



ISSUE #1

4.9 Adjourned Meetings. If at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

4.10 Action by Directors Without a Meeting. Any action which may be taken at a meeting of the Directors may be taken without a meeting, provided that consent in writing setting forth the action so to be taken is signed by all of the Directors and is filed in the minutes of the proceedings of the Board.

4.11 Presiding Officer. The presiding officer of the Directors' meetings shall be the President of the Association. In the absence of the President, the Directors present shall designate one of their number to preside.

4.12 Order of Business. The order of business at Directors' meetings shall be:

- a. Call to order by presiding officers;
- b. Roll call and quorum determination;
- c. Proof of notice of meeting or waiver of notice;
- d. Reading of minutes of prior meeting;
- e. Reports of Officers, Committees, and employees or agent;
- f. Resignations and elections of Officers;

MARKUP #1 ->

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE

BOARD & COUNSEL REVIEW

Sec. 4.10 (p. 15): 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 by Directors Without a Meeting. Any action which may be taken at a meeting of the Directors may be taken without a meeting, provided that consent in writing setting forth the action so to be taken is signed by all of the Directors and is filed in the minutes of the proceedings of the Board.

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.