

Sec. 3.2 (p. 8): Clause unlawfully restricts candidate self-nomination or nominations from the floor in violation of Florida election statutes.
Statutory / Legal Reference: Fla. Stat. § 718.112(2)(d)4.a. & § 718.112(2)(b)2.
Statutory Comparison: Under Fla. Stat. § 718.112(2)(d)4.a. and (2)(b)2., proxies may never be used in the election of board members (which must be conducted by secret written ballot or authorized electronic voting), any eligible unit owner may self-nominate at least 40 days prior to the election, and unit owners may not vote by general proxy on substantive matters (such as waiving reserves or amending governing documents).

CURRENT WORDING IN DOCUMENT:
one representative per Unit serving on the Board at any time. Election of Directors. The following procedures shall apply to director elections:
(a) (b)
(c) The ballot prepared for the annual meeting shall list all director candidates in alphabetical order by surname.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):
Pursuant to Fla. Stat. § 718.112(2)(d)4.a. & § 718.112(2)(b)2., proxies shall not be used in electing the Board of Administration; directors shall be elected by secret written ballot (or authorized electronic voting), every eligible owner may self-nominate in writing at least 40 days before the election, and limited proxies shall be required for all substantive membership votes.

4.11 Action Without a Meeting. Anything to the contrary herein notwithstanding, to the extent lawful, any action required or permitted to be taken at any annual or special meeting of Members may be taken without a meeting, provided the Association provides a letter or similar communication to each Member via one of the methods set forth in Section 4.3 of these Bylaws that explains the proposed action. The communication shall include a form of consent to permit each Member to consent to the proposed action, and instructions on consent procedures. The Association may proceed with the proposed action without further notice and without a vote at a Membership meeting provided consents in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of Voting Interests that would be necessary to authorize or take such action at a meeting of Members at which a quorum of Members entitled to vote thereon were present and voted. If the requisite number of written consents are received by the Association within ninety (90) days after the earliest date which appears on any of the consent forms received, the proposed action so authorized shall be of full force and effect as if the action had been approved by vote of the Members at a meeting of the Members. Within thirty (30) days after obtaining such authorization by written consent, notice must be given to all Members. The notice shall fairly summarize the material features of the authorized action.

5. Directors.

5.1 Number, Tenure, and Qualifications. The affairs of the Association shall be governed by a Board not less than three or more than seven directors and shall be fixed at five directors until changed by adoption of a Membership resolution. Approximately one-half of the directors shall be elected each year (either two or three directors for so long as the Board consists of five persons). The three persons receiving the most votes at the annual meeting in 2021 shall serve two-year terms and the other two elected directors shall serve one-year terms. If the number of candidates is less than or equal to the number of vacancies and no election is held in 2021, the directors shall agree among themselves on the assignment of the one and two year terms, and failing agreement, the assignment of terms shall be by lot. Effective at the annual meeting in 2022, and thereafter, all directors shall serve two-year terms, provided however, that either the Board or the Membership shall have the authority to temporarily assign a one-year term to one or more director positions if necessary to reimplement a scheme of staggering the Board, to promote continuity of leadership, so that approximately one-half of the directors are elected each year.

5.2 Qualifications. Every director must be at least 18 years of age and a person that is eligible to cast a vote on behalf of a Unit as set forth in Section 3.2 of these Bylaws, or a spouse, domestic partner or adult child of an eligible voter, provided however, there may be only one representative per Unit serving on the Board at any time.

5.3 Election of Directors. The following procedures shall apply to director elections:

- (a) Not less than sixty (60) days before a scheduled election, the Association shall deliver to each Member entitled to vote a first notice of the date of the election. Any eligible person desiring to be a candidate may submit a self-nomination, in writing, not less than forty (40) days prior to the scheduled election and shall automatically be entitled to be listed on the ballot.
- (b) The ballot prepared for the annual meeting shall list all director candidates in alphabetical order by surname. Ballots shall be mailed to all Members with notice of the annual meeting and may be returned to the Association prior to the meeting, or cast at the meeting, or cast on-line if on-line voting has been established.
- (c) There shall be no nominations from the floor on the date of the election.

ISSUE #1