



Gray Systems Incorporated
Leading Professional Education Programs



Conducting Meetings For Community Associations

3 Hours of Continuing Education Credit

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Participants can expect to gain insights into best practices for meeting organization, facilitation, and follow-up, ensuring that community meetings are productive and compliant with relevant regulations. The course emphasizes the importance of clear communication, agenda setting, and member engagement, all crucial for fostering a collaborative community environment.

It is important to note that while this course provides valuable information, it does not substitute for professional legal or accounting advice. Participants are encouraged to seek the guidance of qualified professionals for specific legal or financial matters related to community associations.

By completing this course, attendees will enhance their ability to conduct effective meetings, ultimately contributing to the success and harmony of their community associations.

Fred R. Gray, President

INSTRUCTIONS FOR COMPLETING THE ELECTRONIC CORRESPONDENCE COURSE

Course Overview

- Duration: 3 hours of continuing education.
- License Period: 2025-2026.
- Requirement: Satisfies the 3-hour elective requirement.

Examination Details

- Format: 20-question open-book exam.
- Passing Criteria: Must answer at least 15 questions correctly (75%).
- Submission: Complete the exam and return it via email or fax to GSI.

Certification Process

- Reporting: GSI will report your completion to the Department of Business and Professional Regulations within 24 hours of receiving your exam.
- Certificate of Completion: You will receive this via email. Keep it for your records.
- No Need to Submit: You do not need to send the certificate to DBPR; GSI will handle that.

Additional Information

- You can check your continuing education credits at www.myfloridalicense.com.

If you have any specific questions or need further assistance regarding the course or examination, feel free to ask!

We appreciate your feedback and are glad to hear that you find the "find" feature in the download versions helpful. If you have any further questions or need assistance in the future, please don't hesitate to reach out to us at (800) 223-5457 or gsi@graysystems.com. We're here to help and look forward to supporting you in your educational journey. Best wishes for your success!

www.graysystems.com

info@graysystems.com

800-223-5457

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INTRODUCTION

To conduct a successful meeting for a community association, it is essential to follow a structured approach that encompasses legal requirements, effective communication, and strategic planning. Here are key steps and considerations to ensure that meetings are productive and foster a positive environment:

1. Understand Legal Requirements

- **Familiarize with Florida Statutes and Administrative Codes:** Review the relevant laws governing community associations in Florida, including notice requirements, quorum rules, and voting procedures.
- **Review Governing Documents:** Understand the community's bylaws, articles of incorporation, and any other governing documents that outline the rules for meetings.

2. Prepare an Effective Agenda

- **Create a Clear Agenda:** Outline the topics to be discussed, ensuring that each item has a designated time slot. This helps keep the meeting focused and on track.
- **Distribute the Agenda in Advance:** Send the agenda to all members prior to the meeting, allowing them to prepare and contribute meaningfully.

3. Set the Right Environment

- **Choose an Appropriate Venue:** Ensure the meeting location is accessible and comfortable for all participants.
- **Establish Ground Rules:** At the beginning of the meeting, set expectations for respectful communication and time management.

4. Facilitate Open Communication

- **Encourage Participation:** Allow members to voice their opinions and concerns. This can be done through open forums or designated Q&A sessions.
- **Manage Conflicts:** Be prepared to mediate disputes and keep discussions constructive. A neutral stance can help de-escalate tensions.

5. Document the Meeting

- **Take Minutes:** Assign someone to record the minutes accurately, capturing key discussions, decisions made, and action items.
- **Review and Distribute Minutes:** After the meeting, share the minutes with all members to ensure transparency and accountability.

6. Follow Up on Action Items

- **Assign Responsibilities:** Clearly designate who is responsible for each action item discussed during the meeting.
- **Set Deadlines:** Establish timelines for when tasks should be completed and follow up in subsequent meetings.

7. Evaluate the Meeting Process

- **Solicit Feedback:** After the meeting, ask participants for feedback on what worked well and what could be improved.
- **Adjust Future Meetings:** Use the feedback to refine the meeting process, ensuring continuous improvement.

Conducting successful meetings in a community association requires a blend of legal knowledge, organizational skills, and interpersonal communication. By adhering to these guidelines, boards and management can foster a collaborative environment that enhances trust and engagement among members, ultimately leading to more effective governance and community satisfaction.

MEMBERSHIP MEETINGS

ANNUAL MEMBERSHIP MEETINGS

Most documents will contain detailed provisions regarding annual membership meetings, covering such issues as when the meeting will be held, where it will be held, and even providing an agenda of items that should be covered at the meeting. Even where the documents make no mention of the meeting requirement, Florida Statutes require that all corporations, including those operating as community associations, must have an annual meeting. At this point it might be a good idea for you to check your documents for your community's requirements for the annual membership meeting.

Purpose of the Annual Meeting

Some of the tasks and items to be covered at the annual membership meeting are to conduct the election of members to the board, receive the reports of officers and directors as to the state of affairs of the association, and, if applicable, approve or reconsider a budget, and approve amendments to the documents. Other business matters might include voting on material changes to the common areas, recalling board members, and/or conducting the transition from developer to non-developer owners. Associations that are collecting reserve funds and/or expect to generate excess income should also have the membership vote to apply those funds to the following year's assessments.

Determining the Date, Time, and Place of the Annual Meeting

The date, hour, and place of the annual membership meeting, or the method of determining, should be addressed in the bylaws. On occasion the documents will provide that the board sets the date, time, or place for the meeting.

SPECIAL MEMBERSHIP MEETINGS

Definition

Any meeting of the membership other than the annual meeting is a special meeting.

Calling a Special Meeting

Generally, the documents will provide a method for calling a special meeting. In addition, the statute provides that the meeting may be called:

- (1) By the board of directors, or
- (2) Unless a different percentage is stated in the governing documents by at least 10 percent of the total voting interests of the association by petition.

Purpose of the Special Meeting

Special meetings may be called for any business that the membership is authorized to conduct. Examples of topics that may be considered at a special meeting would include amending the

documents, recalling a director or directors, reconsidering a budget, and changing the size of the board. However, unlike an annual membership meeting, the only issues that may be considered at a special membership meeting is/are those matters that were written in the notice for that meeting.

NOTICE OF MEMBERSHIP MEETINGS

The members must be provided a written notice of any membership meeting. The purpose of the notice is to obviously inform the owners and members that there will be a meeting and to tell them when and where the meeting will be held. The notice period normally will be found in the documents of the community. The Florida Statutes do address the notice requirement.

(A sample Membership Meeting Notice is provided for you on page six.)

Condominiums and Cooperatives

Chapter 718 and 719, F.S. provide that the owners and members must be provided at least 14 days written notice of the annual meeting. The notice must be provided by U.S. Mail or be hand-delivered, in which case, the owner must acknowledge in writing that he has waived the right to receive the notice by mail. In condominiums, where the unit is owned by more than one person, the association shall provide notices for all purposes to that one address which the developer initially identifies for that purpose.

Thereafter, notices shall be provided to the address that one or more of the owners of the unit has advised the association in writing to use, or if no address is given or the owners of the unit do not agree to the address provided, notice shall be provided to the address on the deed of record.

In both condominiums and cooperatives, the association shall maintain, as a part of the minutes of the meeting, an affidavit or a U.S. Postal Service certificate of mailing affirming that the notice was mailed or hand-delivered to each unit owner at the address last furnished to the association in accordance with the statutory requirement.

The notice provided to the members of a condominium, or a cooperative association shall include an agenda of the items to be considered at the meeting.

In addition to mailing or hand delivering the notice, the notice must be posted in a conspicuous place on the association property at least 14 days in advance of the meeting. The board of the association must adopt a rule specifying the location where all notices of owner or member meetings shall be posted. *(The example of affidavit of Notice follows.)*

Homeowners' Associations

The bylaws shall provide for giving notice to members of all member meetings, and if they do not do so shall be deemed to provide the following: The association shall give all parcel owners and members actual notice of all membership meetings, which shall be mailed, delivered, or electronically transmitted to the members not less than 14 days prior to the meeting. Evidence of compliance with this 14-day notice shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the association. In addition to mailing, delivering, or electronically transmitting the notice of any meeting, the association may, by reasonable rule, adopt a procedure for conspicuously posting and repeatedly broadcasting the notice and the agenda on a

closed-circuit cable television system serving the association. When broadcast notice is provided, the notice and agenda must be broadcast in a manner and for a sufficient continuous length of time so as to allow an average reader to observe the notice and read and comprehend the entire content of the notice and the agenda.

The notice provided for the annual meeting need not include a description of the purposes or purpose for which the meeting is being held. However, in practice it would probably be beneficial to include an agenda incorporating those issues to be considered at the meeting.

The notice of a special meeting must include a description of the purpose or purposes for which the meeting is called. It is important to note that the only items that may be considered at a special meeting of the homeowners' association are those items contained in the notice.

SAMPLE MEMBERSHIP MEETING NOTICE

HOWEY-IN-THE-HILLS OWNERS ASSOCIATION, INC.

NOTICE OF MEMBERSHIP MEETING

TO: ALL MEMBERS

NOTICE is hereby given that (the Annual) (a Special) meeting of the members of Howey-in-the-Hills Owners Association, Inc., will be held at the following date, time, and place:

DATE: _____

HOUR: _____

PLACE: _____

PURPOSE: (State purpose(s) if a special meeting; the business which can be conducted at a special meeting is limited to the purposes listed here.)

PLEASE TAKE NOTICE OF THE FOLLOWING:

VOTING. (Modify this to conform to the bylaws of the particular association.) There shall be allowed only one (1) vote per parcel.

VOTING CERTIFICATES. (Amend this language to conform to the bylaws of the particular association.) As of the date of the preparation of this notice, the Association has on record the Voting Certificates reflected on the enclosed list, which remain valid until changed or revoked. If you plan to be present for the Meeting, and title to your property is held in more than one name and you wish to, but have not, designated one such owner to vote, or if title to the parcel is in the name of a corporation, partnership or a trust, or if you wish to change the authorized voter, you must file with the secretary prior to the meeting, a Voting Certificate. This form is enclosed and should be completed and returned to the association in the envelope provided. The Voting Certificate must be signed by ALL owners of the parcel.

PROXIES. Also, if you cannot be present for the meeting, it is important for you to designate a proxy both so that the necessary quorum requirements can be met, and your proxy can vote for you on the issues at the meeting. A proxy form is enclosed and should be completed and returned to the association in the envelope provided. The proxy form must be signed either by all owners, or by the owner designated in the Voting Certificate.

AGENDA. The meeting agenda is included with this notice. Also enclosed are copies of all supporting materials. It would be advisable to carefully review this material well before the meeting. SAVE THIS MATERIAL to bring with you to the meeting as additional copies WILL NOT be available. If you have any questions concerning this meeting, or the operation of your association. Contact a board member or management for assistance.

LIST OF OWNERS. A complete alphabetical list of all owners with their addresses and number of votes, will be available for inspection at least 10 days before, and at, this meeting.

POSTING. This notice with attached agendas has also been posted on the community property.

BOARD MEETING. (Use for annual meeting if applicable; check bylaws.) As required by the bylaws of this association, an organizational meeting of the board of directors will be held immediately following, and at the same place as, the annual meeting of members. As with any meeting of the board, all unit owners are invited.

DATED: _____

Howey-in-the-Hills Owners Association, Inc.

By: _____

Secretary

Howey-in-the-Hills Owners Association, Inc.
A Corporation Not-for-Profit

Affidavit
Proof of Notice

State _____ of _____ Florida
County of Lake

The undersigned Secretary of the Association, being first duly sworn, deposes and says that notice of the annual (special) membership meeting was mailed or hand delivered to each unit owner at the address last furnished to the Association in accordance with the requirements of Section 718.112 (2)(d) Paragraph 2, F.S., at least fourteen days prior to the annual (special) meeting.

Dated this 15th day of December, 2025.

By: _____

Secretary

The foregoing Affidavit was acknowledged before me this 15th day of December 2001, by Ginger Merrill, the Secretary of Howey-in-the-Hills Owners Association, Inc.

Notary Public

My _____ commission expires _____

DEVELOPER VOTING

A developer who has turned over control of the association to the non-developer owners may exercise the right to vote any developer owned parcels in the same manner as any other unit owner. Except, that is, for the purposes of reacquiring control of the association, selecting the majority members of the board, or voting on matters for which a vote of the members other than the developer is allowed or required by law.

MEMBERSHIP VOTING

General Requirements

The voting rights and voting procedures must be completely clear to conduct a successful meeting. This section provides a review of these rights and procedures.

Suspension of Voting Rights

The association usually may not deny, suspend or abridge the voting rights of a member. However, the association may place reasonable restrictions on the manner of exercising the right to vote if such restrictions are authorized by law. The voting rights of a member of a condominium or a cooperative may not be suspended, denied, or otherwise impaired for nonpayment of common expenses or other fees owed to the association. The voting rights of a member of a homeowners' association may be suspended for nonpayment of an assessment when the owner is more than 90 days delinquent in the payment of the assessment. This suspension provision must be contained in the documents of the community.

Once the parcel owners other than the developer become entitled to elect a majority of the members of the board, the developer's right to elect much of the board is lost. It does not matter that the developer may still own many of the parcels. The votes on behalf of those parcels owned by the developer may not be cast for most of the board. Only the votes cast by the parcel owners other than the developer may be counted towards election of most of the board. Likewise, members other than the developer cannot vote for the developer representative on the board where the developer is entitled to one board position.

Voting Certificates

A voting certificate is a document which is used to indicate which owner will vote for the unit when there are multiple owners. The voting certificate is also used to indicate the natural person who will be voting for a corporate owner or other ownership entity that is not a natural person.

Many community documents contain a provision either allowing or requiring the use of voting certificates where the parcel is owned by a corporation, partnership, trust, another legal entity, where the parcel is owned by more than one person and/or entity, or where the parcel is under lease. In some cases, the community documents may exclude the parcel from a quorum count and/or voting if a required voting certificate is not on file, and this has specifically been upheld as valid. Even if the documents are silent regarding the use of voting certificates, for corporate, partnership, or trust owners, good practice will dictate their use so that the association has in its records the name of the

person designated to vote that parcel, and a signature which to compare to the proxy form if one is used.

Cut-Off or Record Date

The documents, normally the bylaws, should be reviewed to determine if there is any membership cut-off date, otherwise known as a record date, prior to the meeting. A record date is the date after which new owners would not be counted as voting members for that meeting, but who could vote by utilizing the proxy of the owner who held title to the unit on the record date.

The same cut-off date, regardless of how it is determined, remains effective for any adjournment of the meeting not exceeding 120 days unless the board fixes a new date; however, any adjournment past 90 days will invalidate the proxies.

Association Ownership of a Unit

If the association owns a parcel, perhaps one reserved for use of the resident manager, one acquired by foreclosure, or one utilized as a common area, the board can and should vote that unit unless the underlying community documents preclude the vote. Two cautions are relevant. First, the parcel being voted by the board must be an officially designated voting parcel and included in the count of all parcels in the declaration. Secondly, the way that parcel is voted should be determined by board resolution, and not by arbitrary decision of the president or any other individual(s).

Where the parcel is owned by a corporation, the voting certificate must be signed by the president or vice-president and authenticated by the secretary or assistant secretary; the form generally required for corporate documents. In the case of a partnership, it must be signed by one of the general partners. In the case of trust ownership, the voting certificate is signed by the current trustee, and in the case of multiple individual parcel ownership, the voting certificate is signed by all the owners named as grantees in the last deed of conveyance. The voting certificate is filed with the secretary of the association, in advance of the meeting for which it is to be effective.

When the association is using voting certificates, they should be on file for every parcel or unit which has multiple owners... The association can accomplish this by checking its files and mailing a voting certificate form to every parcel or unit with multiple owners which is not covered by a valid certificate. The system can then be maintained on an on-going basis by making each new owner aware of the voting certificate requirement.

(A sample Voting Certificate is provided for you on the following page.)

however, it does not become an association record subject to inspection and copying by members. Unlike the proxy, the voting certificate is valid until either a new voting certificate is filed with the association secretary, notice of revocation is delivered to the association secretary, or the parcel ownership changes. A valid voting certificate does affect the use of proxies.

SAMPLE VOTING CERTIFICATE

HOWEY-IN-THE-HILLS OWNERS ASSOCIATION, INC.

VOTING CERTIFICATE

We, the undersigned, being all of the owners of the property located at _____ do hereby certify that the following named *one* of us is the authorized voter for the foregoing parcel, and shall remain such designated voter until this certificate is revoked by subsequent certificate:

NAME OF AUTHORIZED VOTER _____
(Please PRINT name)

NAME OF AUTHORIZED VOTER _____
(Please SIGN name)

DATE THIS FORM COMPLETED _____

(Select the signature category below which describes your form of ownership and sign in the appropriate places):

(1) We are all natural persons who are owners of the above described parcel.

Owner _____

Owner _____

Owner _____

(2) We are the President or Vice-President, and Secretary or Assistant Secretary (or equivalent) of the Corporation or other Limited Liability Company named _____ which owns the above described parcel.

President/V.P.

Secretary

(3) I am a General Partner of the general or limited partnership named _____, which owns the above described parcel.

General Partner

(4) I am the trustee of the Trust named _____ which owns the above described parcel.

Trustee

PROXIES AND ABSENTEE BALLOTS

Definition of Proxy

A proxy is the grant of authority by a member to someone else to vote for the member. The right of corporate stockholders or members to vote by proxy in corporate matters is a fundamental right. Indeed, this right is affirmatively conferred on members of condominium, cooperative and homeowners' associations by law.

Form of the Proxy

In the manner provided by law, a parcel or unit owner may appoint a proxy to vote or otherwise act for him by signing an appointment form, either personally or by his attorney-in-fact. An executed telegram or cablegram appearing to have been transmitted by such person, or a photographic, photostatic, or equivalent reproduction of an appointment form, is probably a sufficient appointment form. So long as the proxy contains the necessary elements, is in the proper form, and is in writing, the format is probably unimportant. Mailgrams or even handwritten notes are likely to be valid proxies. Proxies, however, cannot be used by directors to vote at a board meeting, nor should they be used by the proxy holder to perform other acts on behalf of the member such as tape-recording meetings.

(A Sample of the General Proxy Form is provided for you on the following page.)

SAMPLE GENERAL PROXY FORM

HOWEY-IN-THE-HILLS OWNERS ASSOCIATION, INC.
GENERAL PROXY

INSTRUCTIONS: If you do not plan to be present for the meeting, it is important that you complete and return this proxy so that a quorum can be obtained. Please fill in your address, and the name of the person you desire to vote on your behalf if other than the association secretary, date, sign, and return this proxy by mail SO THAT IT REACHES the association not later than (insert deadline for receipt of proxy per association documents). If the association has on file a Voting Certificate for the unit, only the voter named in that Voting Certificate may sign this proxy, otherwise all unit owners must sign.

I/We, the undersigned, being either all the owners of, or the person designated to vote by a valid Voting Certificate for the property located at _____ do hereby appoint as my proxy, or in the absence of naming a proxy, the secretary of the association, as my proxyholder to attend the meeting of the members of Howey-in-the-Hills Association, Inc., to be held on January __, 20__, at 9:00 a.m. in the community clubhouse, 133 Central Avenue, Howey-in-the-Hills, Florida, or any adjournment thereof, but in no event longer than 90 days after the date of the meeting indicated herein. This proxy can be revoked at any time at the pleasure of the undersigned. The proxyholder named above has the authority to vote and act for me to the same extent that I would if personally present, with power of substitution.

I authorize and instruct my proxy to use his or her best judgment on all matters which properly come before the meeting and for which a general power may be used.

DATED this _____ day of _____, 20__.

Member

SUBSTITUTION OF PROXY (if necessary)

The undersigned, appointed as proxy above, does hereby designate _____ to substitute for me in the proxy set forth above.

DATED this _____ day of _____, 20__.

Proxy Holder

Proxy Effective

The appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. Therefore, the proxy must be delivered to the association secretary or other officer or agent authorized to tabulate votes prior to the time the proxy holder desires to act, and certainly before the meeting gets fully underway. Many community documents require delivery of the proxy a specified period before the applicable meeting so that the association can accurately prepare, in advance, the list of eligible voters.

If the name signed on the proxy appointment corresponds to the name of the proper parcel owner, the corporation, if acting in good faith, is probably entitled to accept the proxy appointment and give it effect as the act of that parcel owner. The corporation is probably entitled to reject a proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has a reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the unit owner. Either action is probably valid unless a court of competent jurisdiction determines otherwise.

Death of Proxy Giver

The death or incapacity of the parcel owner appointing a proxy probably does not affect the right of the association to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises his authority under the appointment.

Time Limit

The law places a time limit on the validity of proxies. Any proxy given is only effective for the specific meeting for which originally given and any lawfully adjourned and reconvened meetings thereof. In no event shall any proxy be valid for a period longer than 90 days after the date of the first meeting for which it was originally given. Some improperly interpret that provision to mean that a proxy has a 90-day validity period from the date it is signed. This is incorrect. More correctly, the proxy is valid for the meeting for which it was given; irrespective of the length of time from the date the proxy was signed until the date of the meeting. Then on the date of that scheduled meeting, if that meeting must be adjourned (continued), the 90-day validity period begins to run.

Every proxy is revocable at any time at the pleasure of the unit owner executing it.

Content of Proxy

The statute contains the items that must be present in a valid proxy.

- (1) The signature of the person voting by proxy.
- (2) The date the proxy was given; and
- (3) The date, time and place of the meeting for which it was given.

Other items that may be included in the proxy:

- (4) The name of the person authorized to vote the proxy; and

(5) If a limited proxy, set forth those items that the holder of the proxy may vote, and the way the vote is to be cast.

Substitution of Proxy

If a proxy expressly provides, any proxy holder may appoint, in writing, a substitute to act in his place. However, if such provision is not made, substitution is not authorized. If the declaration, articles of incorporation, or association bylaws require or authorize the use of voting certificates, the voter named on such certificate is the only person authorized to vote by proxy even though the parcel is owned by more than one person or entity or is owned by an entity which is not a natural person.

Power of Attorney

Where authorized pursuant to a power of attorney to vote by proxy or to designate a proxy for a unit owner, the attorney-in-fact under the power of attorney may designate himself or another person as the proxy. However, the instrument appointing the proxy must comply with the above requirements for a proxy, and the person so designated cannot be precluded from acting as a proxy under the bylaws of the association. The power of attorney form itself will not act as a proxy unless the power of attorney form meets all the requirements for a proxy listed above.

Association Membership

Unless required by the underlying community documents, the proxy holder does not have to be a member of the association.

Two Proxies

If a member has signed two proxies for the same voting parcel and for the same meeting, the proxy containing the later date is the valid proxy. Unless otherwise indicated, the giving of the second proxy is deemed to be a revocation of the first.

Proxy Naming More Than One Person

If a member has named two or more persons in a single proxy document to vote the parcel and has not provided for how that authority shall be handled among them, a different problem arises. If only one of the named persons is present at the meeting, that one person may exercise all of the powers of the proxy. If two or more of the named persons are present at the meeting, then most of them may exercise all the powers of the proxy. However, if two or more of the named persons are present and they are equally divided as to the right and manner of voting in a particular case, the voting of the proxy is prorated.

Limited Proxy

In the case of a limited proxy, where the giver of the proxy designates how the holder should vote, it is not the responsibility of the association to ensure that the proxy holder does vote in that manner. If the holder votes contrary to the limited proxy, the vote is valid; however, the holder of the proxy becomes liable to the giver of the proxy.

(A Sample Limited Proxy Form is provided for you on the following page.)

SAMPLE LIMITED PROXY FORM

HOWEY-IN-THE-HILLS OWNERS ASSOCIATION, INC.
LIMITED PROXY (with general powers for non-limited proxy matters)

INSTRUCTIONS: If you do not plan to be present for the meeting, it is important that you complete and return this proxy so that a quorum can be obtained. Please fill in the property address and the name of the person you desire to vote on your behalf, the way you wish your vote to be cast for the issues listed below, sign, and return this proxy by mail SO THAT IT REACHES the association not later than (insert deadline for receipt of proxy per association documents). If the association has on file a Voting Certificate for the unit, only the voter named in that Voting Certificate may sign this proxy, otherwise all unit owners must sign.

I/We, the undersigned, being either all the owners of, or the person designated to vote by a valid Voting Certificate for the property located at _____ appoints _____ (PRINT NAME OF PROXYHOLDER IF DESIRED) or _____ (Association to fill in name or position of director or officer who will serve as proxyholder.) as my proxyholder to attend the meeting of the members of HOWEY-IN-THE-HILLS OWNERS ASSOCIATION, INC., to be held on May, 20____, at 9:00 a.m. in the second floor meeting room of the 133 East Central Avenue, Howey-in-the-Hills, Florida 34737, or any adjournment thereof, but in no event longer than 90 days after the date of the meeting indicated herein. This proxy can be revoked at any time at the pleasure of the undersigned. The proxyholder named above has the authority to vote and act for me to the same extent that I would if personally present, with power of substitution, except that my proxyholder's authority is limited as indicated below:

GENERAL POWERS (You may choose to grant general powers, limited powers or both. Check "General Powers" (on the following line) if you want your proxyholder to vote on other issues which might come up at the meeting and for which a limited proxy issues are not listed below.)

____ (Check in this space if general powers are chosen) I authorize and instruct my proxy to use his or her best judgment on all matters which properly come before the meeting and for which a general power may be used.

LIMITED POWERS (For your vote to be counted on the following issues, you must indicate your preference in the blanks(s) provided below.)

I SPECIFICALLY AUTHORIZE AND INSTRUCT MY PROXY TO CAST MY VOTE IN REFERENCE TO THE FOLLOWING MATTERS ONLY AS INDICATED BELOW:

1. (Any issues requiring the use of a limited proxy must be listed here, in order, with a space for the unit owner to indicate how he wishes his vote to be cast with regard to that issue.)

Yes _____ No _____ Voter's Initials

2. (Any issues requiring the use of a limited proxy must be listed here, in order, with a space for the unit owner to indicate how he wishes his vote to be cast with regard to that issue.)

Yes _____ No _____ Voter's Initials

DATED this _____ day of _____, 20__.

Unit Owner

Unit Owner

SUBSTITUTION OF PROXY (if necessary)

The undersigned, appointed as proxy above, does hereby designate _____ to substitute for me in the proxy set forth above.

DATED this _____ day of _____, 20__.

Proxy Holder

General proxies may be used:

1. When voting on matters for which limited proxies are not required.
2. When voting on non-substantive changes to items for which a limited proxy is required and given.

Both general and limited proxies may be used to establish a quorum.

Proxies may not be used in the election of directors.

Special Provisions for Proxies in Condominiums and Cooperatives (non-timeshare)

Condominium and cooperative associations have additional statutory requirements regarding proxies. Owners may utilize a general proxy to vote only on matters that the statute specifically allows. authority under the appointment.

Limited proxies are required when voting:

1. On the waiver or reduction of required reserves.
2. When voting to waive or change the financial reporting requirements found in the statute and the Florida Administrative Code.
3. When voting on any amendment to the declaration, articles of incorporation or bylaws.
4. When voting on any other matter where the statute or the documents require a membership vote.

VOTING PROCEDURE

The process of voting at a meeting is the method of determining the collective desires of the membership. There are five basic methods for that voting to occur; by general consents, voice voting, showing of hands, roll calls, and balloting. Each type of voting has its appropriate place, and each can be used effectively at a meeting.

However, this vote-at-a-meeting requirement does not preclude the board from taking an opinion poll of the members on matters, the final decision for which is within the board's authority. And the taking of an opinion poll does not have the effect of delegating to the unit owners the board's authority to make the ultimate decision.



Voting by General Consent

Voting by general consent is most often used when there is no objection to an issue before the membership. The chair will simply inquire if there is any objection to the motion and, if none, will declare the motion approved.



Roll Call Voting

The roll call vote is the taking of a verbal yes and no vote in response to the member's name having been called from a roster of all voting members. Although perhaps appearing to be time consuming and tedious, short of a ballot vote which is even more time consuming, it is highly accurate. It has the advantage or disadvantage, depending upon the viewpoint, of every vote being made immediately public.



Voice Voting

Voice voting is used when an issue before the meeting is relatively noncontroversial. The chair will ask those in favor to say "aye," those opposed to say "no." The chair will then rule on which group carried the motion; but the result should be obvious to everyone. If the result is close, or a member disagrees with the chair's ruling, another voting method should be utilized.



Voting by Show of Hands

Voting by a show of hands may be a resolution to an indeterminable or questioned voice vote or can otherwise be used when appropriate. The predominance of numbers should be determined by sight, for if a count is desired, a roll call vote should be taken.

Balloting

Balloting of course requires a recess of the meeting, the distribution of paper and writing instruments, time for ballot counting, and reconvening of the meeting to announce the results and proceed with the other business.

If the meeting contains members, some of whom have whole votes, and some of whom have fractional votes, or if there are members from separate entities whose vote on the issue needs to be separate, or after turnover when the developer is not permitted to vote for a majority of the board, the use of colored ballots can assist in the vote tabulation.

When deciding who will tabulate the ballots, the chair should keep in mind two basic considerations. First is the number of votes to be cast and consequently the number of individuals who will be needed to insure a prompt and accurate tabulation. Second is the nature of the election and the issue involved. Perhaps representatives from both sides of a controversial issue, or neutral parties, should be involved to promote validity.

CONDUCTING THE MEETING

The planning and preparation prior to meeting will maximize the opportunities for association to provide information to the members and to hear the members' input, suggestions and complaints. The chair of the meeting controls the success of the meeting. The goal should be to conduct an open and fair meeting without regard to the success or failure of the issues that come before the body.

Meeting Process

The meeting will be conducted in the order provided in the agenda. The association will be guided by procedural requirements found in its documents. These requirements usually reference "parliamentary procedure" and those leading the meeting must be aware of these requirements.

Certain basic customs of formality should be followed by the presiding officer and members under parliamentary procedure to maintain the chair's necessary position of impartiality and help to preserve an objective and impersonal approach. To achieve these goals, the chair might announce at the commencement, that certain procedures will be observed.

(See appendix for sample meeting procedures regarding owners, attendance and participation at both membership meetings and board meetings.)

QUORUMS AND DECISIONS

Definition

A quorum is the number of members entitled to vote who must be present, in person or by proxy, in order that business can be legally transacted. The quorum refers to the number of such members present, not to the number actually voting on a particular issue.

Quorum Percentage

In condominiums and cooperatives, unless a lower number is provided in the bylaws, the percentage of voting interests required to constitute a quorum at a meeting of the members is most of the total voting interests. A majority is 50% plus one.

In homeowners' associations, the percentage of voting interests required to constitute a quorum at a meeting of the members is 30 percent of the total voting interests unless a lower percentage is provided in the documents of the community.

Voting interests, for both a quorum and decisions, include parcels in foreclosure. Subsequent written joinder, to establish a quorum, may possibly be used where the association bylaws provide for such action. The majority or extraordinary majority quorum requirements contained in the documents of some associations are no longer effective.

Both general and limited proxies can generally be used to establish a quorum. Absentee or survey ballots, if permitted by the documents, do not count in the determination of a quorum unless they meet all the requirements for a proxy.

Determining If There Is a Quorum

When working with the quorum determination, the easiest and quickest method is sufficient. For example, in many associations a simple roll call might suffice using the secretary's compiled list of eligible voters, voting certificates and proxies that are on record.

However, in very large associations, it is generally more efficient to set up a registration table system and have the members check in prior to the meeting; much the same as used for the political voting process. Each table might have an appropriate list of the applicable members which would include such information as the necessity for a voting certificate (if required), or the fact that a proxy has been filed, or distribute paper ballots if they will otherwise be used during the meeting process.

In any event, the resulting records and minutes of the meeting should reflect those members in attendance in person, those members being represented by a voting certificate, and the owner designated by that voting certificate, and those parcels represented by proxy along with the name of the proxy holder.

No Quorum

It is understood that, if the initial quorum is not obtained, the only business which can be conducted is to adjourn the meeting to some future date, time, and place; to recess (take a short intermission); or take other measures to obtain a quorum. The association documents should be checked if this situation arises.

Once a voting interest is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless the adjournment is longer than 120 days.

Vote Required to Make Decisions

Unless otherwise provided by law, or in the articles of incorporation, or bylaws, decisions that require a vote of the members must be made by the concurrence of at least most of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained.

It is not uncommon to find that the law or the governing documents require an "extraordinary majority" vote for specific issues such as amendments to the documents. Additionally, some of these "extraordinary majority" vote for specific Issues such as amendments to the documents. Additionally, some of these "extraordinary majority" votes are not based upon just those voting Interest present, in person or by proxy, at the meeting, but may well be based upon the total voting Interests Irrespective of whether the voting interest Is present at the meeting.

Board Member Attendance

One final note on a matter that occasionally causes confusion. The quorum requirement for a members' meeting pertains to a certain number of members present, in person or by proxy. A quorum of the board is not required to be present for a members' meeting to have a valid members' meeting. While several association officers may have duties to perform at the members' meeting, such as the president presiding over the meeting, the secretary supervising the proxy tabulations, and perhaps the treasurer giving a report, board members themselves have no official function at a members'

meeting; they are nothing more than members themselves (if in fact they are members) and simply count as members.

AGENDA

The association should prepare and mail the complete meeting agenda to every member along with the notice of the meeting and include an appropriate proxy. If this procedure is followed, some careful explanation will need to accompany the documents as members typically do not understand when and where to use proxy forms. Further efficiency can be obtained by including in that mailing, the minutes of the previous meeting for which approval is going to be sought, copies of the reports to be presented, or copies of other matters to be voted upon such as budgets, document amendments, etc.

Votes are not based upon just those voting interest present, in person or by proxy, at the meeting, but may well be based upon the total voting interests irrespective of whether the voting interest is present at the meeting.

Call to Order

The chair of the meeting will call the meeting to order in a timely manner.

Proof of Notice

The chair will confirm that proper notice was provided and make either the affidavit of notice or certificate of mailing a part of the record of the meeting.

Thus, members can, and should be encouraged to, obtain answers to their questions before the meeting takes place. If the board waits until the last minute to circulate those types of documents, the members will feel pressured, the meeting may become quite confusing and may take abnormally long.

All the results of every agenda item, all main motions, all notices of motions, and all points of order and appeals, and especially the chair's statement about compliance with the meeting notice requirements and the determination of a quorum, should be captured in the minutes.

It might further be advisable to have on hand a copy of *Robert's Rules of Order* for reference when those inevitable procedural questions arise. However, the association is not bound to use those rules unless the association documents require doing so.

(A sample Membership Meeting Agenda is provided for you on page 28.)

CALLING OF ROLL AND CERTIFYING PROXIES

The chair or its representative will determine those present and collect those proxies not yet turned into the chair. This process will also determine if a quorum is present.

Disposal of Minutes

The chair will confirm that proper notice was provided and make either the affidavit of notice or certificate of mailing a part of the record of the meeting.

Election of Directors

In condominiums and cooperatives, the first order of business to be taken up is the election of directors. The procedure would be as prescribed in the statutes and code or as provided in the documents where the documents have been amended to provide a different procedure.

Homeowners' Associations could conduct the election at this point. Many associations prefer the election to be the last item of business to come before the body.

Reports of Officers and Committees

This allows those required to report, such as the treasurer, the opportunity to do so. These reports should be general and used to update the members on the condition of the association.

Comments and questions from the floor are probably not appropriate currently. Those matters should be reserved to the appropriate business section of the meeting.

Unfinished Business

This is the point in the meeting when issues previously before the body are up for discussion and consideration. Any issues that were brought before the body by officers and committee reports would be taken up here.

The board should attempt to list items of unfinished business in the agenda so that everyone is aware of the issues that remain to be resolved.

New Business

This is the point where new issues are brought before the body that have not been presented previously.

General Discussion (If desired)

Many associations provide time for membership discussion on issues that do not necessarily require any action. Complaints can be aired. Praise can be expressed. It serves to allow the owners the opportunity to be heard.

Adjournment

Adjournment ends the meeting and occurs normally when there is no additional business to conduct.

Adjournment may be a problem in some cases. Any member recognized by the chair may make a motion to adjourn. That motion takes precedence and, if seconded, is not subject to debate and must be voted on immediately. When a meeting gets out of hand, it may be a good idea to have someone ready to make such a motion.

Adjournment may also be to a later date and time when the meeting will be reconvened. This may be necessary when additional items need to be considered or the hour is late: The motion to adjourn and reconvene is subject to member debate.

PARLIAMENTARY PROCEDURE

Meetings of community associations are usually conducted according to parliamentary procedure. The most common form of parliamentary procedure used in the United States is *Robert's Rules of Order*. The Association bylaws often call for the use of *Robert's Rules of Order*.

Parliamentary law originated as the custom and rules for conducting business in the English Parliament. It is used by deliberative bodies to assist an assembly in accomplishing its objectives by establishing rules for maintaining order and procedures for considering the assembly's business. For the objective of the association to be accomplished, the rights of individuals must yield to the interests of the collective assembly.

Robert's Rules of Order contain discussions as to priority and classification of motions, procedures for limiting and ending debate, and amending amendments.

While the procedures established in *Robert's Rules of Order* are not the only means by which to control a meeting, they are the most common. Associations are encouraged to either follow *Robert's Rules*, follow a system that suits their needs, or develop a system of their own that is efficient and fair. In any event, the manner of conducting the meeting should be clearly established in the documents.

This may be necessary when additional items need to be considered, or the hour is late: The motion to adjourn and reconvene is subject to member debate.

Order of Business

Often the bylaws provide for the order of business or defer to Robert's Rules of Order, Order of Business. Robert's Rules of Order defines order of business as "any established sequence in which it may be prescribed that business shall be taken up at a session of a given assembly." Condominium bylaws usually contain such information regarding the classes or order of business, if the meeting practice is addressed in the documents at all.

According to *Robert's Rules of Order*, the usual order of business is as follows.

1. Reading and disposal of minutes.
2. Reports of officers, boards, and standing committees.
3. Reports of special committees.
4. Special orders.
5. Unfinished business and general orders.
6. New business.

Frequently there are optional provisions that may be included in the order of business for a meeting. After the meeting is called to order and before the reading of the minutes the following may be included:

7. Opening ceremonies or exercises.
8. Roll call.

After the completion of new business—that is, when no one claims the floor to make a motion in response to the chair's query, "Is there any further new business?" the following are further optional provisions for order of business:

9. Good of the order (or General good and welfare).
10. Announcements.

Types of Motions

There are basically four classifications of motions according to *Robert's Rules of Order*: main motions, subsidiary motions, privileged motions and incidental motions. Each of these basic classes of motions are broken down into numerous types of motions.

A main motion is a motion whose introduction brings business before the assembly. It can be made only when no other motion is pending and ranks lowest in the order of precedence of motions. Main motions are broken down into original main motions, and incidental main motions.

A subsidiary motion assists the assembly in treating or disposing of a main motion (and sometimes other motions). There are several subsidiary motions such as:

1. Motion to postpone indefinitely.
2. Motion to amend a main motion.
3. Motion to commit the main question—or refer it to a committee.
4. Motion to postpone to a certain time, sometimes called a motion to postpone, or simply to postpone.
5. Motion to limit or extend limits of debate.
6. Motion for the previous question.
7. Motion to lay on the table.

Unlike subsidiary or incidental motions, privileged motions do not relate to the pending business but have to do with special matters of immediate and overriding importance which, without debate, should be allowed to interrupt the consideration of anything else. The following is a list of privileged motions:

1. Motion for a call for the orders of the day.
2. Motion to raise a question of privilege.
3. Motion for recess.
4. Motion to adjourn.
5. Motion to fix the time at which to adjourn.

Incidental motions relate in different ways to the pending business or to the business otherwise at hand. The following is a list of incidental motions:

1. Motion of point of order.
2. Motion of appeal.

3. Motion to suspend the rules.
4. Motion of objection to the consideration of the question.
5. Motion for division of a question.
6. Motion for consideration by paragraph or seriatim.
5. Motion to limit or extend limits of debate.
6. Motion for the previous question.
7. Motion to lay on the table.

Limiting Debate

ROBERT'S RULES CONTAINS A DETAILED DISCUSSION OF LIMITING DEBATE. DURING A MEETING ROBERT'S RECOMMENDS THAT NO MEMBER SHALL SPEAK MORE THAN TWICE DURING THE SAME DAY TO THE SAME QUESTION, NOR LONGER THAN 10 MINUTES AT ONE TIME WITHOUT LEAVE OF THE ASSEMBLY. IN ADDITION, NO MEMBER CAN SPEAK A SECOND TIME TO A QUESTION IF ANY MEMBER DESIRES TO SPEAK WHO HAS NOT SPOKEN TO THE QUESTION. TO FURTHER LIMIT DEBATE REQUIRES APPROVAL OF TWO-THIRDS OF THE ASSEMBLY, WHICH MAY IMPOSE ANY LIMITATIONS DESIRED. DEBATE MAY ALSO BE LIMITED BY CALLING THE QUESTION (REQUIRES TWO-THIRDS VOTE), OR BY TABLING THE MOTION (A MAJORITY VOTE).

NOTE: THE PROVISIONS OF THE FLORIDA ADMINISTRATIVE CODE PROVIDE FOR CONDOMINIUMS AND COOPERATIVES THAT THE TIME ALLOWED FOR A MEMBER TO SPEAK CANNOT BE LESS THAN 3 MINUTES.

Amending Motions

A KEY AREA OF CONCERN IN *ROBERT'S RULES OF ORDER* IS AMENDING MOTIONS. AS A RULE, EXCEPT FOR A LIMITED CATEGORY OF MOTIONS THAT CANNOT BE AMENDED (E.G., TO ADJOURN, QUESTION OF ORDER, TO OBJECT TO CONSIDERATION OF A QUESTION, TO LAY ON THE TABLE, ETC.), A MOTION CAN BE AMENDED BY A MAJORITY VOTE, EVEN IF THE MOTION BEING CONSIDERED REQUIRES A 2/3 VOTE FOR PASSAGE. HOWEVER, THE PROPOSED AMENDMENT TO THE MOTION MUST BE GERMANE TO THE MOTION AND MUST NOT MAKE THE AFFIRMATIVE OF THE QUESTION EQUIVALENT TO THE NEGATIVE OF THE ORIGINAL QUESTION. AS AN ILLUSTRATION, SUPPOSE THAT THE PENDING RESOLUTION AUTHORIZES THE HIRING OF A MANAGER AT A DEFINED SALARY. AN OFFERED AMENDMENT STATES THAT

"THE ASSOCIATION SHALL REIMBURSE THE OFFICERS FOR EXPENSES INCURRED AT A RECENT WORKSHOP." THE AMENDMENT IS OUT OF ORDER, BECAUSE IT IS NOT GERMANE TO THE RESOLUTION. SIMILARLY, A PROPOSED AMENDMENT TO ADD THE WORD "NOT" IN FRONT OF "HIRING A MANAGER" WOULD BE OUT OF ORDER, AS CREATING A NEGATIVE VOTE. THE PROPER PROCEDURE WOULD BE A VOTE AGAINST THE RESOLUTION.

SAMPLE MEMBERSHIP MEETING AGENDA

HOWEY-IN-THE-HILLS OWNERS ASSOCIATION, INC.

AGENDA

ANNUAL (SPECIAL) MEMBERSHIP MEETING

DATE: DECEMBER 31, 2001
LOCATION: Meeting Room
133 East Central Avenue

1. Calling of Roll and Certifying Proxies.
2. Proof of Notice of Meeting
3. Invocation or Other Ceremonies (Optional)
4. Reading and Disposal of Minutes
5. (Condominiums & Cooperatives) Election of Directors
6. Reports of Officers
7. Reports of Committees
8. Unfinished Business
9. New Business
10. Adjournment

BOARD MEETINGS

The members, having acted on those matters required of them at the annual membership meeting or a special membership meeting, and having elected directors to the board, have thereby delegated the remainder of the corporate operations to the board which will act through its officers.

The only medium in which the board can act is through the process of duly called and noticed meetings with the formalities of motions, seconds and voting, during which it sets policy and directs its officers to act. Individual board members, once outside the meeting environment, are powerless. The officers on the other hand, are the day-to-day operating arms of the board and carry forth those previously set policies and directives.

Board Size

The *homeowners' association* statutory provisions do not specify the size of the board; however, the size should be specified in or fixed in the articles of incorporation or bylaws.

In *condominium and cooperative* associations, if the documents do not provide for the number of directors, the board must consist of at least 5 members unless the association has 5 or fewer units.

If the condominium or cooperative association has 5 or fewer units, the association need only have 3 directors. In a profit corporation, the board must consist of one or more individuals; but in a not-for-profit corporation, the board must consist of three or more individuals. Most bylaws detail a board of specific size.

The optimum size for a board will vary among associations. Of course, it is always advisable to have an odd number of board positions to avoid the possibility of a deadlock vote on issues. Three, five or seven members will generally suffice in small or medium size associations. A quorum is easier to obtain, and yet there is sufficient diversity of ideas so as to adequately represent most sides of an issue. In larger associations, it often becomes necessary to have a larger board simply to spread the workload. With large boards, achieving a quorum sometimes becomes more difficult, and the meetings often last longer.

Definition

A board meeting is defined as a gathering of the members of the board of directors, at which a quorum of the members is present for the purpose of conducting association business. Therefore, directors should be cautious about getting together and discussing association business because such action might well fall within the definition of a meeting which requires previous notice to the association members and some audio/video recording rights.

Workshops

Board workshop sessions for such purposes as developing a budget, or perhaps reviewing insurance bids, frequently become the target of complaints. Are these sessions “meetings” which require advance notice to members? Is the board “conducting association business?” Most community association law attorneys would respond affirmatively if the attendance at the workshop session at any point in time includes at least a quorum of the board.

Owners’ Right to Attend

In addition to being entitled to advance notice of board meetings, association members (but not others) have a right to attend and observe such meetings. An exception is for meetings between the board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege.

Owners’ Right to Speak

The members of condominium and cooperative associations, in addition to having the right to attend the meetings, have the right to speak at the meetings of the board. This right to speak is subject to rules adopted by the board which rules cannot prohibit the right to speak.

Members of a homeowners’ association do not have the right to speak at meetings of the board.

(See Appendix for guidelines related to owner participation at board meetings.)

For example, in a condominium environment, a periodic meeting between the board and a professional management company even if conducted without expressions of opinion, polling, or voting by board members present, was found to be a meeting requiring notice to and attendance of unit owners, and minutes if a quorum was present.

Location of Meeting

Regarding the location of board meetings, the corporation acts permit the board to hold regular or special meetings in or out of the state of Florida. However, the homeowners' association statutory provisions with their enumerated rights of the owners to attend and video/audio record such meetings, seems to presume that all such meetings are not only within the state, but are at or near the community property. One court in construing a statute that was designed to encourage public attendance at board meetings, such as the homeowners' association provisions, did not look favorably upon a board for holding a meeting some distance from the local area and thus somewhat inaccessible to those who had a right to attend.

(See Appendix for Procedures regarding owners, attendance, and participation.)

Organizational Meeting

The first board meeting, after any membership meeting at which directors are elected to fill expired terms, is commonly called the organizational meeting; although it is properly either a regular or special meeting, depending on whether the documents address the matter. At this time, the officers of the board are appointed or reappointed, committees are established or reestablished as necessary and the members appointed thereto, and the times of the regular board meetings are generally set.

The person responsible for the preparation of the agenda for this meeting should carefully review the association documents and the minutes of previous organizational meetings, for a determination of all matters that must be addressed.

Regular Meetings

Regular meetings are held as prescribed by the documents or, if the documents so provide, as scheduled by the board itself, as collective action at one of its own meetings.

Regular meetings, when necessary, are often set on a reoccurring specific day and time, perhaps semi-monthly, monthly, bimonthly, quarterly, or otherwise as deemed necessary. The frequency and calendaring of these meetings are determined largely by the size of the complex, the availability of directors, the degree and clarity of delegation of operating authority to the manager and/or officers, and the effectiveness of those managers and/or officers.

Not all associations require frequent, regular board meetings. Well-organized boards, with efficient committees, and with qualified officers given clear and proper authority and responsibility, may need to formally meet only when necessity demands. If a board is meeting very frequently, it is often the sign of lack of delegation to its officers, interference into the operational aspects of the complex, and/or just being overly impressed with themselves.

Some authorities have misstated the recording of the vote of a member who does not express a vote, as a presumption that the member voted "yes" on the issue. This is incorrect and does not take into consideration that the majority vote on the motion, or in other words the action taken, may have been negative.

Special Meetings

Board meetings other than those regularly set by the board itself, or by the association documents, fall into the category of special meetings. Since they have not been pre-scheduled, they must be called by one or more persons authorized to call a special meeting.

The articles of incorporation or the bylaws will generally specify who can call a special meeting of the board, but in the absence of such a provision, the corporation acts provide that the meeting may be called by the chairperson or president.

Unlike special membership meetings, special board meetings are not limited in scope or purpose unless required by the articles of incorporation or the bylaws.

Emergency Meetings

Emergency board meetings are nothing more than special board meetings held to deal with a genuine emergency. Such meetings must meet all the requirements of a special board meeting with the single exception that the posted notice need not meet the 48-hour prior posting requirement, or the mailed notice need not meet the 7-day prior mailing requirement but should be posted or mailed as much in advance as possible.

The board only sets policy; the officers and manager operate the complex in accordance with that policy. The board *does not* manage.

Meeting Notice to Board Members

Regular board meetings are by definition, those meetings set by the board itself or the association documents and thus the law doesn't require any further notice to the individual board members. The bylaws can, and sometimes do, impose some notice requirement and thus that requirement would have to be met.

Special meetings, however, are those not held at some predetermined time set by board resolution and thus require some notice to the board members. The corporation act provides that, unless a longer or shorter period is provided in the articles of incorporation or bylaws, a special meeting must be preceded by at least two days' notice of the date, time and place of the meeting. The meeting notice need not describe the purpose unless required by the articles of incorporation or bylaws. The bylaws can, and sometimes do, impose a lesser or greater notice requirement; thus, that requirement would prevail.

If the bylaws permit, notice of a meeting of the board need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting constitutes a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

If the board adjourns a meeting to another date, time and/or place, unless the bylaws provide otherwise, notice to directors of any such adjourned meeting need only be given to those directors who were not present at the time of the adjournment. However, if the date, time and place of the

adjourned meeting were not announced at the time of the adjournment, then notice must be given to all directors.

(A sample of a Board Meeting Notice to Members of the Board is provided for you on the following page.)

SAMPLE BOARD MEETING NOTICE TO MEMBERS OF THE BOARD

HOWEY-IN-THE-HILLS OWNERS ASSOCIATION, INC.

NOTICE OF BOARD MEETING

TO: ALL MEMBERS OF THE BOARD OF DIRECTORS

ALL MEMBERS

NOTICE is hereby given that (the regular) (a special) meeting(s) of the board of Howey-in-the-Hills Owners Association, Inc., will be held at the date, hour and place noted below:

DATE: _____

HOURL: _____

PLACE: _____

PURPOSE: (include a statement that assessments will be considered and the nature of the assessments, if that is the case.)

POSTING. This notice has also been posted on the community property, or mailed or delivered to each member, or otherwise published in accordance with the bylaw and statutory requirements.

Howey-in-the-Hills Owners Association, Inc.

DATED: _____

By: _____

Its Secretary

Notice to Owners for Board of Directors' Meeting

All owners must be provided notice of board meetings. The notice may be provided by merely posting in some instances or must be mailed to the owners in certain instances. The nature of the notice will be determined by the type of the association.

SAMPLE BOARD MEETING NOTICE TO MEMBERS OR OWNERS

HOWEY-IN-THE-HILLS OWNERS ASSOCIATION, INC.

Notice to Association Members of Meeting of the BOARD OF DIRECTORS

TO: ALL MEMBERS

Notice is hereby given that a meeting of the Board of Directors of the Howey-in-the-Hills Owners Association, Inc. will be held at the following date, time, and location.

Date: _____

Time: _____

Location: _____

AGENDA (Optional for Homeowners' Associations. Required for Condominiums.)

1. Call to Order
2. Reading of Minutes
3. Managers Report
4. Office Reports
5. Committee Reports
6. Comment and Discussion by Owners
7. Unfinished Business (List specific items here.)
8. New Business
9. Open Discussion
10. Adjournment

Date: _____

Secretary _____

Notice to CONDOMINIUM AND COOPERATIVE OWNERS for Board of Directors' Meeting

In condominiums and cooperatives, the members must be provided at a minimum a 48 hour notice of the board meeting except in an emergency. This notice must be posted in a conspicuous place on the common property. This location must be specified by board rule. If a condominium association does not have common property suitable for posting the notice, the notice must be mailed or delivered to all unit owners at least 14 days in advance of the meeting.

Notice of any meeting where the board will consider non-emergency special assessments or the amendment of rules regarding unit use shall be mailed or delivered to the unit owners and posted conspicuously on the property at least 14 days in advance of the meeting. Notice of any meeting at which regular assessments or the budget will be considered must be mailed or hand delivered at least 14 days in advance of the meeting.

Notice to HOMEOWNERS' ASSOCIATIONS for Board of Directors' Meeting

Notice of all meetings of the board and any committee must be given to the members. This specifically includes, but is not limited to, any committee or other similar body, including anybody vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a member of the community. An assessment may not be levied at a board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessment.

What is an Emergency?

An emergency is a sudden unexpected happening; an unforeseen occurrence or condition; perplexing contingency or complication of circumstances; a sudden or unexpected occasion for action; an exigency; pressing necessity for which, obviously, action needs to be taken prior to the time required for the posting of another meeting notice (48 hours).

Approving the budget which will be used as the basis for periodic assessments would be considered levying an assessment.

Except in an emergency, board and committee meeting notices must be posted in a conspicuous place in the community at least 48 hours in advance of a meeting. In the alternative, if notice is not posted in a conspicuous place in the community, notice of each board meeting must be mailed or delivered to each member at least 7 days before the meeting, except in an emergency.

An assessment may not be adopted by the board of the homeowners' association unless the notice of that meeting includes a statement that assessments will be considered and the nature of the assessment.

For communities with more than 100 members, the bylaws may provide for a reasonable alternative to posting or mailing of notice for each board meeting. This can include, among other things, publication of notice or provision of a schedule of board meetings perhaps in a regularly published newsletter or other medium.

AGENDA AND MEETING PROCEDURES

The secretary should prepare a detailed agenda for every board meeting and in the interests of efficiency, forward a copy of this agenda and all supporting materials to each director well in advance of the meeting. Such supporting materials might include a copy of the minutes of the last meeting which must be approved, copies of any contracts or agreements for which approval is being sought, any reports of officers to be covered at the meeting, and any other documents necessary for the rapid conduct of the meeting business. In addition, the condominium and cooperative statutes require that the agenda be posted and if required mailed to the owners as a part of the notice of the meeting.

The agenda format might be similar to that used for the membership meeting; however, it would generally contain an additional spot for insertion into the sequence by the president or secretary, last minute items which arose subsequent to the publication and distribution of the agenda.

It is commonly understood that the president, or meeting chair, is responsible for conducting the meeting and hence the development of the agenda, and the secretary does so under his/her direction. Therefore, any specific item can only be placed on the agenda by the president, and board members wishing to raise other matters at the meeting must do so in proper form.

Robert's Rules of Order do not apply to board meetings unless required by the documents. However, they can act as a good guide.

Agenda Requirements for Condominiums and Cooperatives

The notice for a board meeting in a condominium and cooperative must include an agenda. The board is generally limited to taking action only with regard to those items contained in the agenda. Any item not included in the agenda may be taken up by the board on an emergency basis. The vote required to approve an item not on the agenda is a majority of those present plus one more member. Any item approved on this emergency basis would be included in the agenda for the next board meeting and must be ratified by the board at that meeting.

QUORUM AND VOTING

Quorum

Unless the articles of incorporation or bylaws require a different number, a quorum of a board of directors consists of a majority of the number of directors prescribed by the articles of incorporation or the bylaws. The articles of incorporation may authorize a quorum of a board of directors to consist of less than a majority, but no fewer than one-third of the prescribed number of directors determined under the articles of incorporation or the bylaws. A quorum can be obtained by subsequent joinder if the bylaws permit such joinder.

Vote Required to Act

If a quorum is present when a vote is taken, the affirmative votes of a majority of directors present is the act of the board of directors unless the articles of incorporation or bylaws require the vote of a greater number of directors.

Attendance by Speaker Telephone

A bylaw provision that increases either the board quorum or board voting requirements can be amended or repealed only in accordance with statute. Unless the articles or bylaws provide otherwise, the board may permit any or all directors or committee members to participate in a regular or special meeting by, or conduct the meeting using, any means of communication by which all those participating may simultaneously hear each other during the meeting; the most common device of which is the conference telephone. When such devices are used, a corresponding device should be in operation at the place for the meeting designated in the notice, so that the discussion of the board may be heard by any board members or members in attendance. A person participating in a meeting by this means is deemed to be present in person at the meeting and may be counted toward obtaining a quorum and may vote.

It is possible then, to have a valid board or committee meeting where none of the participants attend the place provided in the notice of the meeting, but in fact are attending by simultaneous communication devices. It will be an interesting exercise to see how the law develops regarding this issue considering the member's right to videotape board meetings.

Proxies and Ballots

At a board meeting, it is recommended that voting be accomplished by having the secretary call a roll of the board members; the statute requiring that the vote of each individual member be recorded in the minutes. Board members cannot vote by either proxy or secret ballot, except that officers may be elected by secret ballot.

Conflict of Interest

If a director is present, he must vote unless he declares a conflict of interest in the specific proposal before the board at that time, in which case the abstention must appear, and the nature of the asserted conflict of interest should also appear in the minutes. A conflict of interest would be a matter in which the director has a personal or pecuniary interest not common to other members of the board or association. For example, if a motion proposes that the association enter into a contract with a commercial firm of which the board member is an owner or officer and from which contract he would derive personal pecuniary profit, the board member should abstain from voting on the issue.

Failure to Vote

If the board member does not express a vote, he is to be recorded in the minutes as having voted with the majority on that issue, or in other words assented to the action taken. The old concept that the chair does not vote except to break a tie is in direct violation of Florida corporate law.

Some authorities have misstated the recording of the vote of a member who does not express a vote, as a presumption that the member voted “yes” on the issue. This is incorrect and does not take into consideration that the majority vote on the motion, or in other words the action taken, may have been negative.

MINUTES

The minutes of meetings of both the members and of the board, rank high among the most important documents accumulated by the association. They serve as the official record of the organization and its operation. Certainly, they are one of the longest retained records. Therefore, as any secretary knows, the quality of that effort will likely be around for review, in office.

Minutes serve as the basis for deciding what action has been taken in the past, and by that providing a guide to future decision making and hopefully a more consistent operation. If litigation arises, properly prepared minutes can be a major salvation to the association, the board, the individual board members, the officers, and/or the manager.

While some associations like to electronically record meetings, those recordings should be used only as the basis for creating the minutes, or resolving indecision when creating the minutes as to that which actually occurred. The minutes should be reduced to writing within thirty days after the date of the meeting.

Much too often, minutes taken by well meaning, but unaccustomed board secretaries, contain more garbage than pertinent matters. The first items in the minutes should be a recitation of the name of the organization, the kind of meeting (regular, special, adjourned regular or adjourned special), the date, time, and place that the meeting was held, who chaired the meeting, the results of the determination of a quorum (a listing of those members present, and for a membership meeting those represented by proxy and the name of the proxy holder), and the pronouncement by the chair of compliance with the meeting notice requirements.

Other than the above, the minutes should contain only the motions properly made and seconded, the results of the vote thereon, and the notices of motions and points of order and appeal if those are used. If authority permits the president to take certain action, such as creating and appointing committees, or tabling items, then the minutes should reflect such action. Items that are discussed at the meeting without a proper motion and second, and the nature of any discussion on a motion short of an amendment to that motion, are part of the garbage that *does not* belong in the meeting minutes.

Minutes are records of the formal action taken, nothing more; and formal action can be taken only by vote! The minutes should contain a record of what was done at the meeting, not what was said by the members.

Minutes are designed to record official action by the board; not for the purposes of informing members of everything that transpired at the meeting. Members are afforded the opportunity to be personally present and audio or video tape record the meeting if they desire that type of information.

A fundamental rule of practice is that the secretary creates the minutes from his/her notes, recollection, and/or the electronic recording, and they are submitted in that form to the next meeting of the body for correction if necessary and approval. There are no provisions for prepublication

“reviews” or “edits” by the president or any other individual; such attempts border on “doctoring” the minutes and generally involve the reviewer or editor acting outside the scope of his or her authority.

SAMPLE BOARD MEETING MINUTES

HOWEY-IN-THE-HILLS OWNERS ASSOCIATION, INC. MINUTES SPECIAL MEETING OF THE BOARD OF DIRECTORS DECEMBER 31, 2001

1. **CALL TO ORDER.** The president, Mrs. Gray, called the meeting to order at 7 p.m. on the date above noted, and at 133 East Central Avenue, Howey-in-the-Hills, Florida 34737 the location specified in the notice for this meeting.
2. **DETERMINATION OF A QUORUM.** Present were board members Mrs. Gray Messrs. White, Brown, and Green; absent was Mr. Black. The president announced that a quorum was present.
3. **CONFIRMATION OF PROPER MEETING NOTICE.** The president announced that the notice for this meeting was accomplished in accordance with bylaw and statutory requirements.
4. **READING AND APPROVAL OF MINUTES.** Motion by Mr. Green, and seconded that the minutes of the November 30, 2001 meeting be considered read and an affirmative roll be attached. All yes, motion carried.
5. **APPROVAL OF GROUNDS MAINTENANCE CONTRACT.** Motion by Mr. Brown, and seconded that the proposal of Evergreen Maintenance, Inc., to furnish grounds maintenance services to the association for the period from January 1, 2000 through December 31, 2000, at a monthly cost to the association of \$2000.00, be approved and that the president and secretary be authorized to execute a contract in accordance herewith. Messrs. Gray, Brown, Green yes; Mr. White, No; Motion carried.
6. **CALL TO ADJOURN.** Call by Mr. Brown to adjourn the meeting at 10:30 a.m. All yes, motion carried. (The meeting can also be adjourned; i.e., continued, to another date, time and/or place.)

Note: Notwithstanding that, for example, there were three bids for the furnishing of grounds maintenance services, all of which were reviewed and discussed by the board in the approximately one-and-one-half hours of the meeting, only the result of the ultimate motion and second (of which there was only one) and the results of the vote on that motion, is recorded in the minutes.

SUMMARY

Conducting meetings, as stated previously, is an art that requires a delicate balance between the competing demands of adherence to rules and satisfying human nature. It is critical that all those in power be aware of and enforce those rules that are necessary to the success of a meeting. Not following the rules may result in invalid decisions.

It is also critical that those in power recognize the need to listen to the desires of the constituency and act accordingly. Sometimes a little common sense and empathy go a long way towards building community character and owner satisfaction.

APPENDIX

SAMPLE RULES REGARDING MEMBER PARTICIPATION AT ASSOCIATION MEMBERSHIP MEETINGS

I. BOARD AND COMMITTEE MEETINGS.

A. Board and Committee Meetings, and Members Defined.

- 1. Meetings of the Board of Directors are hereby defined as a quorum of directors gathered to conduct association business. The term meeting does not include gatherings of less than a quorum of directors engaged in fact-finding investigations, or legal inquiries, or gatherings of any number of directors and their attorney with respect to proposed or pending litigation where the attorney-client privilege would otherwise govern the contents of the discussion.*
- 2. Meeting of a Committee is hereby defined as a quorum of committee members gathered to conduct the official business of the committee as set forth in the resolution creating the committee. The term meeting does not include fact-finding investigations or legal inquiries by less than a quorum of committee members, or gatherings of any number of committee members and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege.*
- 3. The term Committee as used herein is hereby defined as an official body created by resolution of the board of directors, or by a member of the board, including any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel or residential property owned by a member of the community.*

B. Attendance at Board and Committee Meetings

Every member shall have the right to attend board of director and committee meetings except as may be provided by law. No person other than a member may be permitted to attend such meetings, except for persons invited or permitted to attend by the board or committee chairperson.

C. Participation at Meetings

Every unit owner shall have the right to speak at meetings of the board of directors and committees, to the extent required and permissible under applicable law, subject to the following rules:

- 1. Statements by unit owners at meetings shall be restricted to agenda items and motions of the board or committee. No other statements shall be permitted except as may be authorized by the chairperson of the board or a committee, in their sole discretion.*

(a) No unit owner shall speak until recognized by the chair. A unit owner may speak only once on each agenda item and the owner's statement shall not exceed three minutes. The chairperson of the meeting shall give the floor to any unit owner desiring to speak prior to the discussion and vote of the board or committee upon the agenda item. After each owner has had an opportunity to speak, the chairperson shall announce that owner statements are concluded, thereby ending the owner discussion on that agenda item.

(b) Each speaker shall speak only to the chair. There will be no cross-discussions with other members, board members, legal counsel, or other attendees.

- 2. Unit owners may not make or second motions, may not participate in discussions after owner discussion is concluded on that subject, and may not vote.*

II. MEMBER MEETINGS.

A. Member Meeting Defined.

A meeting of the members is defined as a quorum of members gathered to conduct official association business.

B. Members shall have the right to participate at meetings subject to the following rules:

- 1. A member wishing to speak should raise his/her hand, or stand, and be recognized by the chair as having the exclusive right to be heard at that time, and each speaker will be given an orderly opportunity to address his/her respective matter.*
- 2. The chair should be addressed as "Mr." (or "Madam") Chairman.*
- 3. Members may address only the chair or can address each other only through the chair.*
- 4. Speakers should rise when speaking, and speak in a clear voice so that all can hear.*
- 5. Members must confine their remarks to the merits of the pending question and each matter will be taken up separately as needed.*
- 6. Statements by members at meetings shall be restricted solely to agenda items and other matters that may properly come before a member meeting.*

No member shall speak until recognized by the chair. A member will be permitted to speak only once on each agenda item, or any other topic properly before the membership, and the owner's statement shall not exceed three minutes. The chairperson of the meeting shall open the floor to member statements subsequent to the calling of the agenda item, and prior to the vote of the owners upon the agenda item.

III. ROBERTS RULES OF ORDER (LATEST EDITION).

Roberts Rules of Order (latest edition) shall be applicable to and govern all association meetings when not in conflict with the declaration of covenants, the articles of incorporation and bylaws of the association, or rules, policies and procedures adopted from time to time by the board.

IV. TAPE RECORDING OR VIDEOTAPING OF BOARD, COMMITTEE AND MEMBER MEETINGS.

A. Any member may tape record or videotape a board, committee or member meeting subject to the following rules.

- (1) Any audio or video equipment must be assembled and placed in position not less than 15 minutes prior to the scheduled time for commencement of the meeting unless the equipment is handheld and small in size. The association may direct the location to be used for this purpose which shall allow for effective recording by the owner while preserving the rights of other owners to observe, hear, and participate at the meeting with minimal distraction.*
- (2) No equipment shall produce distracting sound or light emissions.*
- (3) No person may move about the meeting room to facilitate the recording.*
- (4) Any member wishing to record a meeting must give not less than 24 hours advance written notice to the secretary or manager. Any member who records a meeting does so based upon the understanding and*

condition that they must make an unedited copy of their audio or video tape available within thirty days after the meeting to the association, if requested by the association at or within five days of the meeting, and at association expense.

V. ENFORCEMENT OF MEETING RULES.

A. Ejection.

(1) Any person not a member of the association, or not lawfully holding the proxy of a member, shall be prohibited from attending meetings and/or shall be ejected therefrom.

(2) Any member who fails to comply with these rules shall be subject to ejection in the sole discretion of the chairperson. The chairperson shall give any non-complying person one warning regarding ejection and thereafter may call for immediate ejection of that person, and the removal of any of their equipment, if any.

(3) The chairperson of the meeting may appoint a sergeant of arms who at the direction of the chairperson shall either remove the unauthorized person or contact a law enforcement representative to remove such person.

B. Fines.

The board of directors may levy a fine, as provided in the declaration, against any person who fails to comply with these rules.

C. Legal Action.

The board of directors may take any action appropriate at law or in equity against any person who fails to comply with these rules.

D. Amending Rules.

The association reserves the right to amend these rules from time to time as deemed necessary.