



MARKUP #1 ->

any item at a nonemergency meeting unless the item was placed on the agenda included in the notice that was distributed for the meeting.

(g) Director Voting Rights. Each Director present and voting at a meeting shall have one vote on each matter presented to the Board of Directors for action at that meeting. No Director may vote at any Board meeting by proxy.

(h) Approval of Items of Business. An act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum of the Board is present is the act of the Board. A meeting at which a quorum of the Board is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting, or any greater number required by the Articles.

(i) Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the Directors who are not present at the time of the adjournment.

(j) Recording. No meeting of the Board may be electronically recorded unless and except to the extent permitted by an Operating Rule.

(k) Travel Expenses. No Board member shall be reimbursed by the Association for any travel expense he or she may incur to attend a Board meeting, Member meeting, committee meeting or other Association meeting, nor shall the Association directly pay for any travel expenses a Board member may incur to attend a Board meeting, Member meeting, committee meeting or other Association meeting. Each Board member shall be personally and individually responsible to pay for any such travel costs he or she may incur. For purposes of this paragraph, "travel costs" shall be deemed to include, without limitation, airline tickets, train tickets, automobile fuel, tolls, taxis, car service, lodging, meals, and similar expenses.

(l) Meal Expenses. Association funds shall not be used to pay for meals, food, or beverages for Board members, individually or collectively, when attending Board meetings or conducting Board or Association business, or in any other instance. Notwithstanding the foregoing, as deemed reasonable and appropriate by the Board, refreshments can be paid for and provided by the Association at any open session Board meeting and/or at any Member meeting for the benefit and enjoyment of all Association Members (including Board members) who physically attend such meetings.

Section 7.3 – Notice of Board Meetings.

(a) Requirements for Giving Notice to Directors. Regular meetings of the Board may be held without notice to the Directors if the time and place of the meetings are fixed by the

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE

BOARD & COUNSEL REVIEW

Sec. 7.3 (p. 24): Board meeting notice or agenda provision conflicts with California Civil Code §§ 4920 and 4930 (4-day advance notice with posted agenda and ban on off-agenda board action).

Statutory / Legal Reference: Cal. Civ. Code §§ 4920 & 4930

Statutory Comparison: Under Cal. Civ. Code § 4920, unless the governing documents require a longer period of notice, the association must give members notice of the time and place of a board meeting (along with the meeting agenda) at least four (4) days before any non-emergency open board meeting, and at least two (2) days before a non-emergency executive session board meeting. Legacy corporate bylaw provisions stating that "regular board meetings may be held without notice" or that special open board meetings may be called on 48-hour notice to directors alone are superseded. Furthermore, under Cal. Civ. Code § 4930(a), the board may not discuss or take action on any item at a non-emergency meeting unless the item was placed on the agenda included in the § 4920 notice.

CURRENT WORDING IN DOCUMENT:

- Notice of Board Meetings.

(a) Requirements for Giving Notice to Directors. Regular meetings of the Board may be held without notice to the Directors if the time and place of the meetings are fixed by the Third Restated Bylaws of Aspen Grove Condominium Association

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Pursuant to California Civil Code §§ 4920 and 4930, the Association shall provide all members with general notice of the time and place of each non-emergency open Board meeting - including the meeting agenda - at least four (4) days prior to the meeting (and at least two (2) days prior to any non-emergency executive session meeting). Except as narrowly permitted by Civil Code § 4930(b) - (d), the Board shall not discuss or take action on any item of business that was not placed on the posted agenda.

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