Section 3. Use of Proxy. For election of members of the Board of Directors, homeowners shall vote in person at a meeting of the homeowners or by a proxy ballot that the homeowner personally casts under procedures established by the Board of Directors.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Meetings. Meetings of the Board of Directors shall be on a regular basis at such place and hour as may be fixed from time to time by Resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meeting. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director. Said notice may be waived prior to such meeting by unanimous consent of the Board.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ISSUE #1

Section 4. Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is

MARKUP #1 ->

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

Sec. 4. (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:

Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the members of the Board of Directors; such consent shall be placed in the minute book of the Association with the minutes of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the 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.