

ISSUE #1

MARKUP #1 ->

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE

BOARD & COUNSEL REVIEW

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any three directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (b) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) or more consecutive regular meetings of the Board of Directors; and
- (c) employ independent contractors, and such other employees as it deems necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- (b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Lot at least ninety (90) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) initiate a lien against any property for which assessments are not paid within ninety (90) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability insurance for members of the Directors of the Association.
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

Sec. 1. (p. 3): Bylaw provision permits regular meetings of the Board of Directors to be held "without notice," violating the mandatory 48-hour open board meeting notice requirement under Fla. Stat. § 720.303(2)(c)1.

Statutory / Legal Reference: Fla. Stat. § 720.303(2)(c)1

Statutory Comparison: Under Fla. Stat. § 720.303(2)(c)1, all meetings of the board of directors must be open to all members and notices of all board meetings (specifically identifying agenda items) must be posted in a conspicuous place in the community at least 48 continuous hours in advance of the meeting (except in an emergency).

CURRENT WORDING IN DOCUMENT:

Regular Meetings. Regular meetings of the Board of Directors shall be held mouthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Notwithstanding the foregoing, pursuant to Fla. Stat. § 720.303(2)(c)1, notice of every regular or special meeting of the Board of Directors (including the agenda) shall be posted conspicuously in the community at least forty-eight (48) continuous hours in advance of the meeting.