



**Winding Cypress Homeowners Association Board of Directors  
May 16, 2023, 6:00 PM Special Members' Meeting  
DRAFT Minutes**

**Location:** 7180 Winding Cypress Drive, Naples, Florida – Amenity Center (Event Room)

**Meeting Called to Order:** The meeting was called to order by President Powell at 6:00 PM.

**Proof of Notice:** John Roland confirmed the meeting was properly noticed according to the state statute (see attached).

**Establishment of Quorum:** All board members present - William “Bill” Powell, Bill “BC” Bell, Dr. Michael Boriss, Kay Ballard, Steve Shedd (also present: Steve Harshman, Seacrest Regional Manager, John Rowland, Property Manager, Jade McKim, Asst Property Manager. 400 proxies attained (electronic and hard copies). 30% required quorum met.

**Disposal of Minutes of the last Members' meeting:** There were no minutes approved.

**Officer Reports:** There were no officer reports on the agenda (the business at any Special Members' meeting shall be limited to the items specified in the notice of meeting).

**Committee Reports:** There were no committee reports on the agenda.

**Unfinished Business:** There was no unfinished business on the agenda.

**New Business:**

- A. Discussion and vote on the proposed amendment of Sec 14.3 of the Declaration of Covenants, Article VIII, Section C of the Articles of Incorporation, and Section 9.3 of the Bylaws.
  1. Bill reiterated what the threshold vote is about, why it's important, and the challenges the HOA faces in making changes. Bill read a statement (see attached).
  2. BC said 400 member households have voted. 8 out of 10 voted “yes”. We are 195 votes short of the 511 yes votes required.

**Member Comments, Opinions, Questions RE Agenda Item(s):**

No owner comments.

**Action Item(s):**

- A. **Vote:** A motion was made by Mike Merola to extend the voting window. Motion was seconded by Jayne Shedd. Majority of members present agreed (demonstrated by show of hands).

**General Member Comments, Opinions, Questions:**

- A. “How many votes per household?” BC: one.
- B. “The documents we want to amend; what does that encompass? I’ve seen changes, like the gate guards, that was not a vote.” BC: *Long-term landscaping and access company contracts are decided by a board vote, and we do that in front of you. The board can’t change anything that’s spelled out in our governing documents; that requires the community to vote, and 511 must vote yes.*

**Adjournment:** There was no adjournment, as the vote was not completed, but extended. The Members' Meeting will reconvene within 90 days. Meeting "ended" at 6:18 P.M.

Respectfully submitted,

Signature:

\_\_\_\_\_  
Dr. Michael Boriss, Board Secretary

DRAFT

**NOTICE OF MEETING OF THE MEMBERS  
OF  
WINDING CYPRESS HOMEOWNERS ASSOCIATION, INC.  
A Florida not for profit corporation**

**TO ALL MEMBERS:**

**NOTICE IS HEREBY GIVEN** that a Special Meeting of the Members of Winding Cypress Homeowners Association, Inc. (the "Association") will be held at the following date, time and place:

Date:

Time:

Address: Winding Cypress Clubhouse – 7180 Winding Cypress Drive, Naples, FL 34114

**AGENDA FOR SPECIAL MEMBERS' MEETING:**

1. Call to Order
2. Proof of Notice
3. Establish Quorum
4. New Business:
  - a. Discussion and Vote on the Proposed Amendment to Section 14.3 of the Declaration of Covenants, Article VIII, Section C of the Articles of Incorporation, and Section 9.3 of the Bylaws – Amendment Threshold
5. Adjournment

Dated \_\_\_\_\_, 2023

**BY ORDER OF THE BOARD OF DIRECTORS**

Sign: \_\_\_\_\_

Print Name: \_\_\_\_\_

Position: \_\_\_\_\_

**LIMITED PROXY  
WINDING CYPRESS HOMEOWNERS ASSOCIATION, INC.**

The undersigned Owner/s of address \_\_\_\_\_ located in Winding Cypress, hereby appoints (check one):

\_\_\_\_\_ (a) Bill Powell, President of the Association, on behalf of the Board of Directors; or

\_\_\_\_\_ (b) \_\_\_\_\_ (if you check (b), write in the name of your proxy)

as my/our proxy holder to attend a Special Members Meeting of **Winding Cypress Homeowners Association, Inc.**, to be held on **(date) at (time)** located at the **Winding Cypress Clubhouse – 7180 Winding Cypress Drive, Naples, FL 34114**. Failure to check either (a) or (b) above, or failure to write in the name of your proxy, shall be deemed an appointment of the President as your proxy holder and to cast your vote as specifically instructed below. The proxy holder named above has the authority to vote and act for me/us to the same extent that I/we would if personally present, establish quorum, with power of substitution and adjournment, except that my/our proxy holder's authority is limited as indicated below.

For your vote to be counted on the following issues, you must indicate your preference in the blank(s) below. I/WE SPECIFICALLY AUTHORIZE AND INSTRUCT MY/OUR PROXY HOLDER TO CAST MY/OUR VOTE IN REFERENCE TO THE FOLLOWING MATTERS, AS INDICATED BELOW:

**1. Amendment to Section 14.3 of the Declaration of Covenants, Article VIII, Section C of the Articles of Incorporation, and Section 9.3 of the Bylaws.**

The Board wishes to amend Section 14.3 of the Declaration of Covenants, Article VIII, Section C of the Articles of Incorporation, and Section 9.3 of the Bylaws concerning the amendment thresholds for these documents. The current approval threshold requires 2/3 of the entire community to approve an amendment to these documents.

The Board seeks to reduce the approval threshold as follows: (1) at least a majority of the entire membership must vote either in person, via proxy, or electronically and (2) out of those voting, a majority of those voting must approve the proposed amendment. Reducing the approval threshold will allow the community to further amend the documents to remove Developer references which are now unnecessary as well as adopt, amend, or remove restrictions based on what is best for the community.

The proposed amendment has been enclosed with this limited proxy for your review. Do you approve the proposed amendment of Section 14.3 of the Declaration of Covenants, Article VIII, Section C of the Articles of Incorporation, and Section 9.3 of the Bylaws? **The Board recommends voting "In Favor"**.

_____ <b>In Favor</b> _____ <b>Against</b>
--

**PLEASE SIGN AND DATE THE PROXY IN THE SPACE PROVIDED BELOW**  
*(Signatures of Owner/s or Designated Voter/s)*

Signature of Owner: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_

**THIS PROXY IS REVOCABLE BY THE UNIT OWNER AND IS VALID ONLY FOR THE MEETING FOR WHICH IT IS GIVEN AND ANY LAWFUL ADJOURNMENT. IN NO EVENT IS THE PROXY VALID FOR MORE THAN NINETY (90) DAYS FROM THE DATE OF THE ORIGINAL MEETING FOR WHICH IT WAS GIVEN.**

**Substitution of Proxy**

The undersigned, appointed as proxy above, does hereby designate \_\_\_\_\_ to substitute for me in the proxy set forth above.

Date: \_\_\_\_\_ Signature of Proxy: \_\_\_\_\_

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YOU MAY RETURN THIS PROXY TO THE ASSOCIATION, AS FOLLOWS:

VIA E-MAIL: (need email address)  
REGULAR MAIL Winding Cypress Homeowners Association, Inc.  
OR c/o Southwest Property Management  
HAND DELIVERY: 1044 Castello Drive  
Naples, FL 34103

**WINDING CYPRESS HOMEOWNERS ASSOCIATION, INC.**

A Florida not for profit corporation

**Proposed Amendments**

Additions are underlined.  
Deletions are ~~stricken through~~.

1. Proposed Amendment to Section 14.3 of the Declaration of Covenants:

14.3 Vote Required. Except as otherwise provided by law, or by specific provision of the Governing Documents, this Declaration may be amended if, at an Association meeting where a quorum has been obtained, the following conditions are met: (1) at least a majority of the Voting Interests must vote either in person, via proxy, or electronically and (2) the proposed amendment is approved by at least two-thirds (2/3) a majority of the Voting Interests who are present and voting either in person, by proxy, or electronically, provided that the text of each proposed amendment has been given to the Members with notice of the meeting.

2. Proposed Amendment to Article VIII, Section C of the Articles of Incorporation:

(C) ~~Vote Required. Prior to the Turnover Date, amendments shall be adopted by the Developer. Subsequent to the Turnover Date, a~~ A proposed amendment shall be adopted if, at an Association meeting where a quorum has been obtained, the following conditions are met: (1) at least a majority of the Voting Interests votes either in person, via proxy, or electronically and (2) the proposed amendment is approved by at least two-thirds (2/3) a majority of the Voting Interests who are present and voting either in person, by proxy, or electronically, at any annual or special meeting. As long as the Developer owns a parcel, an amendment to these Articles shall not be effective without the prior written consent of the Developer, which consent may be denied in the Developer’s discretion, provided, further, that regardless of whether the Developer owns a Parcel, no amendment shall be effective if it affects the Developer’s rights or alters any provision made for the Developer’s benefit. Amendment of these Articles requires prior written approval of HUD/VA as long as there is a Class “B” membership.

3. Proposed Amendment to Section 9.3 of the Bylaws:

~~9.3~~ Vote Required. Prior to the Turnover Dates, amendments shall be adopted by the Developer. On and subsequent to the Turnover Date, a A proposed amendment to these Bylaws shall be adopted if, at an Association meeting where a quorum has been obtained, the following conditions are met: (1) at least a majority of the Voting Interests votes either in person, via proxy, or electronically and (2) the proposed amendment is approved by at least two-thirds (2/3) a majority of the Voting Interests at any Annual or Special meeting who are present and voting either in person, by proxy, or electronically, provided that notice of the proposed amendment has been given to the Members in accordance with law. As long as the Developer owns a Parcel or other property in Winding Cypress, an amendment to these Bylaws shall not be effective without the prior written consent of the Developer, which consent may be denied in the Developer’s discretion provided, further, that regardless of whether the Developer owns a Parcel or other property in Winding Cypress, no amendment shall be effective if it affects the Developer’s right or alters a provision herein made for the Developer’s benefit. Amendment of these Bylaws requires prior written approval of HUD/VA as long as there is a Class “B” membership.

**PROOF OF NOTICE AFFIDAVIT**  
**Special Members’ Meeting**

STATE OF FLORIDA  
COUNTY OF COLLIER

The undersigned, as Property Manager for Winding Cypress Homeowners Association, Inc., being first duly sworn, deposes and states that the Notice of Special Members’ Meeting scheduled for \_\_\_\_\_, at \_\_\_\_\_, at the Winding Cypress Clubhouse – 7180 Winding Cypress Drive, Naples, FL 34114, was mailed to each owner at the address last furnished to the Association in accordance with the Bylaws of the Association and Florida Law, at least fourteen (14) days prior to the Special Meeting of the Members.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Sign: \_\_\_\_\_  
\_\_\_\_\_, CAM

The foregoing instrument was acknowledged before me by means of [ ] physical presence or [ ] online notarization this \_\_\_\_\_ day of \_\_\_\_\_, 2023, by \_\_\_\_\_, as CAM for Winding Cypress

Homeowners Association, Inc., the corporation described in the foregoing instrument and who is personally known to me and acknowledged executing the same under authority vested in her by said corporation and the seal affixed thereto is the seal of said corporation.

\_\_\_\_\_  
Notary Public, State of Florida

Print Name: \_\_\_\_\_

My commission expires: \_\_\_\_\_

DRAFT

Good Evening:

Our single item of business this evening is to conduct a members' vote on the Board's proposed amendment to lower the threshold requirement for votes required to amend the governing documents of our Homeowners' Association.

As you likely know from our previous informational sessions, including a presentation by the Association's Attorney Kyla Thompson (who is a Partner at Goede, DeBoest & Cross), we recommend that changes be made to our governing documents, including but not limited to the number of votes required to pass a change to those documents (i.e. "the threshold") going forward.

Based upon her extensive experience and expertise, Kyla routinely makes this recommendation to Associations as part of the turnover process from Developers. Not surprisingly and completely legitimately, Developers write governing documents to meet their own objectives (i.e. sell every home as quickly and at the greatest profit possible). We are proposing to lower the voting threshold to facilitate our ability to amend our documents to meet the Association's current needs rather than those of the Developer. First and foremost, Pulte will continue to be a party to Winding Cypress operations until references to the Developer in our governing documents are removed. Moreover, the current document language and format is now outdated and cumbersome for the Association to navigate.

Many homeowners have other things that command their attention; they are just happy to live here and have no interest in voting on HOA issues. There are many legitimate reasons for Homeowners not to vote on issues before the HOA Membership. For example, some



homeowners may not vote because they are too busy and have competing demands on their time. Some homeowners may not feel particularly strongly about an issue or two and, therefore, decide to "sit this one out". Still other homeowners simply prefer not to spend time in retirement conducting HOA business by voting. Consequently, getting sufficient numbers of homeowners to vote on any issue is always a challenge. (This is true in any HOA and the reason that our attorney recommended our proposed change in the voting threshold.)

Whatever their reasons for not voting, under our documents as currently written, 2/3 of the entire membership -- or 511 votes in favor are required (that's 2/3 of 766 homes at final buildout) to make any change to our governing documents, including simple but important technical changes like removing references to Pulte and eliminating the veto power that they currently still retain.

After listening to homeowner concerns about our initial proposal, we as your elected Board of Directors revised that proposal. Our proposed amendment is to change the voting threshold to a majority of the voting interests present -- whether in person, by proxy or by electronic voting in HOAst. What does this actually mean to us as a community? It means that, in order to make any changes, a majority of the entire membership must vote. Once passed that threshold, the majority of those casting a ballot will determine the outcome. Based upon the input that we have received, we believe that the reformulated initiative addresses the concerns of the Association members and best serves the needs of Winding Cypress.

Please turn your attention to HOA Vice President Bill Bell for a status report on the vote to date.