

SOUTHTECH CHARTER ACADEMY, INC.
SOUTHTECH PREPARATORY ACADEMY, INC.
Annual Meeting Minutes
September 14, 2023

1. Call to Order at 6:00 pm

Roll Call: Board Secretary

Present: Roger Dunson, Ayesha Edmond, Russell Feldman, Diane Heinz, Dan Heller, and Suzanne Nicolini

Virtual: James Notter and Tony Robinson

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, 2026:

- Dan Heller
 - **Motion** to approve a three-year term renewal for Dan Heller introduced by Diane Heinz
 - **Second:** Russell Feldman
 - All in favor. **Motion carries.**

3. Elections of Officers

A. Nominations of Nominating Committee

The Nominating Committee met on August 24, 2023, and recommended that the Governing Board approve the following appointments for Officer positions:

- Chairperson – Russell Feldman
 - **Motion:** Diane Heinz
 - **Second:** James Notter
 - All in favor. **Motion carries.**
- Vice Chairperson – Suzanne Nicolini
 - **Motion:** Diane Heinz
 - **Second:** Roger Dunson
 - All in favor. **Motion carries.**
- Treasurer – *OPEN*
 - Dan Heller has decided to step down from the Treasurer position after serving in this capacity for ten years. The Nominating Committee decided to leave this as an open position going into the annual meeting. Board members were asked if anyone was interested in taking on the Treasurer position. The Board discussed this and agreed that they would prefer to wait until the next meeting while they look for a new Board member who has a financial background. In the meantime, Ginger DeKalb, Accounting Manager for SouthTech Schools, will serve as the Treasurer.
 - **Motion:** James Notter
 - **Second:** Roger Dunson
 - All in favor. **Motion carries.**
- Secretary – Ayesha Edmond
 - **Motion:** Diane Heinz
 - **Second:** James Notter

- All in favor. **Motion carries.**

4. Reorganization of Finance Committee

- Tonight, we will be changing the formatting of the Finance Committee meeting to ensure that every Board member has the opportunity to hear all financial information prior to voting on financial items
- We will begin the regular meeting, then after the minutes are approved take a break for the Auditor's Report by Ken Smith from Keefe McCollough and Finance Committee Presentation from Ginger DeKalb, Accounting Manager of SouthTech Schools.

5. Board Meeting Dates

- Currently there are 10 meetings per year
- Staff recommendation to eliminate some of the meetings
- Board discussion
- **Motion** to eliminate the December, February, May, and July Board Meetings introduced by Suzanne Nicolini
- **Second:** Ayesha Edmond
- All in favor. **Motion carries.**


6. Board Member Recognition


- **Robert Kesten**
- **Dan Heller**

7. Board Discussion

8. Motion to Adjourn at 6:14 pm

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

 11/9/2023 - Russell Feldman,
Board Chair

 11/9/2023 - Lisa DeVine, Board clerk