SECTION 10. Majority. As used in these By-Laws, the term "majority" shall mean those votes, owners, or other group as the context may indicate totaling more than fifty (50%) percent of the total number.

SECTION 11. Quorum. Except as otherwise provided in these By-Laws or in the Declaration, the presence in person or by alternate of the Voting Members representing one-third (113) of the total vote of the Association shall constitute a quorum at all meetings of the Association. Any provision in the Declaration concerning quorums is specifically incorporated herein.

ISSUE #1

SECTION 12. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring thereat.

SECTION 13. Action Without A Meeting. Any action required by law to be taken at a meeting of the Voting Members, or any action which may be taken at a meeting of the Voting Members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Voting Members entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Voting Members.

ARTICLE III
BOARD OF DIRECTORS: NUMBER, POWERS, MEEINGS

A. COMPOSITION AND SELECTION.

SECTION 1. Governing Body; Composition. The affairs of the Association shall be governed by a

Board of Directors each of whom shall have one vote. Except as provided in Section 2 of this Article, the Directors shall be Members or spouses of such Members; provided, however, no person and his or her spouse may serve on the Board at the same time.

SECTION 2. Directors During Declarant Control. The Directors shall be selected by the Declarant

acting in its sole discretion and shall serve at the pleasure of the Declarant so long as the Class "B" membership exists, as set forth in the Declaration, unless the Declarant shall earlier surrender this right

to select Directors. The Directors selected by the Declarant need not be Owners or residents. After the period of Declarant appointment, all Directors must be Members of the Association.

MARKUP #1 ->

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

Sec. i (p. 7): 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:
Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring thereat. SECTION 13. Action Without A Meeting. Any action required by law to be taken at a meeting

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.