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1 A bill to be entitled
2 An act relating to corporate affairs; amending s.
3 617.01401, F.S.; defining the term "electronic
4 transmission" for purposes of the Florida Not For Profit
5 Corporation Act; amending s. 617.0141, F.S.; authorizing
6 forms of electronic transmission of notice for domestic or
7 foreign corporations; providing for a corporation member
8 to revoke consent to receiving notice by electronic
9 transmission; providing that an affidavit of notice by
10 electronic transmission is, in the absence of fraud, prima
11 facie evidence of the facts stated in the notice; amending
12 ss. 718.111 and 718.112, F.S.; providing for a condominium
13 association to transmit electronic notices to unit owners;
14 providing that the association is not liable for
15 erroneously disclosing certain address information;
16 revising requirements for use of proxies for voting;
17 authorizing the association to broadcast notice via a
18 closed-circuit television system; prohibiting notice by
19 electronic transmission for a recall of board members;
20 providing for association bylaws to authorize the
21 electronic transmission of notices; amending s. 718.116,
22 F.S.; providing that a described fee may be charged for
23 preparation of a certificate stating certain amounts owed;
24 amending ss. 719.104 and 719.106, F.S.; providing for a
25 cooperative association to transmit electronic notices to
26 unit owners; providing that the association is not liable
27 for erroneously disclosing certain address information;
28 revising requirements for use of proxies for voting;
29 authorizing the association to broadcast notice via a
30 closed-circuit television system; prohibiting notice by



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31 electronic transmission for a recall of board members;
32 providing for association bylaws to authorize the
33 electronic transmission of notices; amending s. 719.108,
34 F.S.; providing that a described fee may be charged for
35 preparation of a certificate stating certain amounts owed;
36 amending s. 720.302, F.S.; clarifying that corporations
37 not for profit that operate residential homeowners'
38 associations are subject to the Florida Not For Profit
39 Corporation Act; amending s. 720.303, F.S.; authorizing a
40 homeowners' association to broadcast notice via a closed-
41 circuit television system; providing that the association
42 is not liable for erroneously disclosing certain address
43 information; providing an effective date.

44

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

46

47 Section 1. Section 617.01401, Florida Statutes, is amended
48 to read:

49 617.01401 Definitions.--As used in this act, unless the
50 context otherwise requires, the term:

51 (1) "Articles of incorporation" includes original,
52 amended, and restated articles of incorporation, articles of
53 consolidation, and articles of merger, and all amendments
54 thereto, including documents designated by the laws of this
55 state as charters, and, in the case of a foreign corporation,
56 documents equivalent to articles of incorporation in the
57 jurisdiction of incorporation.

58 (2) "Board of directors" means the group of persons vested
59 with the management of the affairs of the corporation



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60 irrespective of the name by which such group is designated,
61 including, but not limited to, managers or trustees.

62 (3) "Bylaws" means the code or codes of rules adopted for
63 the regulation or management of the affairs of the corporation
64 irrespective of the name or names by which such rules are
65 designated.

66 (4) "Corporation" or "domestic corporation" means a
67 corporation not for profit, subject to the provisions of this
68 act, except a foreign corporation.

69 (5) "Corporation not for profit" means a corporation no
70 part of the income or profit of which is distributable to its
71 members, directors, or officers.

72 (6) "Electronic transmission" means any form of
73 communication, not directly involving the physical transmission
74 or transfer of paper, which creates a record that may be
75 retained, retrieved, and reviewed by a recipient thereof and
76 which may be directly reproduced in a comprehensible and legible
77 paper form by such recipient through an automated process.
78 Examples of electronic transmission include, but are not limited
79 to, telegrams, facsimile transmissions of images, and text that
80 is sent via electronic mail between computers.

81 (7)~~(6)~~ "Foreign corporation" means a corporation not for
82 profit organized under laws other than the laws of this state.

83 (8)~~(7)~~ "Insolvent" means the inability of a corporation to
84 pay its debts as they become due in the usual course of its
85 affairs.

86 (9)~~(8)~~ "Mail" means the United States mail, facsimile
87 transmissions, and private mail carriers handling nationwide
88 mail services.



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89 ~~(10)(9)~~ "Member" means one having membership rights in a
 90 corporation in accordance with the provisions of its articles of
 91 incorporation or bylaws or the provisions of this act.

92 ~~(11)(10)~~ "Person" includes individual and entity.

93 Section 2. Section 617.0141, Florida Statutes, is amended
 94 to read:

95 617.0141 Notice.--

96 (1) Notice under this act must be in writing, unless oral
 97 notice is:

98 (a) Expressly authorized by the articles of incorporation
 99 or the bylaws; and

100 (b) Reasonable under the circumstances.

101 (2) Notice may be communicated in person; by telephone
 102 (where oral notice is permitted), telegraph, teletype, or other
 103 form of electronic transmission ~~communication~~; or by mail.

104 (3) Written notice by a domestic or foreign corporation
 105 authorized to conduct its affairs in this state to its member,
 106 if in a comprehensible form, is effective:

107 (a) When mailed, if mailed postpaid and correctly
 108 addressed to the member's address shown in the corporation's
 109 current record of members;

110 (b) When actually transmitted by facsimile
 111 telecommunication, if correctly directed to a number at which
 112 the member has consented to receive notice;

113 (c) When actually transmitted by electronic mail, if
 114 correctly directed to an electronic mail address at which the
 115 member has consented to receive notice;

116 (d) When posted on an electronic network that the member
 117 has consented to consult, upon the later of:

118 1. Such correct posting; or



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119 2. The giving of a separate notice to the member of the
 120 fact of such specific posting; or

121 (e) When correctly transmitted to the member, if by any
 122 other form of electronic transmission consented to by the member
 123 to whom notice is given.

124 (4) Consent by a member to receiving notice by electronic
 125 transmission shall be revocable by the member by written notice
 126 to the corporation. Any such consent shall be deemed revoked if:

127 (a) The corporation is unable to deliver by electronic
 128 transmission two consecutive notices given by the corporation in
 129 accordance with such consent; and

130 (b) Such inability becomes known to the secretary or an
 131 assistant secretary of the corporation, or other authorized
 132 person responsible for the giving of notice. However, the
 133 inadvertent failure to treat such inability as a revocation does
 134 not invalidate any meeting or other action.

135 (5)~~(4)~~ Written notice to a domestic or foreign corporation
 136 authorized to conduct its affairs in this state may be addressed
 137 to its registered agent at its registered office or to the
 138 corporation or its secretary at its principal office shown in
 139 its most recent annual report or, in the case of a corporation
 140 that has not yet delivered an annual report, in a domestic
 141 corporation's articles of incorporation or in a foreign
 142 corporation's application for certificate of authority.

143 (6)~~(5)~~ Except as provided in subsection (3) or elsewhere
 144 in this act, written notice, if in a comprehensible form, is
 145 effective at the earliest date of the following:

146 (a) When received;



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147 (b) Five days after its deposit in the United States mail,
 148 as evidenced by the postmark, if mailed postpaid and correctly
 149 addressed; or

150 (c) On the date shown on the return receipt, if sent by
 151 registered or certified mail, return receipt requested, and the
 152 receipt is signed by or on behalf of the addressee.

153 (7)~~(6)~~ Oral notice is effective when communicated if
 154 communicated directly to the person to be notified in a
 155 comprehensible manner.

156 (8) An affidavit of the secretary, an assistant secretary,
 157 the transfer agent, or other authorized agent of the corporation
 158 that the notice has been given by a form of electronic
 159 transmission is, in the absence of fraud, prima facie evidence
 160 of the facts stated in the notice.

161 (9)~~(7)~~ If this act prescribes notice requirements for
 162 particular circumstances, those requirements govern. If
 163 articles of incorporation or bylaws prescribe notice
 164 requirements not less stringent than the requirements of this
 165 section or other provisions of this act, those requirements
 166 govern.

167 Section 3. Paragraph (a) of subsection (12) of section
 168 718.111, Florida Statutes, is amended to read:

169 718.111 The association.--

170 (12) OFFICIAL RECORDS.--

171 (a) From the inception of the association, the association
 172 shall maintain each of the following items, when applicable,
 173 which shall constitute the official records of the association:

174 1. A copy of the plans, permits, warranties, and other
 175 items provided by the developer pursuant to s. 718.301(4).



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176 2. A photocopy of the recorded declaration of condominium
177 of each condominium operated by the association and of each
178 amendment to each declaration.

179 3. A photocopy of the recorded bylaws of the association
180 and of each amendment to the bylaws.

181 4. A certified copy of the articles of incorporation of
182 the association, or other documents creating the association,
183 and of each amendment thereto.

184 5. A copy of the current rules of the association.

185 6. A book or books which contain the minutes of all
186 meetings of the association, of the board of directors, and of
187 unit owners, which minutes shall be retained for a period of not
188 less than 7 years.

189 7. A current roster of all unit owners and their postal
190 and electronic mailing addresses, unit identifications, voting
191 certifications, and, if known, telephone numbers. Upon the
192 request of the unit owner in writing, the electronic mail
193 address and the number designated by the unit owner for
194 receiving electronic transmission of notices shall not be
195 included in the official records of the association. However,
196 the association is not liable for an erroneous disclosure of the
197 electronic mail address or the number for receiving electronic
198 transmission of notices.

199 8. All current insurance policies of the association and
200 condominiums operated by the association.

201 9. A current copy of any management agreement, lease, or
202 other contract to which the association is a party or under
203 which the association or the unit owners have an obligation or
204 responsibility.



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205 10. Bills of sale or transfer for all property owned by
206 the association.

207 11. Accounting records for the association and separate
208 accounting records for each condominium which the association
209 operates. All accounting records shall be maintained for a
210 period of not less than 7 years. The accounting records shall
211 include, but are not limited to:

212 a. Accurate, itemized, and detailed records of all
213 receipts and expenditures.

214 b. A current account and a monthly, bimonthly, or
215 quarterly statement of the account for each unit designating the
216 name of the unit owner, the due date and amount of each
217 assessment, the amount paid upon the account, and the balance
218 due.

219 c. All audits, reviews, accounting statements, and
220 financial reports of the association or condominium.

221 d. All contracts for work to be performed. Bids for work
222 to be performed shall also be considered official records and
223 shall be maintained for a period of 1 year.

224 12. Ballots, sign-in sheets, voting proxies, and all other
225 papers relating to voting by unit owners, which shall be
226 maintained for a period of 1 year from the date of the election,
227 vote, or meeting to which the document relates.

228 13. All rental records, when the association is acting as
229 agent for the rental of condominium units.

230 14. A copy of the current question and answer sheet as
231 described by s. 718.504.

232 15. All other records of the association not specifically
233 included in the foregoing which are related to the operation of
234 the association.



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235 Section 4. Paragraphs (b), (c), (d), (e), and (j) of
236 subsection (2) and subsection (3) of section 718.112, Florida
237 Statutes, are amended to read:

238 718.112 Bylaws.--

239 (2) REQUIRED PROVISIONS.--The bylaws shall provide for the
240 following and, if they do not do so, shall be deemed to include
241 the following:

242 (b) Quorum; voting requirements; proxies.--

243 1. Unless a lower number is provided in the bylaws, the
244 percentage of voting interests required to constitute a quorum
245 at a meeting of the members shall be a majority of the voting
246 interests. Unless otherwise provided in this chapter or in the
247 declaration, articles of incorporation, or bylaws, and except as
248 provided in subparagraph (d)3., decisions shall be made by
249 owners of a majority of the voting interests represented at a
250 meeting at which a quorum is present.

251 2. Except as specifically otherwise provided herein, after
252 January 1, 1992, unit owners may not vote by general proxy, but
253 may vote by limited proxies substantially conforming to a
254 limited proxy form adopted by the division. Limited proxies and
255 general proxies may be used to establish a quorum. Limited
256 proxies shall be used for votes taken to waive or reduce
257 reserves in accordance with subparagraph (f)2.; for votes taken
258 to waive the financial reporting requirements of s. 718.111(13);
259 for votes taken to amend the declaration pursuant to s. 718.110;
260 for votes taken to amend the articles of incorporation or bylaws
261 pursuant to this section; and for any other matter for which
262 this chapter requires or permits a vote of the unit owners.
263 Except as provided in paragraph (d), after January 1, 1992, no
264 proxy, limited or general, shall be used in the election of



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265 board members. General proxies may be used for other matters for
266 which limited proxies are not required, and may also be used in
267 voting for nonsubstantive changes to items for which a limited
268 proxy is required and given. Notwithstanding the provisions of
269 this subparagraph, unit owners may vote in person at unit owner
270 meetings. Nothing contained herein shall limit the use of
271 general proxies or require the use of limited proxies for any
272 agenda item or election at any meeting of a timeshare
273 condominium association.

274 3. Any proxy given shall be effective only for the
275 specific meeting for which originally given and any lawfully
276 adjourned meetings thereof. In no event shall any proxy be
277 valid for a period longer than 90 days after the date of the
278 first meeting for which it was given. Every proxy is revocable
279 at any time at the pleasure of the unit owner executing it.

280 4. A member of the board of administration or a committee
281 may submit in writing his or her agreement or disagreement with
282 any action taken at a meeting that the member did not attend.
283 This agreement or disagreement may not be used as a vote for or
284 against the action taken and may not be used for the purposes of
285 creating a quorum.

286 5. When any of the board or committee members meet by
287 telephone conference, those board or committee members attending
288 by telephone conference may be counted toward obtaining a quorum
289 and may vote by telephone. A telephone speaker must be used so
290 that the conversation of those board or committee members
291 attending by telephone may be heard by the board or committee
292 members attending in person as well as by any unit owners
293 present at a meeting.



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294 (c) Board of administration meetings.--Meetings of the
295 board of administration at which a quorum of the members is
296 present shall be open to all unit owners. Any unit owner may
297 tape record or videotape meetings of the board of
298 administration. The right to attend such meetings includes the
299 right to speak at such meetings with reference to all designated
300 agenda items. The division shall adopt reasonable rules
301 governing the tape recording and videotaping of the meeting.
302 The association may adopt written reasonable rules governing the
303 frequency, duration, and manner of unit owner statements.
304 Adequate notice of all meetings, which notice shall specifically
305 incorporate an identification of agenda items, shall be posted
306 conspicuously on the condominium property at least 48 continuous
307 hours preceding the meeting except in an emergency. Any item
308 not included on the notice may be taken up on an emergency basis
309 by at least a majority plus one of the members of the board.
310 Such emergency action shall be noticed and ratified at the next
311 regular meeting of the board. However, written notice of any
312 meeting at which nonemergency special assessments, or at which
313 amendment to rules regarding unit use, will be considered shall
314 be mailed, ~~or delivered,~~ or electronically transmitted to the
315 unit owners and posted conspicuously on the condominium property
316 not less than 14 days prior to the meeting. Evidence of
317 compliance with this 14-day notice shall be made by an affidavit
318 executed by the person providing the notice and filed among the
319 official records of the association. Upon notice to the unit
320 owners, the board shall by duly adopted rule designate a
321 specific location on the condominium property or association
322 property upon which all notices of board meetings shall be
323 posted. If there is no condominium property or association



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324 property upon which notices can be posted, notices of board
325 meetings shall be mailed, ~~or delivered,~~ or electronically
326 transmitted at least 14 days before the meeting to the owner of
327 each unit. In lieu of or in addition to the physical posting of
328 notice of any meeting of the board of administration on the
329 condominium property, the association may, by reasonable rule,
330 adopt a procedure for conspicuously posting and repeatedly
331 broadcasting the notice and the agenda on a closed-circuit cable
332 television system serving the condominium association. However,
333 if broadcast notice is used in lieu of a notice posted
334 physically on the condominium property, the notice and agenda
335 must be broadcast at least four times every broadcast hour of
336 each day that a posted notice is otherwise required under this
337 section. When broadcast notice is provided, the notice and
338 agenda must be broadcast in a manner and for a sufficient
339 continuous length of time so as to allow an average reader to
340 observe the notice and read and comprehend the entire content of
341 the notice and the agenda. Notice of any meeting in which
342 regular assessments against unit owners are to be considered for
343 any reason shall specifically contain a statement that
344 assessments will be considered and the nature of any such
345 assessments. Meetings of a committee to take final action on
346 behalf of the board or make recommendations to the board
347 regarding the association budget are subject to the provisions
348 of this paragraph. Meetings of a committee that does not take
349 final action on behalf of the board or make recommendations to
350 the board regarding the association budget are subject to the
351 provisions of this section, unless those meetings are exempted
352 from this section by the bylaws of the association.
353 Notwithstanding any other law, the requirement that board



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354 meetings and committee meetings be open to the unit owners is
355 inapplicable to meetings between the board or a committee and
356 the association's attorney, with respect to proposed or pending
357 litigation, when the meeting is held for the purpose of seeking
358 or rendering legal advice.

359 (d) Unit owner meetings.--

360 1. There shall be an annual meeting of the unit owners.
361 Unless the bylaws provide otherwise, a vacancy on the board
362 caused by the expiration of a director's term shall be filled by
363 electing a new board member, and the election shall be by secret
364 ballot; however, if the number of vacancies equals or exceeds
365 the number of candidates, no election is required. If there is
366 no provision in the bylaws for terms of the members of the
367 board, the terms of all members of the board shall expire upon
368 the election of their successors at the annual meeting. Any unit
369 owner desiring to be a candidate for board membership shall
370 comply with subparagraph 3. A person who has been convicted of
371 any felony by any court of record in the United States and who
372 has not had his or her right to vote restored pursuant to law in
373 the jurisdiction of his or her residence is not eligible for
374 board membership. The validity of an action by the board is not
375 affected if it is later determined that a member of the board is
376 ineligible for board membership due to having been convicted of
377 a felony.

378 2. The bylaws shall provide the method of calling meetings
379 of unit owners, including annual meetings. Written notice, which
380 notice must include an agenda, shall be mailed, ~~or~~ hand
381 delivered, or electronically transmitted to each unit owner at
382 least 14 days prior to the annual meeting and shall be posted in
383 a conspicuous place on the condominium property at least 14



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384 continuous days preceding the annual meeting. Upon notice to the
385 unit owners, the board shall by duly adopted rule designate a
386 specific location on the condominium property or association
387 property upon which all notices of unit owner meetings shall be
388 posted; however, if there is no condominium property or
389 association property upon which notices can be posted, this
390 requirement does not apply. In lieu of or in addition to the
391 physical posting of notice of any meeting of the unit owners on
392 the condominium property, the association may, by reasonable
393 rule, adopt a procedure for conspicuously posting and repeatedly
394 broadcasting the notice and the agenda on a closed-circuit cable
395 television system serving the condominium association. However,
396 if broadcast notice is used in lieu of a notice posted
397 physically on the condominium property, the notice and agenda
398 must be broadcast at least four times every broadcast hour of
399 each day that a posted notice is otherwise required under this
400 section. When broadcast notice is provided, the notice and
401 agenda must be broadcast in a manner and for a sufficient
402 continuous length of time so as to allow an average reader to
403 observe the notice and read and comprehend the entire content of
404 the notice and the agenda. Unless a unit owner waives in writing
405 the right to receive notice of the annual meeting, such notice
406 shall be hand delivered, ~~or~~ mailed, or electronically
407 transmitted to each unit owner. Notice for meetings and notice
408 for all other purposes shall be mailed to each unit owner at the
409 address last furnished to the association by the unit owner, or
410 hand delivered to each unit owner. However, if a unit is owned
411 by more than one person, the association shall provide notice,
412 for meetings and all other purposes, to that one address which
413 the developer initially identifies for that purpose and



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414 thereafter as one or more of the owners of the unit shall so
415 advise the association in writing, or if no address is given or
416 the owners of the unit do not agree, to the address provided on
417 the deed of record. An officer of the association, or the
418 manager or other person providing notice of the association
419 meeting, shall provide an affidavit or United States Postal
420 Service certificate of mailing, to be included in the official
421 records of the association affirming that the notice was mailed
422 or hand delivered, in accordance with this provision.

423 3. The members of the board shall be elected by written
424 ballot or voting machine. Proxies shall in no event be used in
425 electing the board, either in general elections or elections to
426 fill vacancies caused by recall, resignation, or otherwise,
427 unless otherwise provided in this chapter. Not less than 60 days
428 before a scheduled election, the association shall mail, ~~or~~
429 deliver, or electronically transmit, whether by separate
430 association mailing or included in another association mailing,
431 ~~or~~ delivery, or transmission, including regularly published
432 newsletters, to each unit owner entitled to a vote, a first
433 notice of the date of the election. Any unit owner or other
434 eligible person desiring to be a candidate for the board must
435 give written notice to the association not less than 40 days
436 before a scheduled election. Together with the written notice
437 and agenda as set forth in subparagraph 2., the association
438 shall mail, ~~or~~ deliver, or electronically transmit a second
439 notice of the election to all unit owners entitled to vote
440 therein, together with a ballot which shall list all candidates.
441 Upon request of a candidate, the association shall include an
442 information sheet, no larger than 8 1/2 inches by 11 inches,
443 which must be furnished by the candidate not less than 35 days



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444 before the election, to be included with the mailing, delivery,
445 or transmission of the ballot, with the costs of mailing, ~~or~~
446 delivery, or electronic transmission and copying to be borne by
447 the association. The association is not liable for the contents
448 of the information sheets prepared by the candidates. In order
449 to reduce costs, the association may print or duplicate the
450 information sheets on both sides of the paper. The division
451 shall by rule establish voting procedures consistent with the
452 provisions contained herein, including rules providing for
453 giving notice to the members by electronic transmission in a
454 manner authorized by law and for the secrecy of ballots.
455 Elections shall be decided by a plurality of those ballots cast.
456 There shall be no quorum requirement; however, at least 20
457 percent of the eligible voters must cast a ballot in order to
458 have a valid election of members of the board. No unit owner
459 shall permit any other person to vote his or her ballot, and any
460 such ballots improperly cast shall be deemed invalid, provided
461 any unit owner who violates this provision may be fined by the
462 association in accordance with s. 718.303. A unit owner who
463 needs assistance in casting the ballot for the reasons stated in
464 s. 101.051 may obtain assistance in casting the ballot. The
465 regular election shall occur on the date of the annual meeting.
466 The provisions of this subparagraph shall not apply to timeshare
467 condominium associations. Notwithstanding the provisions of this
468 subparagraph, an election is not required unless more candidates
469 file notices of intent to run or are nominated than board
470 vacancies exist.

471 4. Any approval by unit owners called for by this chapter
472 or the applicable declaration or bylaws, including, but not
473 limited to, the approval requirement in s. 718.111(8), shall be



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474 made at a duly noticed meeting of unit owners and shall be
475 subject to all requirements of this chapter or the applicable
476 condominium documents relating to unit owner decisionmaking,
477 except that unit owners may take action by written agreement,
478 without meetings, on matters for which action by written
479 agreement without meetings is expressly allowed by the
480 applicable bylaws or declaration or any statute that provides
481 for such action.

482 5. Unit owners may waive notice of specific meetings if
483 allowed by the applicable bylaws or declaration or any statute.
484 Unit owners may consent to receiving notice of board, committee,
485 and membership meetings by electronic transmission if the bylaws
486 provide a method for giving notice by electronic transmission.

487 6. Unit owners shall have the right to participate in
488 meetings of unit owners with reference to all designated agenda
489 items. However, the association may adopt reasonable rules
490 governing the frequency, duration, and manner of unit owner
491 participation.

492 7. Any unit owner may tape record or videotape a meeting
493 of the unit owners subject to reasonable rules adopted by the
494 division.

495 8. Unless otherwise provided in the bylaws, any vacancy
496 occurring on the board before the expiration of a term may be
497 filled by the affirmative vote of the majority of the remaining
498 directors, even if the remaining directors constitute less than
499 a quorum, or by the sole remaining director. In the alternative,
500 a board may hold an election to fill the vacancy, in which case
501 the election procedures must conform to the requirements of
502 subparagraph 3. unless the association has opted out of the
503 statutory election process, in which case the bylaws of the



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504 association control. Unless otherwise provided in the bylaws, a
 505 board member appointed or elected under this section shall fill
 506 the vacancy for the unexpired term of the seat being filled.
 507 Filling vacancies created by recall is governed by paragraph (j)
 508 and rules adopted by the division.

509
 510 Notwithstanding subparagraphs (b)2. and (d)3., an association
 511 may, by the affirmative vote of a majority of the total voting
 512 interests, provide for different voting and election procedures
 513 in its bylaws, which vote may be by a proxy specifically
 514 delineating the different voting and election procedures. The
 515 different voting and election procedures may provide for
 516 elections to be conducted by limited or general proxy.

517 (e) Budget meeting.--

518 1. Any meeting at which a proposed annual budget of an
 519 association will be considered by the board or unit owners shall
 520 be open to all unit owners. At least 14 days prior to such a
 521 meeting, the board shall hand deliver to each unit owner, ~~or~~
 522 mail to each unit owner at the address last furnished to the
 523 association by the unit owner, or electronically transmit to the
 524 location furnished by the unit owner for that purpose a notice
 525 of such meeting and a copy of the proposed annual budget. An
 526 officer or manager of the association, or other person providing
 527 notice of such meeting, shall execute an affidavit evidencing
 528 compliance with such notice requirement, and such affidavit
 529 shall be filed among the official records of the association.

530 2.a. If a board adopts in any fiscal year an annual budget
 531 which requires assessments against unit owners which exceed 115
 532 percent of assessments for the preceding fiscal year, the board
 533 shall conduct a special meeting of the unit owners to consider a



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534 substitute budget if the board receives, within 21 days after
535 adoption of the annual budget, a written request for a special
536 meeting from at least 10 percent of all voting interests. The
537 special meeting shall be conducted within 60 days after adoption
538 of the annual budget. At least 14 days prior to such special
539 meeting, the board shall hand deliver to each unit owner, or
540 mail to each unit owner at the address last furnished to the
541 association, a notice of the meeting. An officer or manager of
542 the association, or other person providing notice of such
543 meeting shall execute an affidavit evidencing compliance with
544 this notice requirement, and such affidavit shall be filed among
545 the official records of the association. Unit owners may
546 consider and adopt a substitute budget at the special meeting. A
547 substitute budget is adopted if approved by a majority of all
548 voting interests unless the bylaws require adoption by a greater
549 percentage of voting interests. If there is not a quorum at the
550 special meeting or a substitute budget is not adopted, the
551 annual budget previously adopted by the board shall take effect
552 as scheduled.

553 b. Any determination of whether assessments exceed 115
554 percent of assessments for the prior fiscal year shall exclude
555 any authorized provision for reasonable reserves for repair or
556 replacement of the condominium property, anticipated expenses of
557 the association which the board does not expect to be incurred
558 on a regular or annual basis, or assessments for betterments to
559 the condominium property.

560 c. If the developer controls the board, assessments shall
561 not exceed 115 percent of assessments for the prior fiscal year
562 unless approved by a majority of all voting interests.



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563 (j) Recall of board members.--Subject to the provisions of
564 s. 718.301, any member of the board of administration may be
565 recalled and removed from office with or without cause by the
566 vote or agreement in writing by a majority of all the voting
567 interests. A special meeting of the unit owners to recall a
568 member or members of the board of administration may be called
569 by 10 percent of the voting interests giving notice of the
570 meeting as required for a meeting of unit owners, and the notice
571 shall state the purpose of the meeting. Electronic transmission
572 may not be used as a method of giving notice of a meeting called
573 in whole or in part for this purpose.

574 1. If the recall is approved by a majority of all voting
575 interests by a vote at a meeting, the recall will be effective
576 as provided herein. The board shall duly notice and hold a board
577 meeting within 5 full business days of the adjournment of the
578 unit owner meeting to recall one or more board members. At the
579 meeting, the board shall either certify the recall, in which
580 case such member or members shall be recalled effective
581 immediately and shall turn over to the board within 5 full
582 business days any and all records and property of the
583 association in their possession, or shall proceed as set forth
584 in subparagraph 3.

585 2. If the proposed recall is by an agreement in writing by
586 a majority of all voting interests, the agreement in writing or
587 a copy thereof shall be served on the association by certified
588 mail or by personal service in the manner authorized by chapter
589 48 and the Florida Rules of Civil Procedure. The board of
590 administration shall duly notice and hold a meeting of the board
591 within 5 full business days after receipt of the agreement in
592 writing. At the meeting, the board shall either certify the



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593 written agreement to recall a member or members of the board, in
594 which case such member or members shall be recalled effective
595 immediately and shall turn over to the board within 5 full
596 business days any and all records and property of the
597 association in their possession, or proceed as described in
598 subparagraph 3.

599 3. If the board determines not to certify the written
600 agreement to recall a member or members of the board, or does
601 not certify the recall by a vote at a meeting, the board shall,
602 within 5 full business days after the meeting, file with the
603 division a petition for arbitration pursuant to the procedures
604 in s. 718.1255. For the purposes of this section, the unit
605 owners who voted at the meeting or who executed the agreement in
606 writing shall constitute one party under the petition for
607 arbitration. If the arbitrator certifies the recall as to any
608 member or members of the board, the recall will be effective
609 upon mailing of the final order of arbitration to the
610 association. If the association fails to comply with the order
611 of the arbitrator, the division may take action pursuant to s.
612 718.501. Any member or members so recalled shall deliver to the
613 board any and all records of the association in their possession
614 within 5 full business days of the effective date of the recall.

615 4. If the board fails to duly notice and hold a board
616 meeting within 5 full business days of service of an agreement
617 in writing or within 5 full business days of the adjournment of
618 the unit owner recall meeting, the recall shall be deemed
619 effective and the board members so recalled shall immediately
620 turn over to the board any and all records and property of the
621 association.



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622 5. If a vacancy occurs on the board as a result of a
623 recall and less than a majority of the board members are
624 removed, the vacancy may be filled by the affirmative vote of a
625 majority of the remaining directors, notwithstanding any
626 provision to the contrary contained in this subsection. If
627 vacancies occur on the board as a result of a recall and a
628 majority or more of the board members are removed, the vacancies
629 shall be filled in accordance with procedural rules to be
630 adopted by the division, which rules need not be consistent with
631 this subsection. The rules must provide procedures governing the
632 conduct of the recall election as well as the operation of the
633 association during the period after a recall but prior to the
634 recall election.

635 (3) OPTIONAL PROVISIONS.--The bylaws as originally
636 recorded or as amended under the procedures provided therein may
637 provide for the following:

638 (a) A method of adopting and amending administrative rules
639 and regulations governing the details of the operation and use
640 of the common elements.

641 (b) Restrictions on and requirements for the use,
642 maintenance, and appearance of the units and the use of the
643 common elements.

644 (c) Provisions for giving notice by electronic
645 transmission in a manner authorized by law of meetings of the
646 board of directors and committees and of annual and special
647 meetings of the members.

648 (d)~~(e)~~ Other provisions which are not inconsistent with
649 this chapter or with the declaration, as may be desired.

650 Section 5. Subsection (8) of section 718.116, Florida
651 Statutes, is amended to read:



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652 718.116 Assessments; liability; lien and priority;
 653 interest; collection.--

654 (8) Within 15 days after receiving a written request
 655 therefor from a unit owner purchaser, or mortgagee, the
 656 association shall provide a certificate signed by an officer or
 657 agent of the association stating all assessments and other
 658 moneys owed to the association by the unit owner with respect to
 659 the condominium parcel. Any person other than the owner who
 660 relies upon such certificate shall be protected thereby. A
 661 summary proceeding pursuant to s. 51.011 may be brought to
 662 compel compliance with this subsection, and in any such action
 663 the prevailing party is entitled to recover reasonable
 664 attorney's fees. Notwithstanding any limitation on transfer fees
 665 contained in s. 718.112(2)(i), the association or its authorized
 666 agent may charge a reasonable fee for the preparation of the
 667 certificate.

668 Section 6. Paragraph (a) of subsection (2) of section
 669 719.104, Florida Statutes, is amended to read:

670 719.104 Cooperatives; access to units; records; financial
 671 reports; assessments; purchase of leases.--

672 (2) OFFICIAL RECORDS.--

673 (a) From the inception of the association, the association
 674 shall maintain a copy of each of the following, where
 675 applicable, which shall constitute the official records of the
 676 association:

- 677 1. The plans, permits, warranties, and other items
- 678 provided by the developer pursuant to s. 719.301(4).
- 679 2. A photocopy of the cooperative documents.
- 680 3. A copy of the current rules of the association.



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681 4. A book or books containing the minutes of all meetings
682 of the association, of the board of directors, and of the unit
683 owners, which minutes shall be retained for a period of not less
684 than 7 years.

685 5. A current roster of all unit owners and their postal
686 and electronic mailing addresses, unit identifications, voting
687 certifications, and, if known, telephone numbers. Upon the
688 request of the unit owner in writing, the electronic mail
689 address and the number designated by the unit owner for
690 receiving electronic transmission of notices shall not be
691 included in the official records of the association. However,
692 the association is not liable for an erroneous disclosure of the
693 electronic mail address or the number for receiving electronic
694 transmission of notices.

695 6. All current insurance policies of the association.

696 7. A current copy of any management agreement, lease, or
697 other contract to which the association is a party or under
698 which the association or the unit owners have an obligation or
699 responsibility.

700 8. Bills of sale or transfer for all property owned by the
701 association.

702 9. Accounting records for the association and separate
703 accounting records for each unit it operates, according to good
704 accounting practices. All accounting records shall be maintained
705 for a period of not less than 7 years. The accounting records
706 shall include, but not be limited to:

707 a. Accurate, itemized, and detailed records of all
708 receipts and expenditures.

709 b. A current account and a monthly, bimonthly, or
710 quarterly statement of the account for each unit designating the



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711 name of the unit owner, the due date and amount of each
712 assessment, the amount paid upon the account, and the balance
713 due.

714 c. All audits, reviews, accounting statements, and
715 financial reports of the association.

716 d. All contracts for work to be performed. Bids for work
717 to be performed shall also be considered official records and
718 shall be maintained for a period of 1 year.

719 10. Ballots, sign-in sheets, voting proxies, and all other
720 papers relating to voting by unit owners, which shall be
721 maintained for a period of 1 year after the date of the
722 election, vote, or meeting to which the document relates.

723 11. All rental records where the association is acting as
724 agent for the rental of units.

725 12. A copy of the current question and answer sheet as
726 described in s. 719.504.

727 13. All other records of the association not specifically
728 included in the foregoing which are related to the operation of
729 the association.

730 Section 7. Paragraphs (b), (c), (d), (e), and (f) of
731 subsection (1) and subsection (2) of section 719.106, Florida
732 Statutes, are amended to read:

733 719.106 Bylaws; cooperative ownership.--

734 (1) MANDATORY PROVISIONS.--The bylaws or other cooperative
735 documents shall provide for the following, and if they do not,
736 they shall be deemed to include the following:

737 (b) Quorum; voting requirements; proxies.--

738 1. Unless otherwise provided in the bylaws, the percentage
739 of voting interests required to constitute a quorum at a meeting
740 of the members shall be a majority of voting interests, and



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741 decisions shall be made by owners of a majority of the voting
742 interests. Unless otherwise provided in this chapter, or in the
743 articles of incorporation, bylaws, or other cooperative
744 documents, and except as provided in subparagraph (d)1.,
745 decisions shall be made by owners of a majority of the voting
746 interests represented at a meeting at which a quorum is present.

747 2. Except as specifically otherwise provided herein, after
748 January 1, 1992, unit owners may not vote by general proxy, but
749 may vote by limited proxies substantially conforming to a
750 limited proxy form adopted by the division. Limited proxies and
751 general proxies may be used to establish a quorum. Limited
752 proxies shall be used for votes taken to waive or reduce
753 reserves in accordance with subparagraph (j)2., for votes taken
754 to waive the financial reporting requirements of s. 719.104(4),
755 for votes taken to amend the articles of incorporation or bylaws
756 pursuant to this section, and for any other matter for which
757 this chapter requires or permits a vote of the unit owners.
758 Except as provided in paragraph (d), after January 1, 1992, no
759 proxy, limited or general, shall be used in the election of
760 board members. General proxies may be used for other matters for
761 which limited proxies are not required, and may also be used in
762 voting for nonsubstantive changes to items for which a limited
763 proxy is required and given. Notwithstanding the provisions of
764 this section, unit owners may vote in person at unit owner
765 meetings. Nothing contained herein shall limit the use of
766 general proxies or require the use of limited proxies or require
767 the use of limited proxies for any agenda item or election at
768 any meeting of a timeshare cooperative.

769 3. Any proxy given shall be effective only for the
770 specific meeting for which originally given and any lawfully



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771 adjourned meetings thereof. In no event shall any proxy be
772 valid for a period longer than 90 days after the date of the
773 first meeting for which it was given. Every proxy shall be
774 revocable at any time at the pleasure of the unit owner
775 executing it.

776 4. A member of the board of administration or a committee
777 may submit in writing his or her agreement or disagreement with
778 any action taken at a meeting that the member did not attend.
779 This agreement or disagreement may not be used as a vote for or
780 against the action taken and may not be used for the purposes of
781 creating a quorum.

782 5. When some or all of the board or committee members meet
783 by telephone conference, those board or committee members
784 attending by telephone conference may be counted toward
785 obtaining a quorum and may vote by telephone. A telephone
786 speaker shall be utilized so that the conversation of those
787 board or committee members attending by telephone may be heard
788 by the board or committee members attending in person, as well
789 as by unit owners present at a meeting.

790 (c) Board of administration meetings.--Meetings of the
791 board of administration at which a quorum of the members is
792 present shall be open to all unit owners. Any unit owner may
793 tape record or videotape meetings of the board of
794 administration. The right to attend such meetings includes the
795 right to speak at such meetings with reference to all designated
796 agenda items. The division shall adopt reasonable rules
797 governing the tape recording and videotaping of the meeting.
798 The association may adopt reasonable written rules governing the
799 frequency, duration, and manner of unit owner statements.
800 Adequate notice of all meetings shall be posted in a conspicuous



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801 place upon the cooperative property at least 48 continuous hours
802 preceding the meeting, except in an emergency. Any item not
803 included on the notice may be taken up on an emergency basis by
804 at least a majority plus one of the members of the board. Such
805 emergency action shall be noticed and ratified at the next
806 regular meeting of the board. However, written notice of any
807 meeting at which nonemergency special assessments, or at which
808 amendment to rules regarding unit use, will be considered shall
809 be mailed, ~~or delivered,~~ or electronically transmitted to the
810 unit owners and posted conspicuously on the cooperative property
811 not less than 14 days prior to the meeting. Evidence of
812 compliance with this 14-day notice shall be made by an affidavit
813 executed by the person providing the notice and filed among the
814 official records of the association. Upon notice to the unit
815 owners, the board shall by duly adopted rule designate a
816 specific location on the cooperative property upon which all
817 notices of board meetings shall be posted. In lieu of or in
818 addition to the physical posting of notice of any meeting of the
819 board of administration on the cooperative property, the
820 association may, by reasonable rule, adopt a procedure for
821 conspicuously posting and repeatedly broadcasting the notice and
822 the agenda on a closed-circuit cable television system serving
823 the cooperative association. However, if broadcast notice is
824 used in lieu of a notice posted physically on the cooperative
825 property, the notice and agenda must be broadcast at least four
826 times every broadcast hour of each day that a posted notice is
827 otherwise required under this section. When broadcast notice is
828 provided, the notice and agenda must be broadcast in a manner
829 and for a sufficient continuous length of time so as to allow an
830 average reader to observe the notice and read and comprehend the



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831 entire content of the notice and the agenda. Notice of any
832 meeting in which regular assessments against unit owners are to
833 be considered for any reason shall specifically contain a
834 statement that assessments will be considered and the nature of
835 any such assessments. Meetings of a committee to take final
836 action on behalf of the board or to make recommendations to the
837 board regarding the association budget are subject to the
838 provisions of this paragraph. Meetings of a committee that does
839 not take final action on behalf of the board or make
840 recommendations to the board regarding the association budget
841 are subject to the provisions of this section, unless those
842 meetings are exempted from this section by the bylaws of the
843 association. Notwithstanding any other law to the contrary, the
844 requirement that board meetings and committee meetings be open
845 to the unit owners is inapplicable to meetings between the board
846 or a committee and the association's attorney, with respect to
847 proposed or pending litigation, when the meeting is held for the
848 purpose of seeking or rendering legal advice.

849 (d) Shareholder meetings.--There shall be an annual
850 meeting of the shareholders. All members of the board of
851 administration shall be elected at the annual meeting unless the
852 bylaws provide for staggered election terms or for their
853 election at another meeting. Any unit owner desiring to be a
854 candidate for board membership shall comply with subparagraph 1.

855 The bylaws shall provide the method for calling meetings,
856 including annual meetings. Written notice, which notice shall
857 incorporate an identification of agenda items, shall be given to
858 each unit owner at least 14 days prior to the annual meeting and
859 shall be posted in a conspicuous place on the cooperative
860 property at least 14 continuous days preceding the annual



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861 meeting. Upon notice to the unit owners, the board shall by
862 duly adopted rule designate a specific location on the
863 cooperative property upon which all notice of unit owner
864 meetings shall be posted. In lieu of or in addition to the
865 physical posting of notice of any meeting of the shareholders on
866 the cooperative property, the association may, by reasonable
867 rule, adopt a procedure for conspicuously posting and repeatedly
868 broadcasting the notice and the agenda on a closed-circuit cable
869 television system serving the cooperative association. However,
870 if broadcast notice is used in lieu of a notice posted
871 physically on the cooperative property, the notice and agenda
872 must be broadcast at least four times every broadcast hour of
873 each day that a posted notice is otherwise required under this
874 section. When broadcast notice is provided, the notice and
875 agenda must be broadcast in a manner and for a sufficient
876 continuous length of time so as to allow an average reader to
877 observe the notice and read and comprehend the entire content of
878 the notice and the agenda. Unless a unit owner waives in writing
879 the right to receive notice of the annual meeting, the notice of
880 the annual meeting shall be sent by mail, hand delivered, or
881 electronically transmitted to each unit owner. An officer of
882 the association shall provide an affidavit or United States
883 Postal Service certificate of mailing, to be included in the
884 official records of the association, affirming that notices of
885 the association meeting were mailed, ~~or~~ hand delivered, or
886 electronically transmitted, in accordance with this provision,
887 to each unit owner at the address last furnished to the
888 association.

889 1. After January 1, 1992, the board of administration
890 shall be elected by written ballot or voting machine. Proxies



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891 shall in no event be used in electing the board of
892 administration, either in general elections or elections to fill
893 vacancies caused by recall, resignation, or otherwise unless
894 otherwise provided in this chapter. Not less than 60 days
895 before a scheduled election, the association shall mail, ~~or~~
896 deliver, or transmit, whether by separate association mailing,
897 delivery, or electronic transmission or included in another
898 association mailing, ~~or delivery, or electronic transmission~~,
899 including regularly published newsletters, to each unit owner
900 entitled to vote, a first notice of the date of the election.
901 Any unit owner or other eligible person desiring to be a
902 candidate for the board of administration shall give written
903 notice to the association not less than 40 days before a
904 scheduled election. Together with the written notice and agenda
905 as set forth in this section, the association shall mail,
906 deliver, or electronically transmit a second notice of election
907 to all unit owners entitled to vote therein, together with a
908 ballot which shall list all candidates. Upon request of a
909 candidate, the association shall include an information sheet,
910 no larger than 8 1/2 inches by 11 inches, which must be
911 furnished by the candidate not less than 35 days prior to the
912 election, to be included with the mailing, delivery, or
913 electronic transmission of the ballot, with the costs of
914 mailing, ~~or delivery, or transmission~~ and copying to be borne by
915 the association. The association has no liability for the
916 contents of the information sheets provided by the candidates.
917 In order to reduce costs, the association may print or duplicate
918 the information sheets on both sides of the paper. The division
919 shall by rule establish voting procedures consistent with the
920 provisions contained herein, including rules providing for



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921 giving notice by electronic transmission in a manner authorized
922 by law of meetings of the board of directors and committees and
923 of annual and special meetings of the members and for the
924 secrecy of ballots. Elections shall be decided by a plurality
925 of those ballots cast. There shall be no quorum requirement.
926 However, at least 20 percent of the eligible voters must cast a
927 ballot in order to have a valid election of members of the board
928 of administration. No unit owner shall permit any other person
929 to vote his or her ballot, and any such ballots improperly cast
930 shall be deemed invalid. A unit owner who needs assistance in
931 casting the ballot for the reasons stated in s. 101.051 may
932 obtain assistance in casting the ballot. Any unit owner
933 violating this provision may be fined by the association in
934 accordance with s. 719.303. The regular election shall occur on
935 the date of the annual meeting. The provisions of this
936 subparagraph shall not apply to timeshare cooperatives.
937 Notwithstanding the provisions of this subparagraph, an election
938 and balloting are not required unless more candidates file a
939 notice of intent to run or are nominated than vacancies exist on
940 the board.

941 2. Any approval by unit owners called for by this chapter,
942 or the applicable cooperative documents, shall be made at a duly
943 noticed meeting of unit owners and shall be subject to all
944 requirements of this chapter or the applicable cooperative
945 documents relating to unit owner decisionmaking, except that
946 unit owners may take action by written agreement, without
947 meetings, on matters for which action by written agreement
948 without meetings is expressly allowed by the applicable
949 cooperative documents or any Florida statute which provides for
950 the unit owner action.



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951 3. Unit owners may waive notice of specific meetings if
952 allowed by the applicable cooperative documents or any Florida
953 statute. Unit owners may consent to receiving notice of board,
954 committee, and membership meetings by electronic transmission if
955 the bylaws provide a method for giving notice by electronic
956 transmission.

957 4. Unit owners shall have the right to participate in
958 meetings of unit owners with reference to all designated agenda
959 items. However, the association may adopt reasonable rules
960 governing the frequency, duration, and manner of unit owner
961 participation.

962 5. Any unit owner may tape record or videotape meetings of
963 the unit owners subject to reasonable rules adopted by the
964 division.

965
966 Notwithstanding subparagraphs (b)2. and (d)1., an association
967 may, by the affirmative vote of a majority of the total voting
968 interests, provide for a different voting and election procedure
969 in its bylaws, which vote may be by a proxy specifically
970 delineating the different voting and election procedures. The
971 different voting and election procedures may provide for
972 elections to be conducted by limited or general proxy.

973 (e) Budget procedures.--

974 1. The board of administration shall mail, ~~or~~ hand
975 deliver, or electronically transmit to each unit owner at the
976 address last furnished to the association, a meeting notice and
977 copies of the proposed annual budget of common expenses to the
978 unit owners not less than 14 days prior to the meeting at which
979 the budget will be considered. Evidence of compliance with this
980 14-day notice must be made by an affidavit executed by an



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981 officer of the association or the manager or other person
982 providing notice of the meeting and filed among the official
983 records of the association. The meeting must be open to the unit
984 owners.

985 2. If an adopted budget requires assessment against the
986 unit owners in any fiscal or calendar year which exceeds 115
987 percent of the assessments for the preceding year, the board
988 upon written application of 10 percent of the voting interests
989 to the board, shall call a special meeting of the unit owners
990 within 30 days, upon not less than 10 days' written notice to
991 each unit owner. At the special meeting, unit owners shall
992 consider and enact a budget. Unless the bylaws require a larger
993 vote, the adoption of the budget requires a vote of not less
994 than a majority of all the voting interests.

995 3. The board of administration may, in any event, propose
996 a budget to the unit owners at a meeting of members or by
997 writing, and if the budget or proposed budget is approved by the
998 unit owners at the meeting or by a majority of all voting
999 interests in writing, the budget is adopted. If a meeting of
1000 the unit owners has been called and a quorum is not attained or
1001 a substitute budget is not adopted by the unit owners, the
1002 budget adopted by the board of directors goes into effect as
1003 scheduled.

1004 4. In determining whether assessments exceed 115 percent
1005 of similar assessments for prior years, any authorized
1006 provisions for reasonable reserves for repair or replacement of
1007 cooperative property, anticipated expenses by the association
1008 which are not anticipated to be incurred on a regular or annual
1009 basis, or assessments for betterments to the cooperative
1010 property must be excluded from computation. However, as long as



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1011 the developer is in control of the board of administration, the
1012 board may not impose an assessment for any year greater than 115
1013 percent of the prior fiscal or calendar year's assessment
1014 without approval of a majority of all voting interests.

1015 (f) Recall of board members.--Subject to the provisions of
1016 s. 719.301, any member of the board of administration may be
1017 recalled and removed from office with or without cause by the
1018 vote or agreement in writing by a majority of all the voting
1019 interests. A special meeting of the voting interests to recall
1020 any member of the board of administration may be called by 10
1021 percent of the unit owners giving notice of the meeting as
1022 required for a meeting of unit owners, and the notice shall
1023 state the purpose of the meeting. Electronic transmission may
1024 not be used as a method of giving notice of a meeting called in
1025 whole or in part for this purpose.

1026 1. If the recall is approved by a majority of all voting
1027 interests by a vote at a meeting, the recall shall be effective
1028 as provided herein. The board shall duly notice and hold a board
1029 meeting within 5 full business days of the adjournment of the
1030 unit owner meeting to recall one or more board members. At the
1031 meeting, the board shall either certify the recall, in which
1032 case such member or members shall be recalled effective
1033 immediately and shall turn over to the board within 5 full
1034 business days any and all records and property of the
1035 association in their possession, or shall proceed as set forth
1036 in subparagraph 3.

1037 2. If the proposed recall is by an agreement in writing by
1038 a majority of all voting interests, the agreement in writing or
1039 a copy thereof shall be served on the association by certified
1040 mail or by personal service in the manner authorized by chapter



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1041 48 and the Florida Rules of Civil Procedure. The board of
1042 administration shall duly notice and hold a meeting of the board
1043 within 5 full business days after receipt of the agreement in
1044 writing. At the meeting, the board shall either certify the
1045 written agreement to recall members of the board, in which case
1046 such members shall be recalled effective immediately and shall
1047 turn over to the board, within 5 full business days, any and all
1048 records and property of the association in their possession, or
1049 proceed as described in subparagraph 3.

1050 3. If the board determines not to certify the written
1051 agreement to recall members of the board, or does not certify
1052 the recall by a vote at a meeting, the board shall, within 5
1053 full business days after the board meeting, file with the
1054 division a petition for binding arbitration pursuant to the
1055 procedures of s. 719.1255. For purposes of this paragraph, the
1056 unit owners who voted at the meeting or who executed the
1057 agreement in writing shall constitute one party under the
1058 petition for arbitration. If the arbitrator certifies the recall
1059 as to any member of the board, the recall shall be effective
1060 upon mailing of the final order of arbitration to the
1061 association. If the association fails to comply with the order
1062 of the arbitrator, the division may take action pursuant to s.
1063 719.501. Any member so recalled shall deliver to the board any
1064 and all records and property of the association in the member's
1065 possession within 5 full business days of the effective date of
1066 the recall.

1067 4. If the board fails to duly notice and hold a board
1068 meeting within 5 full business days of service of an agreement
1069 in writing or within 5 full business days of the adjournment of
1070 the unit owner recall meeting, the recall shall be deemed



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1071 effective and the board members so recalled shall immediately
 1072 turn over to the board any and all records and property of the
 1073 association.

1074 5. If a vacancy occurs on the board as a result of a
 1075 recall and less than a majority of the board members are
 1076 removed, the vacancy may be filled by the affirmative vote of a
 1077 majority of the remaining directors, notwithstanding any
 1078 provision to the contrary contained in this chapter. If
 1079 vacancies occur on the board as a result of a recall and a
 1080 majority or more of the board members are removed, the vacancies
 1081 shall be filled in accordance with procedural rules to be
 1082 adopted by the division, which rules need not be consistent with
 1083 this chapter. The rules must provide procedures governing the
 1084 conduct of the recall election as well as the operation of the
 1085 association during the period after a recall but prior to the
 1086 recall election.

1087 (2) OPTIONAL PROVISIONS.--The bylaws may provide for the
 1088 following:

1089 (a) Administrative rules.--A method of adopting and of
 1090 amending administrative rules and regulations governing the
 1091 details of the operation and use of the common areas.

1092 (b) Use and maintenance restrictions.--Restrictions on,
 1093 and requirements for, the use, maintenance, and appearance of
 1094 the units and the use of the common areas, not inconsistent with
 1095 the cooperative documents, designed to prevent unreasonable
 1096 interference with the use of the units and common areas.

1097 (c) Notice of meetings.--Provisions for giving notice by
 1098 electronic transmissions in a manner authorized by law of
 1099 meetings of the board of directors and committees and of annual
 1100 and special meetings of the members.



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1101 ~~(d)(e)~~ Other matters.--Other provisions not inconsistent
 1102 with this chapter or with the cooperative documents as may be
 1103 desired.

1104 Section 8. Subsection (6) of section 719.108, Florida
 1105 Statutes, is amended to read:

1106 719.108 Rents and assessments; liability; lien and
 1107 priority; interest; collection; cooperative ownership.--

1108 (6) Within 15 days after request by a unit owner or
 1109 mortgagee, the association shall provide a certificate stating
 1110 all assessments and other moneys owed to the association by the
 1111 unit owner with respect to the cooperative parcel. Any person
 1112 other than the unit owner who relies upon such certificate shall
 1113 be protected thereby. Notwithstanding any limitation on transfer
 1114 fees contained in s. 719.106(1)(i), the association or its
 1115 authorized agent may charge a reasonable fee for the preparation
 1116 of the certificate.

1117 Section 9. Subsection (1) of section 720.302, Florida
 1118 Statutes, is amended, and subsection (5) is added to that
 1119 section, to read:

1120 720.302 Purposes, scope, and application.--

1121 (1) The purposes of ss. 720.301-720.312 are to give
 1122 statutory recognition to corporations not for profit that
 1123 operate residential communities in this state, to provide
 1124 procedures for operating homeowners' associations, and to
 1125 protect the rights of association members without unduly
 1126 impairing the ability of such associations to perform their
 1127 functions.

1128 (5) Unless expressly stated to the contrary, corporations
 1129 not for profit that operate residential homeowners' associations



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1130 in this state shall be governed by and subject to chapter 617.

1131 This subsection is intended to clarify existing law.

1132 Section 10. Subsection (2) and paragraph (g) of subsection
1133 (4) of section 720.303, Florida Statutes, are amended to read:

1134 720.303 Association powers and duties; meetings of board;
1135 official records; budgets; financial reporting.--

1136 (2) BOARD MEETINGS.--A meeting of the board of directors
1137 of an association occurs whenever a quorum of the board gathers
1138 to conduct association business. All meetings of the board must
1139 be open to all members except for meetings between the board and
1140 its attorney with respect to proposed or pending litigation
1141 where the contents of the discussion would otherwise be governed
1142 by the attorney-client privilege. Notices of all board meetings
1143 must be posted in a conspicuous place in the community at least
1144 48 hours in advance of a meeting, except in an emergency. In
1145 the alternative, if notice is not posted in a conspicuous place
1146 in the community, notice of each board meeting must be mailed or
1147 delivered to each member at least 7 days before the meeting,
1148 except in an emergency. Notwithstanding this general notice
1149 requirement, for communities with more than 100 members, the
1150 bylaws may provide for a reasonable alternative to posting or
1151 mailing of notice for each board meeting, including publication
1152 of notice, ~~or~~ provision of a schedule of board meetings, or the
1153 conspicuous posting and repeated broadcasting of the notice on a
1154 closed-circuit cable television system serving the homeowners'
1155 association. However, if broadcast notice is used in lieu of a
1156 notice posted physically in the community, the notice must be
1157 broadcast at least four times every broadcast hour of each day
1158 that a posted notice is otherwise required. When broadcast
1159 notice is provided, the notice and agenda must be broadcast in a



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1160 manner and for a sufficient continuous length of time so as to
 1161 allow an average reader to observe the notice and read and
 1162 comprehend the entire content of the notice and the agenda. The
 1163 bylaws or amended bylaws may provide for giving notice by
 1164 electronic transmission in a manner authorized by law for
 1165 meetings of the board of directors, committee meetings requiring
 1166 notice under this section, and annual and special meetings of
 1167 the members; however, a member must consent in writing to
 1168 receiving notice by electronic transmission. An assessment may
 1169 not be levied at a board meeting unless the notice of the
 1170 meeting includes a statement that assessments will be considered
 1171 and the nature of the assessments. Directors may not vote by
 1172 proxy or by secret ballot at board meetings, except that secret
 1173 ballots may be used in the election of officers. This
 1174 subsection also applies to the meetings of any committee or
 1175 other similar body, when a final decision will be made regarding
 1176 the expenditure of association funds, and to any body vested
 1177 with the power to approve or disapprove architectural decisions
 1178 with respect to a specific parcel of residential property owned
 1179 by a member of the community.

1180 (4) OFFICIAL RECORDS.--The association shall maintain each
 1181 of the following items, when applicable, which constitute the
 1182 official records of the association:

1183 (g) A current roster of all members and their postal and
 1184 electronic mailing addresses and parcel identifications. Upon
 1185 the request of a member in writing, the electronic mail address
 1186 and the number designated by the member for receiving electronic
 1187 transmission of notices shall not be included in the official
 1188 records of the association. However, the association is not
 1189 liable for an erroneous disclosure of the electronic mail



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1190 address or the number for receiving electronic transmission of
1191 notices.

1192 Section 11. This act shall take effect upon becoming a
1193 law.