



MARKUP #1 ->

each annual membership meeting. The slate shall be emailed at least seven (7) days prior to the annual meeting notice. The slate will be elected by acclamation at the annual meeting.

Section 3. Special Meetings. Special membership meetings may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of twenty percent (20%) of the membership, the Board of Directors shall call a special membership meeting to consider a specific subject. Notice for any special membership meeting is to be given in the same manner as for the annual membership meeting. No business other than that specified in the notice of a special membership meeting shall be transacted at any special membership meeting.

Section 4. Quorum. The presence in person or by proxy of ten percent (10%) of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business at each annual membership meeting and at each special membership meeting.

Section 5. Inspectors of Election. Two (2) Inspectors of Election shall be chosen by the Board of Directors to count all member votes cast at each meeting of the members when needed.

Section 6. Voting. Each residential property whose owner(s) are a member of the Corporation in good standing shall be entitled to one (1) vote at all annual membership meetings and all special membership meetings to be cast by each individual owner(s) representative or the representative of each entity owner, in person or by proxy, as the case may be.

ISSUE #1

Section 7. Proxies. Every member of the Corporation entitled to vote at any membership meeting may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven (11) months from the date of its execution.

Section 8. Order of Business. The order of business shall be as follows at all annual membership meetings of the Corporation:

- (a) Calling of the roll.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes.
- (d) Election of Directors.
- (e) Reports of officers.
- (f) Reports of committees.
- (g) Old/Unfinished business.
- (h) New business.

Any questions as to priority of business shall be decided by the presiding officer without debate.

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE

BOARD & COUNSEL REVIEW

Sec. 7. (p. 3): 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:

Proxies. Every member of the Corporation entitled to vote at any membership meeting may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven (11) months from the date of its execution.

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.