

Sec. C (p. 5): Governing document purports to authorize the Board of Directors to take official Board action outside of a noticed meeting by written consent signed by the directors, conflicting with the open-meeting sunshine mandate of Fla. Stat. § 720.303(2)(a)-(b).

Statutory / Legal Reference: Fla. Stat. § 720.303(2)(a)-(b)

Statutory Comparison: While general nonprofit corporations under Fla. Stat. § 617.0821 may act by unanimous written consent unless prohibited, Fla. Stat. § 720.303(2)(a)-(b) overrides general corporate law for Florida community associations by requiring that all Board meetings be open to all members with at least 48 hours' posted notice and owner right to speak on all agenda items. Taking formal Board action by written consent in the absence of a noticed meeting deprives owners of their statutory right to attend and speak prior to Board votes.

CURRENT WORDING IN DOCUMENT:

Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in performance of his duties. E. Action without a Meeting. The Board shall have the right -ALU The Association. Any action so approved shall have the same effect as though taken at a meeting of Directors.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Notwithstanding Fla. Stat. § 617.0821, pursuant to Fla. Stat. § 720.303(2)(a)-(b), all official actions and votes of the Board of Directors (other than emergency actions authorized by statute) shall be taken only at a duly noticed meeting of the Board open to all Members at which Members have the right to attend and speak on designated agenda items.

businesslike manner and available for inspection by Directors, Members and their authorized representatives during normal business hours at the principal office of the Association.

E. Order of Business. The order of business at annual meetings of Members, and, as far as practical, at other meetings of Members shall be:

- (1) Calling of the roll and certifying of proxies;
- (2) Proof of notice of meeting or waiver of notice;
- (3) Reading or waiver of reading of minutes of previous meeting of Members;
- (4) Reports of officers;
- (5) Reports of committees;
- (6) Appointment by Chairman of inspectors of election;
- (7) Election of Directors;
- (8) Unfinished business;
- (9) New Business;
- (10) Adjournment.

ARTICLE V

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

A. Number. The affairs of this Association shall be managed by a Board of no less than three and no more than seven directors who must be Members of the Association.

B. Term of Office. All Directors shall be elected for two (2) year staggered terms; Directors may succeed themselves. Board Seats # 1, 2 and 3 (presently held by Calvin Rollins, Kathy Grossman, and William Daugherty): "Two Year Term" commenced at the 2017 Annual Meeting, then every two years thereafter. Board Seats # 4 and 5 (presently held by Jennifer Maki and Bruce Sherman): "Two Year Term" shall commence at the 2018 Annual Meeting, then every two years thereafter.

C. Removal. Directors may be removed from office with or without cause by the majority vote of the total voting interests of the Association. If there is a death, resignation or removal of a director, his successor shall be selected as provided herein and in the Articles and he shall serve for the unexpired term of his predecessor.

D. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

E. Action Without a Meeting. The Board shall have the right