

Sec. 2 (p. 28): 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:

of 9 shall count the votes and shall establish such procedures as may be reasonable and appropriate to insure that only those Members who have the right to vote are able to cast votes and that the vote of any Member or his or her proxy shall not be disclosed to anyone. The ballots may be destroyed one (1) year after the announcement of the results.

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.

Ballots shall be prepared and mailed by the Secretary to the Members, at least fourteen (14) days in advance of the date set forth therein for the annual meeting or special meeting called for elections.

Sec. 6. Completed ballots may be hand delivered to the Secretary or returned by mail to the Secretary or filed with the Secretary at the Annual Members' Meeting or special meeting. Only those ballots received by the Secretary on or before the last call for ballots at the meeting shall be counted.

Sec. 7. An Election Committee, which shall be appointed by the Board of Directors, shall count the votes and shall establish such procedures as may be reasonable and appropriate to insure that only those Members who have the right to vote are able to cast votes and that the vote of any Member or his or her proxy shall not be disclosed to anyone. The ballots may be destroyed one (1) year after the announcement of the results.

ARTICLE VI
POWERS AND DUTIES OF THE BOARD

- Sec. 1. The Board shall have power:
- (a) To call special meetings of the Members whenever it deems necessary, and it shall call a meeting at any time upon written request of one-fourth (1/4) of the Members, as provided in Article XI, Sec. 2 hereof;
 - (b) To appoint and remove at its pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, officer or Director of the Association in any capacity whatsoever;
 - (c) To establish, levy and assess, and collect Assessments for Neighborhood Expenses;
 - (d) To adopt and publish Rules governing the use of the Neighborhood Property and facilities and the personal conduct of the Members and their guests thereon;
 - (e) To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to the Members in the Neighborhood Declaration.

- Sec. 2. It shall be the duty of the Board:
- (a) To cause to be kept minutes of all its acts and corporate affairs.
 - (b) To supervise all officers, agents and employees of the Association.