

**SOUTHTECH CHARTER ACADEMY, INC.**  
**SOUTHTECH PREPARATORY ACADEMY, INC.**  
**Annual Meeting Minutes**  
**September 15, 2022**

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**1. Call to Order at 6:00 PM.**

**Pledge of Allegiance**

**Roll Call – Board Secretary, Ayesha Edmond**

**Present:** Roger Dunson, Ayesha Edmond, Russell Feldman, Christina Grenga, Diane Heinz, Dan Heller, Robert Kesten, Suzanne Nicolini, and Tony Robinson

**Absent:** James Notter

**Quorum Confirmed**

**A. “Section Three, 3.3 Annual Meeting” \***

The Board of Directors shall meet annually at the principal office of the School, or at such place within the County of Palm Beach in the State of Florida, and at such time as the Board of Directors shall determine, except that such date shall not be a legal holiday. If the annual meeting is not held on the specific day, the Directors may hold a special meeting in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting. The Board of Directors shall set the date of the annual meeting approximately 90 days after the end of each fiscal year so that financial statements of such immediately prior fiscal year may be available for review at such annual meeting.

**2. Election of Directors**

**A. “Section Two, 2.2 Determining the Number of Directors” \***

The Directors annually at their annual meeting shall determine the number of directors, which shall be no less than 7 and no more than 15 and shall elect the number of Directors so determined. The Board of Directors will consist of at least one member from each of the following groups: (i) \ parents or guardians of school students; and (ii) members of the community including those with business, legal and financial skills if available. The Directors may, at any special or regular meeting by an affirmative vote of a majority of Directors then in office, increase the number of Directors and elect new Directors to complete the number so fixed, or they may, by a similar vote, decrease the number of Directors, but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more Directors. The Directors may by an affirmative vote of a majority of Directors then in office fill any vacancy or vacancies on the Board and may exercise all their powers notwithstanding any vacancy or vacancies in their number. All Directors shall hold staggered terms of office with elections three years from the time of their election and thereafter until their respective successors are chosen and qualified; provided however that one third of the initial Members be elected initially for a one year term; one-third of the Members be elected initially for a two year term, and; one-third of the Members be elected initially for a for a full three year term. The Director shall hold such office until said Director shall retire, resign, or be removed as a Director by the Board of Directors, as herein provided.

**B. “Section Two, 2.3 Resignation and Removal” \***

Any Director may resign by delivering a written letter of resignation to the Board Chairperson or to the School at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some time later. Any Director may be removed from office with or without cause by an affirmative vote of at least two-thirds of the Directors then in office. A Director

may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors.

**C. Introduction of candidates up for renewal to a three-year term through September 30, 2025:**

- Suzanne Nicolini
- James Notter

**Motion** to accept the term renewals for Board approval introduced by Robert Kesten.

**Second:** Diane Heinz

All in favor. **Motion carries.**

**3. Elections of Officers**

**A. Nominations of Nominating Committee**

The Nominating Committee met on August 30, 2022, and recommend that the Governing Board approve the following appointments for Officer positions:

- Chairperson – Russell Feldman
- Vice Chairperson – Suzanne Nicolini
- Treasurer – Dan Heller
- Secretary – Ayesha Edmond

The floor was opened for any additional nominations or comments. No other nominations or comments made.

**Motion** to present the slate as recommended by the Nominating Committee for Board approval introduced by Robert Kesten.

**Second:** Diane Heinz

All in favor. **Motion carries.**

**4. Installation of Directors and Officers – Russell Feldman**

**5. Board Member Recognition – Carla Lovett**

Russell Feldman and Dan Heller were recognized for serving on the SouthTech Schools Governing Board for 10 years and awarded years of service pins.

**6. Board Discussion – None.**

**7. Motion to Adjourn**

**Introduced by Robert Kesten at 6:05 PM**

**\* SouthTech Charter Academy, Inc., SouthTech Preparatory Academy, Inc. By-laws**

Minutes Prepared by: Lisa DeVine Approved by: Suzanne Nicolini Dated: 10/12/22  
Lisa DeVine Suzanne Nicolini