

COVERED BRIDGE ASSOCIATION, INC.
BOARD OF DIRECTORS MEETING MINUTES
November 19, 2024

The meeting was called to order by Ron Cobert at 10:03am.

Pledge of Allegiance, and a moment of silence.

ROLL CALL – In attendance, Ron Cobert, Gene Fischer, Kathy Gray, Leigh Russ, Phyllis Klase, Frank Brown, and Jim Moore via phone.

NEW RESIDENTS – none

PREVIOUS MINUTES

In the interest of shortening the meetings, we will skip reading the prior month’s minutes and have required the Board Members to have read those minutes prior to this meeting. A copy of the monthly minutes is always posted on the bulletin board by the handicapped bathroom door. On a motion made by Ron Cobert and seconded by Kathy Gray the motion passed with all attending members voting aye.

TREASURER’S REPORT – Kathy Gray

The Treasurer’s month-end report was not available from the CPA at the time of the meeting but turned in afterwards. A copy of which is attached and made part of these minutes.

As of January, we will have a new CPA. A letter will be mailed out with the new mailing address of our HOA. The 2024 Christmas Sale in November made \$1,666.65, gross profit. The breakdown follows...

Trees	\$140.35
Bake Sale	\$525.50
Clothing	\$160.50
Jewelry	\$122.00
Cashier	\$718.30

Total 2024 Christmas Sale \$1,666.65

Budget projections for next year are as follows: Operating Income \$474,061.25 and Operating Expense \$463,684.96. Our HOA fees will be increased to \$102 per month so we can actually pay our bills. We have a spreadsheet showing the projected expenses we will incur, and we all know they are going up. All board members have been provided with copies of this budget (both PDF and Microsoft Excel spreadsheets), and we will vote on it in our December meeting.

Cheryl Atchley has a special deal with a company that will come in and trim Covered Bridge’s palm trees. While they are here, they can also trim residents’ trees at a special rate. Contact Cheryl if you are interested in their service while they are in Covered Bridge. They will be here sometime in December.

PRESIDENT’S COMMENTS – Ron Cobert

We are starting to see more and more of our Northern snowbirds return for the season. Welcome back.

We just had our annual Christmas sale last weekend. The attendance was down from previous years, but we still managed \$1,666 sales income.

Yes, it is a lot of work from our volunteers, but everyone seems to enjoy their efforts. I was disappointed to hear Donna, two other women and one man were the only people to show up at the compound to haul all the totes down to the clubhouse. More people showed up after that to empty the totes and put everything on

display. I was pleased to see more residents show up after the sale to pack, haul the totes back to the compound, and then to clean up the clubhouse. Again, thank you all who were involved and especially to our fine baker ladies who always fill our bakery section with their finest. The bakery is always a big attraction and not many customers walk out the door without a “goodie”.

Where are our volunteers? Gone are the days of 30-40 people showing up for workday. A month ago, we didn't have enough show up to clean the clubhouse and rec room, resulting in our cleaners coming in and doing an extra cleaning, which is an additional \$150 cost to Covered Bridge.

Next month's Board meeting, Dec 17th, the residents who have turned in accepted applications for the 2025 BOD, will have a three (3) minute time-period to introduce themselves, their qualifications, and reasons to run for a Board position. Their applications had to be submitted to the Elections Committee no later than 4:00pm on November 15th, and they shall submit a resume of experience to be printed in the December 2024 issue of the Covered Bridge Echoes.

There is a faction of residents telling the Board and Election Committee that the Rules of Covered Bridge Residency are not in compliance with state statutes, that would result in rejection of an individual's right to run for a board position. Researching this I have found our Covered Bridge By-laws Article IV, Section 2 states, “Requirements to run for the BOD include: ‘Must be a full-time resident for a minimum of one year and must be in good standing with the community’.” Florida statute 720.306 (9)(a) states “Except as provided in paragraph (b), all members of the association are eligible to serve on the board of directors.” Our recently adopted (Sep 2024) “Covered Bridge Association, Inc/Rules for Election and Board Vacancies” also states the same as the state statute 720's. FL State Statute 720 overrules our Covenants and our By-laws.

This means our By-laws need to be changed to reflect Florida Statutes wording. The Board will be prepared to make the necessary By-law change at the December BOD meeting. A few members of the community do not believe the Board or the Election Committee understands the meaning of the 720 statutes and strongly asked for a residency determination by our HOA lawyer. I contacted him, explained the situation and asked him to render a decision and provide a copy to the Board. Since everything we get from the lawyer is privileged and confidential, I now need a board vote to read this correspondence from the lawyer dated Nov 13, 2024. May I have a motion? Phyllis Klase made the motion to read aloud the lawyer's correspondence, seconded by Kathy Gray, and the motion passed with all attending members voting aye.

Ron Cobert began reading correspondence from the lawyer, but attendees claimed they could not understand what he was reading. Leigh Russ began reading,

Dear Ron:

It was a pleasure speaking to you. I have been asked to render an opinion as to whether a member must be “a full-time resident for a minimum of one year” before she or he is eligible to run for a position on the Board of Directors, as stated in Article IV § 2 of the Bylaws. This residency provision was added to the Bylaws via amendment approved on Nov 21, 2017. Prior to that amendment there was no residency requirement listed in the Bylaws.

In analyzing this issue, I have reviewed Covered Bridge's Articles of Incorporation, Bylaws and Declaration of Restrictions, as the same has been amended from time to time. I have also reviewed the Homeowners Association Act (Chapter 720 Fla. Stat.) and applicable case law. In my opinion, a member does not have to be a resident in Covered Bridge for any period of time in order to be eligible to serve on the board of directors. I have arrived at this point for two reasons.

First, Article VIII of the Articles of Incorporation directly contradicts Article VI § 2 of the Bylaws. It states:

The business affairs of this corporation shall be managed by the Board of Directors, **who need not be members nor residents** of property within Covered Bridge.

(emphasis added).

Where there is a conflict between an association's Bylaws and its Articles of Incorporation, the Articles of Incorporation control. *Potts v. Shell Island Beach Club Association, Inc.*, Fla. D.B.P.R. Arb. Case No. 09-02-0900, *2 (Sept. 2, 2009) ("In instant case the articles of incorporation clearly provides for a one-year term and the bylaws provide for staggered, two-year terms. Such a conflict cannot be reconciled...Section 617.0206, Fla. Stat., provides guidance as to how a conflict between the articles of incorporation and bylaws should be interpreted, stating: "...The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.* Based upon the prior arbitration case law and § 617.0206, Fla. Stat., the articles of incorporation control.**).

Second, even if the Articles of Incorporation did not contradict the Bylaws, the latter's residency requirement violates the Homeowners' Association Act. § 720.306(9) of which states that "all members of the association are eligible to serve on the board of directors" unless they are 90 days delinquent of the payment of a monetary obligation or have committed a felony and have not had their civil rights restored. No association may impose additional eligibility requirements contrary to this statute. *Moore v. The Park Homeowners Association, Inc.*, Fla. D.B.P.R. Arb. Case No. 15-03-14417, *4 (Dec. 21, 2015) ("The controlling statute, section 720.306(9). Florida Statutes, provides, absent the two disqualifying factors described above, that any member may nominate himself or herself. Therefore, the nominee residency requirement of Section 3, of Article IV of the Association's Bylaws conflicts with section 720.306(9), Florida Statutes, **rendering the Bylaw's residency requirement void and unenforceable**. Petitioners' nominations for election to the board should not have been rejected and a new election will be required.") (emphasis added).

For the foregoing reasons, I do not believe that a member of Covered Bridge Association, Inc. need have been a resident for any period of time in order to be eligible to run for and serve on the board of directors.

Ron Cobert commented the way he read this letter, you do not have to be a resident of one year, anyone can run for the board, and that's the lawyer's decision.

COMMITTEE REPORTS

ARCHITECTURAL – Ron Cobert – One home painting approved and one front porch screen approved.

BUILDINGS –Rick Nelson – Here is my list of items completed since our last meeting:

- Adjusted clubhouse light timers for Daylight Savings Time
- Workday efforts:
 - Clean outside walls of clubhouse & rec room
 - Replace screen in pool sitting area
 - General cleaning in clubhouse & rec room
 - Pick up brush outside of bridge area and place on Peachtree for pick up
- General maintenance / checklist items
 - Monthly overview of buildings
 - Check restrooms
- Tear down after Christmas sale

GROUNDS – Alan Drake – I thank Tim Ferguson and Rick Nelson for filling in for me while I was out of town for a couple of months. We put up a new yield sign at the entrance to Covered Bridge from Lake Francis Rd. There is a lawn mower in the compound that needs to be moved out as it is non operable and there is not enough room in the compound to store. I have contacted two more companies that do asphalt to repair a couple of areas on the roads that are larger areas than the ones where we used concrete to fill in.

POOL – Gene Fischer – Getting a lot of complaints about people putting too much sun tan lotion/oil on and getting right into the pool. It is best to put the oil on about 30 minutes prior to getting into the pool, and shower prior to getting in the pool to reduce the “oil slick”. I talked to the pool contractor Monday morning. He said by the end of the week he would give me a definite time when they can get started. The repairs will take about four weeks. Timewise, it is about the same as the last repair which only lasted about a year. Heartland Pool Service said they would never use the coating that was used in last year’s repair. If we don’t take care of it now, it could compromise what is under the current coating.

COMPOUND – Gene Fischer – We have new locks and keys. The locks are interchangeable right now, with the old lock and the new lock you can get in and out of the compound. If you have a problem, just give me a call. On December 20th, we will take the old locks off and you will need a new key. Make an appointment with me, and I will go to the office with you so you can update your information or set you up for the first time.

CARRING CONNECTIONS – Linda Carl – Everyone was great; we got lots and lots of canned goods and some hygiene items. We should have a good amount to donate to people here in the community or to a charity. The only thing is that if you know of someone in Covered Bridge that needs help with some of the items collected, please put the name and address in a sealed envelope with my name on it and put it in the office mailbox. We will see that they are taken care of. This is going through November 30th.

ELECTION COMMITTEE – Joan Terrell – There will be three positions to be voted on for the BOD. We have 5 nominees: Norman Boucher, Connie Charles, Lynn Nelson, Philip Prieur, and Leigh Russ.

The nominees will be present at the December meeting to speak about their qualifications and reasons for choosing to be on the Board.

Elections will be held on the first Monday in January; January 6, 2025. Voting will run from 8am to 1pm. After 1pm voting will be closed and the only people in the building will be the election workers and a representative for each nominee. Since the count process may be lengthy, the Homeowners meeting may have a late start. The Board may want to consider changing the time to 3pm instead of 2pm, that’s the Board’s call.

Residents coming to vote will be asked for a photo ID, because there are so many residents we do not know here. An election worker will check your name off on the list of eligible voters. You will then be asked to fill out the sign-in sheet before being given a ballot.

Absentee ballots may be obtained from Elain Orr. Please follow the instructions that accompany the ballot. Absentee ballots must be received by the election committee prior to January 6th. If you have any questions regarding the process, please see or call Elaine. Be advised that if you are given an absentee ballot, you will not absolutely not be eligible to vote in person on election day.

An Aside to the nominees – unfortunately there is an error in the letter that each of you received from me. The letter states the board meeting is December 19th, it is actually December 17th. Thank you, Linda Boucher, for calling that to my attention. If you have any questions, talk to me after the meeting.

FAIR – Donna Palmatier – The Christmas Sale was a little slower, but we only made \$100 less than last year. I am very proud of all my volunteers. I am requesting men to step up and give these ladies a helping hand. A resident asked what date the annual fair will be, and Donna responded she will be asking the Board if the second Saturday in February will be ok. The third Saturday includes the Valentines Day Dance, so we cannot tie up the clubhouse during that time.

NEIGHBORHOOD WATCH – Bob Evans – no report

RESIDENCE MAINTENANCE COMMITTEE – Sharon Dougan – I am looking for three more people to join this committee. Lynn Nelson has resigned. If you believe it is important as a resident of Covered Bridge that people live up to the rules and regulations, please join this committee. I need your support. This month we have had 9 violations. They have not been mailed out yet. Frank Brown is our Board representative. He placed phone calls to various people, and they indicated that they would take care of the properties. After 15 days, I will drive by the properties to see if in fact they did. If they did not take care of it, then they will be sent the “friendly letter”. Several residents responded with “you should do this” or “you should do that”. Sharon responded with “I hear you.” A resident walked up to the microphone and began to tell Sharon how the process should work,

as if the current process is different from what she described. Then several other residents also began speaking out of turn with negative remarks. One resident commented that Sharon working in this committee is a conflict of interest since she is a realtor and wants to make sales. Sharon turned to the Board and asked if the Board agrees with that comment.

Ron Cobert responded that we have in our covenants that properties must be kept in good condition; no unsightly conditions such as weeds, hanging gutters, anything that needs to be done. There are quite a few properties that have mold that needs to be taken care of, and the Board personnel just do not have the time to be associated as I have in the past. The Board just doesn't have the time. The covenants let us create a Residence Maintenance Committee which Sharon stepped up and said she could take over, saving work from the Board members. She is doing that with her committee, going around looking at properties that need to be repaired, and we all know that there are quite a few of them out there. No one wants to receive that letter, but in some cases, it needs to be done. She needed a Board representative, and I have asked Frank Brown to take care of that. Frank oversees their committee. There is nothing that says pictures of violations are required. In my looking into it lately and some complaints, I think it (the "nice" letter) probably is against our covenants. So we should drop that particular letter and go straight to the letter the lawyer has prepared for us.

Sharon responded that is the first she has heard of this. Ron explained that this just happened recently. Frank Brown read the first paragraph of the Covenants, Article VII "If the Association in its sole judgment determines that the exterior of any lot and all of its facilities is not being maintained properly, it may notify the owner of such lot in writing, specifying the nature of the condition to be corrected, and if the owner has not corrected same within thirty (30) days after date of said notice, the Association, in its sole option and election, may correct such condition. Such corrective measures may, without limitation, include the painting, repairing and replacing of roofs, gutters, downspouts, exterior walls and building surfaces, exterior boundary type walls, trees, shrubs, grass, walks and other exterior improvements."

One resident asked why there is not a phone call as the first contact concerning the violation. Sharon responded they did make calls with the 9 residents as she reported today. And we have yet to see results. I will drive by those properties approximately Nov 28th or 29th. Some people do not answer their phones, so how do we know who got the message or not? It is a very thin line between making someone happy or deeply offending them. One resident asked for the "nice letter" to be read aloud. Ron Cobert reminded residents this letter will no longer be used. Sharon asked if everyone understands this letter will no longer be used. A resident, again, objected to the letter and stated how she thinks the notification process should be addressed. Discussion continued to be chaotic and disruptive. There were many residents conversing with each other and the meeting became unorganized, and no progress was made.

Ron stopped the discussions to inform residents he spoke with the other Board members, and the Board is in favor of stopping this meeting. We can set up a separate meeting for this committee just to discuss this topic. Ron asked the Board members if everyone liked that idea and each member responded in favor. We will set up a time and put it on Facebook, and have everyone come in and we can discuss this.

Mike Kratt walked up to the microphone out of turn to talk about another/other subject(s). Ron Cobert explained to Mike that he is not on the agenda. We had a lot of people requesting to be on the agenda this month and we did not put them on. Mike would not sit down, and Ron asked him to please do so. He still would not walk away from the microphone.

ADJOURNMENT: To stop the chaos, Ron Cobert asked the Board members if all were in favor of closing this meeting early due to so many residents talking and disrupting the meeting. Motion passed with all attending Board members voting aye.

Respectfully submitted, Leigh Russ