shall contain the issue in question clearly defined in detail, contain space for signature and address of member, and contain space, indicated and outlined, for member to vote "FOR", "AGAINST", or "at discretion of designated proxy."

ISSUE #1

Section 5. All proxies shall be in writing and filed with the Secretary prior to being counted in any voting. The Secretary shall validate all proxies by determining voting eligibility of person issuing proxy. No proxy shall extend beyond a period of one (1) year, and shall cease automatically upon sale by issuing member of property entitling membership.

Section 6. No proxy form shall be used for more than one (1) member. Any member holding title to more than one lot must clearly designate each lot for which he is voting.

ARTICLE XV
BOOKS AND PAPERS

The books, records and papers of the Association shall at all time during reasonable business hours, be subject to the inspection of any members.

ARTICLE XVI
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: KILLEARN HOMES ASSOCIATION.

ARTICLE XVII
AMENDMENTS

Section 1. These bylaws may be amended, at a regular or special meeting of the members, by a vote of the majority of the a quorum of members present in person or by proxy, providing that those provisions of these bylaws which are governed by the Articles of Incorporation of the Association may not be amended except as provided in the Articles of Incorporation or applicable law: and provided further that any matter stated herein to be or which is in fact governed by the Covenants and Restrictions applicable to The Properties may not be amended except as provided in such Covenants and Restrictions.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Covenants and Restrictions applicable to The Properties referred to in Section 1 and these Bylaws, the Covenants and Restrictions shall control.

*As amended at a special meeting of the KILLEARN HOMES ASSOCIATION MEMBERSHIP on November 8, 2005.

MARKUP #1 ->

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

Sec. 5. (p. 11): Proxy provision permits proxies to remain valid beyond 90 days (e.g., 11 months, 1 year, or indefinitely), conflicting with the mandatory 90-day statutory expiration limit.

Statutory / Legal Reference: Fla. Stat. § 720.306(8)(a) & 617.0721

Statutory Comparison: Although general Florida Not For Profit Corporation Act defaults (Fla. Stat. § 617.0721(3)) reference an 11-month proxy period for ordinary nonprofits, Fla. Stat. § 720.306(8)(a) (HOAs) and § 718.112(2)(b)3 (Condominiums) expressly override that period for community associations and mandate that a proxy is effective only for the specific meeting for which it was originally given and in no event is valid for a period longer than 90 days after the date of the first meeting for which it was given.

CURRENT WORDING IN DOCUMENT:
All proxies shall be in writing and filed with the Secretary prior to being counted in any voting. The Secretary shall validate all proxies by determining voting eligibility of person issuing proxy. No proxy shall extend beyond a period of one
(1) year, and shall cease automatically upon sale by issuing member of property entitling membership.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):
In accordance with Fla. Stat. §§ 720.306(8)(a) & 617.0721, a proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires no later than ninety (90) days after the date of the first meeting for which it was given. Every proxy is revocable at any time at the pleasure of the member executing it.