



EXHIBIT C

MARKUP #1 ->

ISSUE #1

- 3.5 **Special Meetings.** The President may call a special meeting of the Master Board of Directors, and a special meeting must be called by the Secretary at the written request of at least two (2) Directors. Not less than two (2) days notice of a special meeting shall be given to each Director, personally or by telephone or e-mail, which notice shall state the time, date, place, and purpose of the meeting. Business conducted at special meetings shall be limited to matters stated in the notice of the meeting.
- Notice to Members.** All meetings of the Master Board of Directors shall be open to attendance by the Unit Owners of the Member Associations, and notices of every Master Board of Directors meeting, together with a detailed agenda, shall be provided to each Member Association at least forty-eight (48) hours in advance, except in an emergency. Notice shall include a general outline of the agenda for the meeting. Notice of any Master Board of Directors meeting where Assessments are to be considered for any reason requires a fourteen (14) day notice and shall specifically contain a statement that Assessments will be considered and the nature of the Assessments. The right to attend a Master Board of Directors meeting includes the right to speak on any agenda item, subject to reasonable rules governing the frequency, duration and manner of such participation.
- 3.7 **Waiver of Notice.** Any Director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.
- 3.8 **Quorum of Directors.** A quorum at a Master Board of Directors meeting shall be attained by the presence in person of at least five of the Directors. Directors may participate in any meeting of the Master Board of Directors, or meeting of an executive or other committee, by means of a conference telephone call or similar communicative arrangements whereby all persons present can hear and speak to all other persons. Participation by such means shall be deemed equivalent to presence in person at a meeting. The acts approved by a majority of the Directors present and voting at a meeting at which a quorum has been attained shall constitute the acts of the Master Board of Directors, except as otherwise provided below. Directors may not vote by proxy or secret ballot at a Master Board of Directors meeting, except that officers may be elected by secret ballot.
- 3.9 **Presumption of Assent.** A Director who is present at a meeting of the Master Board shall be deemed to have voted with the majority on any action taken unless he or she voted otherwise, or abstained from voting because of an asserted conflict of interest.
- 3.10 **Adjourned Meetings.** The majority of the Directors present at any meeting of the Master Board, regardless of whether a quorum has been attained, may adjourn the meeting from time to time. At the continuation of the meeting, provided a quorum is present, any business that might have been transacted at the meeting originally called may be transacted.
- 3.11 **Removal, Filling of Vacancies.** Any Director may be removed with or without cause by the Board of Directors of the Member Association that appointed him. Such removal shall be evidenced by presentation of a duly adopted resolution of the Board of Directors

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE

BOARD & COUNSEL REVIEW

Sec. 3.11 (p. 40): Governing document authorizes the Board of Directors to remove an elected Director from the Board (or declare a director's seat vacant for missed meetings) without a membership recall vote, conflicting with Fla. Stat. §§ 718.112(2)(j) & 617.0808(1).

Statutory / Legal Reference: Fla. Stat. § 718.112(2)(j) & 617.0808(1)

Statutory Comparison: Under Fla. Stat. §§ 718.112(2)(j) & 617.0808(1), any member of the board of administration/directors may be recalled and removed from office with or without cause only by the vote or agreement in writing of a majority of all the voting interests of the members. Under Fla. Stat. § 617.0808(1) and Florida DBPR arbitration precedent, the Board of Directors may remove an officer from an executive office but has no legal authority to remove an elected director from the Board itself or impose non-statutory recall blackout periods.

CURRENT WORDING IN DOCUMENT:

Board of Directors meeting, together with a detailed agenda, shall be provided to each Member Association at least forty-eight (48) hours in advance, except in an emergency. Notice shall include a general outline of the agenda for the meeting.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Pursuant to Fla. Stat. §§ 718.112(2)(j) & 617.0808(1), an elected Director may be removed from the Board of Directors only by a recall vote or written recall agreement of a majority of all voting interests of the Association (or by automatic statutory vacancy under Fla. Stat. § 718.112(2)(d) & (o)). The Board of Directors may remove an officer from their officer position at any time, without removing such person from their elected seat as a Director.