- Reports of Other Officers and Committee Chairmen.
- Election of Officers (Annual Meeting).
- Transaction of other business as defined in the Notice of Meeting and transaction of such other business as determined to be brought before the membership by the EXECUTIVE COUNCIL; provided, however, that such other business is of urgent nature as determined by the EXECUTIVE COUNCIL.

3.14. Social Meetings. There shall be at least one social meeting each year to be scheduled by the Entertainment Committee and other social meetings as may be determined by the EXECUTIVE COUNCIL.

3.15. A MEMBER of the OWNERS' ASSOCIATION may within fifteen (15) days prior but not less than three (3) days prior to any regular meeting or within three (3) days of a special meeting, require that any matter be placed upon the agenda for determination by the EXECUTIVE COUNCIL, provided that such request by any MEMBER be in writing and directed to the President of the EXECUTIVE COUNCIL.

ARTICLE IV-EXECUTIVE COUNCIL

4.1. Composition. The business, property and affairs of this OWNERS' ASSOCIATION shall be managed by an EXECUTIVE COUNCIL, composed of the officers of the OWNERS' ASSOCIATION and committee chairperson, who shall be MEMBERS of the OWNERS' ASSOCIATION. The EXECUTIVE COUNCIL shall consist of five and not more than fifteen MEMBERS. Notwithstanding the foregoing, in no event shall there be less than five MEMBERS of the EXECUTIVE COUNCIL and the number of MEMBERS of the EXECUTIVE COUNCI shall always be an odd number.

4.2. Qualifications. The MEMBERS of the EXECUTIVE COUNCIL shall be MEMBERS of OWNERS' ASSOCIATION in good standing. MEMBERS of the EXECUTIVE COUNCIL may not have had their membership revoked within the five years preceding that time at which they serve on the EXECUTIVE COUNCIL.

4.3. Election of MEMBERS of the EXECUTIVE COUNCIL. Election of MEMBERS to the EXECUTIVE COUNCIL to be elected by the MEMBERS of the OWNER'S ASSOCIATION in the following manner: Nominating Committee - The President shall appoint a chairperson of a Nominating Committee and, in addition to said chairperson, shall appoint four additional MEMBERS to said committee. The report of the slate of officers for the ensuing year shall be made at the annual meeting in January of each year. Additional nominations for officers may be made from the floor; provided, however, that no candidate shall be nominated by the Nominating Committee or from the floor without first having obtained the approval of the nominee prior to submission of the name of the nominees.

4.4. Power and Duties of the EXECUTIVE COUNCIL. The EXECUTIVE COUNCIL shall transact all business of OWNERS' ASSOCIATION. It shall determine the policies, fiscal matters, employment of any staff and in general assume responsibility for the guidance of the OWNERS' ASSOCIATION. It may at its discretion direct the conduct of an audit of corporate financial records as may be needed.

4.5. Term of Office. Each officer shall be elected to hold office for a period of one (1) year. No officer shall hold the same office for more than two (2) consecutive terms.

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4.6. Vacancies. The EXECUTIVE COUNCIL shall have the power, upon vacancy of any office, to appoint any officer of the OWNERS' ASSOCIATION who shall serve until the next regular meeting of the members of the OWNERS' ASSOCIATION.

4.7. Organizational Meeting. The newly elected EXECUTIVE COUNCIL shall meet for the purposes of organization and the transaction of other business immediately after their election or within thirty (30) days of same at such place and time as shall be fixed by the members of the EXECUTIVE COUNCIL at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

4.8. Regular Meetings. Regular meetings of the EXECUTIVE COUNCIL may be held at such time and place as shall be determined, from time to time, by a majority of the MEMBERS of the EXECUTIVE COUNCIL.

4.9. Special Meetings. Special meetings of the EXECUTIVE COUNCIL may be called by any member of the EXECUTIVE COUNCIL, or by the President if not otherwise a member of the EXECUTIVE COUNCIL, at any time.

4.10. Executive Council Action Without a Meeting. Any action required to be taken at a meeting of the members of the EXECUTIVE COUNCIL, or any action which may be taken at a meeting of the members of the EXECUTIVE COUNCIL may be taken without a meeting if a consent setting forth the action so to be taken is agreed to by all members of the EXECUTIVE COUNCIL, and filed in the minutes of the proceedings of the EXECUTIVE COUCIL. Such consent shall have the same effect as a unanimous vote.

4.11. Notice of Meetings. Notice of meetings of the EXECUTIVE COUNCIL shall be given by the Secretary, or by any other officer or member of the EXECUTIVE COUNCIL, stating the day, location, and time of the meeting. Notice of such meeting shall be delivered to each member of the EXECUTIVE COUNCIL either personally or by telephone or email, at least fifteen (15) before the time at which such meeting is to be held. Attendance of a member of the EXECUTIVE COUNCIL at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place, the time or the manner in which the meeting has been called or convened, except when a member of the EXECUTIVE COUNCIL states, at the beginning of the meeting, an objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the EXECUTIVE COUNCIL need be specified in any notice or waiver of notice of such meeting.

4.12. Attendance at Executive Council Meetings. All meetings of the EXECUTIVE COUNCIL shall be open to all MEMBERS. A member of the EXECUTIVE COUNCIL may appear at an EXECUTIVE COUNCIL meeting by telephone conference, but in that event a telephone speaker shall be attached so that any discussion may be heard by the members of the EXECUTIVE COUNCIL and any members present as in an open meeting.

MARKUP #1 ->

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE BOARD & COUNSEL REVIEW

Sec. 4.10 (p. 3): 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:

Executive Council Action Without a Meeting. Any action required to be taken at a meeting of the members of the EXECUTIVE COUNCIL, or any action which may be taken at a meeting of the members of the EXECUTIVE COUNCIL may be taken without a meeting if a consent setting forth the action so to be taken is agreed to by all members of the EXECUTIVE COUNCIL, and filed in the minutes of the proceedings of the EXECUTIVE COUCIL. Such consent shall have the same effect as a unanimous vote.

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.