3. Reserves
 4. Water
 5. Marina
 6. Restrictive Covenants
 7. Publicity
 8. Recreation
- Membership Q&A

EXISTING

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) directors, nor more than seven (7); however, the Board shall consist of an odd number. The initial Board of Directors shall consist of three (3) directors who shall hold office until the election of their successors as specified in Article VIII

Section 2. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Frank G. Proie	Sunset Drive Yalaha, Florida 32797
Robert Zahradnik	Sunset Drive Yalaha, Florida 32797
Carrie Zahradnik	Sunset Drive Yalaha, Florida 32797

Subject to the provisions hereof and of the Declaration and Association Articles of Incorporation, vacancies in the Board of Directors shall be filled by appointment by the remaining directors, any such appointed director to hold office until his successor is elected by the Members, who may make such election at the next annual meeting of the Members or at any special meeting duly called for that purpose.

Section 3. Anything in these By-Laws to the contrary notwithstanding, the Developer shall be entitled to elect to the Board of Directors a majority of the members thereof until such time as Developer has sold ninety-five percent (95%) of the Lots within both the Existing and all potential Additions to Existing Properties.

For the purposes hereof, in computing the number of Lots owned by Developer from time to time, any unplatted land now or hereafter owned by Developer and lying adjacent to the Existing or Additions to Existing Property, as defined in the Declaration, shall be considered to contain the maximum number of Lots allowable under the density provisions of the applicable zoning ordinance, as such provisions exist at the time of such computation.

EDITED VERSION

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) directors, nor more than seven (7), depending upon the number of volunteers willing to serve; however, the Board shall consist of an odd number. The initial Board of Directors shall consist of three (3) directors who shall hold office until the election of their successors as specified in Article VIII

Section 2. Subject to the provisions hereof and of the Declaration and Association Articles of Incorporation, vacancies in the Board of Directors shall be filled by appointment by the remaining directors, any such appointed director to hold office until his/her successor is seated at the conclusion of the next annual meeting of the Members or at any special meeting duly called for that purpose.

Early this year, the 2025 Nominating Committee unanimously voted to recommend an amendment to Article VII. Board of Directors to specify that the size of the WCA Board of Directors will be contingent upon the number of volunteers willing to serve. Consequently, the current Board of Directors seeks to put the recommended amendment up to a member vote prior to the start of the Nominating Committee's work to seat the next Board in March 2026.

The substantive change is very simple. The key sentence is Section 1. which will read as follows should the amendment pass:

Section 1. The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) directors, nor more than seven (7), depending upon the number of volunteers willing to serve; however, the Board shall always consist of an odd number of members (i.e. either 3, 5 or 7).

In addition to this change, obsolete language pertaining to the Developer has also been removed. A comparison of the full original Article VII and the recommended amended Article VII is provided in the attached document.

In order to consider this Amendment, a Special Meeting of the Members will be called on December 9. We are following the amendment process outlined in By-Laws Article XVII. AMENDMENT, Section 1 which reads as follows:

Section 1. These By-Laws may be amended, at any regular or special meeting of the Members, by a vote of two-thirds (2/3) of the Members present in person or by proxy, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in the Declaration.

Those wishing to vote by proxy should follow the bylaws:

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond the meeting for which it was given, and any adjournments thereof .. Every proxy shall automatically cease upon sale by the Member of his home, Lot, or other interest in The Properties.

Given that the recommendation was advanced unanimously by last year's Nominating Committee, we do not anticipate that this amendment will be controversial. We hope that each of you will review the recommended amendment and attend the Special Meeting or vote via proxy.

WCA Board of Directors