

MARKUP #1 ->

2. The number of members of the Board of Directors of the association shall be twelve. *(10/08/2022-revised from 'eighteen' to 'twelve')*. Five shall be property owners but non-residents. *(10/8/2022-revised from 'nine or More' shall be non-residents of Laguna Beach)*, and the remaining seven shall be property owners but residents. Of those elected to the Board of Directors all twelve will serve a 3-year period. Each Director shall remain in office until his successor is elected for three years at the annual meeting. Directors may succeed themselves if elected.
3. The Board of Directors may provide, by resolution, the time and place for the holding of regular or special meetings, without other notice.
4. A majority of the number of Board of Directors, fixed by paragraph 2 of this Article, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
5. The acts of the majority of the directors' present at a meeting at which a quorum is present shall be the act of the Board of Directors.
6. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the remaining directors, though less than a quorum of the full board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessors.
7. Board members reserve the right to replace a member who has not attended 3 consecutive meetings.

Article VIII

ISSUE #1

OFFICERS:

1. The officers of the association shall be President, Vice-President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors.
2. The officers of the association to be elected by the Board of Directors shall be elected annually at the first Meeting of the Board of Directors after each annual meeting of the qualified property owners.
3. Any member of the board elected by the general membership may be removed by the Board of Directors whenever, in the board's judgement,

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE

BOARD & COUNSEL REVIEW

Sec. VIII (p. 7): Governing document authorizes the Board of Directors to remove an elected Director from the Board (or declare a director's seat vacant for missed meetings) without a membership recall vote, conflicting with Fla. Stat. §§ 720.303(10)(a) & 617.0808(1).

Statutory / Legal Reference: Fla. Stat. § 720.303(10)(a) & 617.0808(1)

Statutory Comparison: Under Fla. Stat. §§ 720.303(10)(a) & 617.0808(1), any member of the board of administration/directors may be recalled and removed from office with or without cause only by the vote or agreement in writing of a majority of all the voting interests of the members. Under Fla. Stat. § 617.0808(1) and Florida DBPR arbitration precedent, the Board of Directors may remove an officer from an executive office but has no legal authority to remove an elected director from the Board itself or impose non-statutory recall blackout periods.

CURRENT WORDING IN DOCUMENT:

and Treasurer, each of whom shall be elected by the Board of Directors. 2. The officers of the association to be elected by the Board of Directors shall be elected annually at the first Meeting of the Board of Directors after each annual meeting of the qualified property owners.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Pursuant to Fla. Stat. §§ 720.303(10)(a) & 617.0808(1), an elected Director may be removed from the Board of Directors only by a recall vote or written recall agreement of a majority of all voting interests of the Association (or by automatic statutory vacancy under Fla. Stat. §§ 720.306(9) / 718.112(2)(d) & (o)). The Board of Directors may remove an officer from their officer position at any time, without removing such person from their elected seat as a Director.