



MARKUP #1 ->

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE

BOARD & COUNSEL REVIEW

4.9 ORDER OF BUSINESS. If a quorum has been attained, the order of business at annual Members’ meetings, and, if applicable, at other Members’ meetings, shall be:

- (a) Call for Ballots not yet cast
- (b) Appointment of inspectors of election
- (c) Election of Directors
- (d) Call to order by President or Chairman
- (e) Calling of the roll and certifying of proxies
- (f) Proof of notice of the meeting or waiver of notice
- (g) Reading and disposal of any unapproved minutes
- (h) Reports of officers
- (i) Reports of committees
- (j) Unfinished business
- (k) New business
- (l) Adjournment

Such order may be waived in whole or in part by direction of the President or the chairperson of the meeting.

4.10 ADJOURNED MEETINGS. The Members who are present, either in person or by proxy, may adjourn any membership meeting from time to time as they deem appropriate. Any business that might have been transacted at the meeting as originally called may be transacted at an adjourned meeting without further notice to the Owners if the date, time and place of the meeting is announced prior to the adjournment of the meeting. A meeting may be adjourned by a majority of the votes present (in person or by proxy) at a Members’ meeting.

4.11 MINUTES OF MEMBERSHIP MEETINGS. The minutes of all meetings of Owners shall be kept available for inspection by Owners or their authorized representatives at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years or as otherwise required by the Florida Condominium Act.

4.12 PRESIDING OFFICER. The chairperson at all Owners’ meetings shall be the President. The President may, however, designate any other person to preside. In the absence of the President or the President’s designee, the Members present may designate any other person to preside as chairperson of the meeting.

4.13 ONLINE VOTING. The Association may conduct elections and other Owner votes through an Internet-based online voting system if an Owner consents, in writing, to online voting and if the requirements specified in the Condominium Act regarding online voting are met.

4.14 ACTION WITHOUT A MEETING. Anything to the contrary herein notwithstanding, to the extent lawful, any action required or permitted to be taken at any annual or special meeting of Members may be taken without a meeting, provided the Association mails

Sec. 4.14 (p. 37): 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. § 718.112(2)(c).

Statutory / Legal Reference: Fla. Stat. § 718.112(2)(c)

Statutory Comparison: While general nonprofit corporations under Fla. Stat. § 617.0821 may act by unanimous written consent unless prohibited, Fla. Stat. § 718.112(2)(c) 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:

or special meeting of Members may be taken without a meeting, provided the Association mails Bylaws Venice Beach Apartments One, Inc. or delivers a letter or similar communication to each Owner that explains the proposed action.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Notwithstanding Fla. Stat. § 617.0821, pursuant to Fla. Stat. § 718.112(2)(c), 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.

ISSUE #1