

By Representative Lacasa

1                                   A bill to be entitled  
2           An act relating to charitable corporations;  
3           amending ss. 617.0808 and 617.2103, F.S.;  
4           excluding charitable corporations from certain  
5           provisions relating to removal of a director  
6           from a board of directors; providing an  
7           effective date.

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9   Be It Enacted by the Legislature of the State of Florida:

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11           Section 1. Section 617.0808, Florida Statutes, is  
12   amended to read:

13           617.0808 Removal of directors.--A director may be  
14   removed from office pursuant to procedures provided in the  
15   articles of incorporation or the bylaws, which shall provide  
16   the following, and if they do not do so, shall be deemed to  
17   include the following:

18           (1) ~~Except as provided in subsection (2),~~Any member  
19   of the board of directors may be removed from office with or  
20   without cause by the vote or agreement in writing by a  
21   majority of all votes of the membership.

22           ~~(2) Any member of the board of directors of a~~  
23   ~~charitable organization as defined in s. 496.404, may be~~  
24   ~~removed from office without cause only following the~~  
25   ~~recommendation of a majority of the board of directors~~  
26   ~~followed by the vote or agreement in writing by a majority of~~  
27   ~~all votes of the membership.~~

28           (2)(3) The notice of a meeting of the members to  
29   recall a member or members of the board of directors shall  
30   state the specific directors sought to be removed.

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1        (3)~~(4)~~ A proposed removal of a director at a meeting  
2 shall require a separate vote for each board member sought to  
3 be removed. Where removal is sought by written agreement, a  
4 separate agreement is required for each board member to be  
5 removed.

6        (4)~~(5)~~ If removal is effected at a meeting, any  
7 vacancies created thereby shall be filled by the members at  
8 the same meeting.

9        (5)~~(6)~~ Any director who is removed from the board  
10 shall not be eligible to stand for reelection until the next  
11 annual meeting of the members.

12        (6)~~(7)~~ Any director removed from office shall turn  
13 over to the board of directors within 72 hours any and all  
14 records of the corporation in his possession.

15        (7)~~(8)~~ If a director who is removed shall not  
16 relinquish his office or turn over records as required under  
17 this section, the circuit court in the county where the  
18 corporation's principal office is located may summarily order  
19 the director to relinquish his office and turn over corporate  
20 records upon application of any member.

21        Section 2. Subsection (1) of section 617.2103, Florida  
22 Statutes, 1996 Supplement, is amended to read:

23        617.2103 Exemptions for certain corporations.--

24        (1) No corporation described in s. 501(c) of the  
25 Internal Revenue Code of 1986, as amended, shall be subject to  
26 the provisions of s. 617.0808, s. 617.1601, s. 617.1602, s.  
27 617.1603, s. 617.1604, s. 617.1605, or s. 617.2102, unless the  
28 articles of incorporation or bylaws provide otherwise. ~~No~~  
29 ~~corporation described in s. 501(c) of the Internal Revenue~~  
30 ~~Code of 1986, as amended, except a charitable organization as~~  
31 ~~defined in s. 496.404, is subject to the provisions of s.~~

1 ~~617-0808~~ For purposes of this subsection, if a current  
2 determination letter issued under the authority of the  
3 internal revenue laws of the United States of America  
4 determines that a particular corporation is or is not exempt  
5 from federal income taxation under s. 501(c) of the Internal  
6 Revenue Code of 1986, as amended, that shall be conclusive on  
7 the question whether the corporation is or is not described in  
8 s. 501(c) of the Internal Revenue Code of 1986, as amended.

9       Section 3. This act shall take effect upon becoming a  
10 law.

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13                   HOUSE SUMMARY

14       Excludes charitable corporations from provisions relating  
15 to removal of a director from a board of directors. See  
16 bill for details.

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