

Hamptons Homeowners, Inc. (HOA)
Board of Directors Emergency Meeting
September 24, 2020, 7 PM

Approved Minutes

CALL TO ORDER: Attending are Rich M., Denny F., Jim B., Mike B., Gary H., Conrad G., Dinah S. Howard K. absent. Meeting Quorum met.

PREVIOUS MEETING NOTES: Not applicable

PRESIDENT'S COMMENTS: This meeting is to only discuss the recommendations of our Bylaws Committee pertaining to the potential establishment and adoption of Emergency HOA Board Meetings as communicated to our committee from the Florida Federation of Manufactured Home Owners (FMO).

Any other HOA Board business is not open for discussion.

Rich received the "print ready" versions of two proposed changes to the By Laws from Bob Miller. These changes tailor the language of the recent FMO Watchdog guidance to our particular needs. Each version is intended to allow the Directors to declare "Emergency Powers" enabling us to conduct the routine business of the HOA at meetings at which members are not in attendance. Adoption of either of these versions is necessary; not both of them.

A review and discussion of the two documents ensued. Denny Flynn made a motion to accept the version Titled Article VIII, New Section 13. Seconded by Jim Boyles. Vote on the motion was unanimous.

The text of the added new section is: **Article VIII New Section 13**

Section 13. **Emergency Powers.** The HOA Board of Directors may implement emergency powers for a predetermined period as established by the directors. Simply stated, annual elections, open meetings, and large gatherings may be suspended. The directors would continue to perform the normal business of the Board under these emergency powers. For the purposes of this section an emergency exist when the directors cannot conduct regular meetings because of some catastrophic event. Typically this would be the result of a county, state or federal declaration of a State of Emergency. Emergency Powers would cease to be operative upon termination of the State of Emergency.

- A. A quorum of 50% +1 of the directors must be present for the Board to take action under these emergency powers.

- B. Corporate action taken under these emergency powers to further the ordinary affairs of the corporation:

1. Legally binds the corporation.
2. May not be used to impose liability on a corporate directors, officer, employee, or agent of the corporation.
3. An officer, director, or employee acting in accordance with these emergency powers can only be liable for willful personal conduct.

C. Because members cannot attend meetings that are conducted under these emergency powers, it is vital that the minutes be posted and disseminated through all means possible in a timely manner. Minutes of each meeting conducted under the provisions of emergency powers shall be published and posted not later than one week following the meeting.

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Meeting adjourned at 7:20 PM.