

LA TERRE AT AVENIR NEIGHBORHOOD ASSOCIATION, INC.
BOARD RESOLUTION FOR THE ADOPTION OF TEMPORARY REMOTE
MEETING PROCEDURES
("Remote Meeting Resolution")

WHEREAS, LA TERRE AT AVENIR NEIGHBORHOOD ASSOCIATION, INC., a not for profit corporation ("Association"), desires to adopt the following resolution to create temporary, standard and uniform remote videoconference participation procedures for the Association ("Remote Meeting Procedures") which Remote Meeting Procedures shall include but not be limited to requirements and procedures for board meetings, committee meetings, member meetings, and elections;

WHEREAS, the Association's Board of Directors ("Board") raised this matter of the adoption of the Remote Meeting Procedures at a duly noticed and properly scheduled Board of Directors meeting held on December 9, 2024, ("Board Meeting"), at which a quorum of the Board Members was present;

WHEREAS, following damage from a tornado impacting the Association property, the Association's normal physical meeting location is presently inaccessible for meetings, and while such meeting location is inaccessible, and for convenience and to increase participation, the Board desires to conduct Board meetings, committee meetings, and member meetings solely by online video conferencing, i.e., Zoom;

WHEREAS, Section 617.0721(3), Fla. Stat., contemplates and permits the Board of Directors to adopt special procedures and guidelines for remote videoconference participation in lieu of in person attendance at meetings, and permits participation by videoconference to be treated as in person attendance as long as the Board of Directors has implemented reasonable means to verify that each person deemed present and authorized to vote is a member or proxy holder, the Association implements reasonable measures for participation and voting, and the Association keeps records of remote attendance as if it were in person attendance;

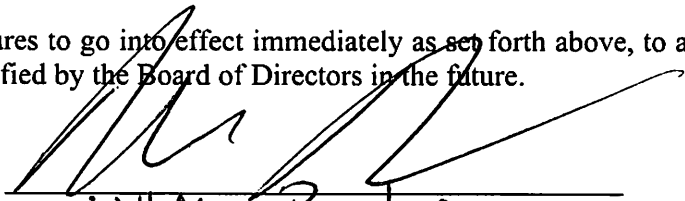
WHEREAS, the Board has considered possible Remote Meeting Procedures to implement. The purpose of adopting such Remote Meeting Procedures is to authorize remote participation and voting by members of the Association at meetings of the Association. The Board of Directors has consulted with the Association's legal counsel and managing agent, and has determined, in its reasonable business judgment, to implement the Remote Meeting Procedures.

MOTION: TO APPROVE THE PROPOSED REMOTE MEETING RESOLUTION AND ADOPT THE REMOTE MEETING PROCEDURES ATTACHED TO THE RESOLUTION AS EXHIBIT "A", EFFECTIVE IMMEDIATELY AND UNTIL WITHDRAWN FOLLOWING RECONSTRUCTION/REPAIR OF THE PHYSICAL MEETING LOCATION.

RESOLVED, the Board of Directors agreed at the Board Meeting, upon Motion made by William Rosenberg and seconded by David Appell and which carried unanimously, to approve of the Remote Meeting Procedures attached hereto as **Exhibit "A"** and for such Remote Meeting

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Procedures to go into effect immediately as set forth above, to apply henceforth until withdrawn or modified by the Board of Directors in the future.

Signed: 

Print Name:

William Resator

Title:

President - La Terre at Avenir Neighborhood Association Inc

Date:

12/9/24

EXHIBIT "A"
Remote Meeting Procedures

1. Presence by acceptable means of remote communication (whether via online videoconferencing platform, such as Zoom, WebEx, or Microsoft Teams, or via audio platform such as a telephone conference call or conference bridge) at an Association Meeting noticed as allowing for remote attendance shall be deemed the equivalent to physical presence at such meeting, and each member present through the means of remote communication shall be counted as present for purposes of quorum, voting, and for all other purposes, as long as:
 - a. They can be visibly seen as a participant through the videoconference platform such that their identity and membership in the Association can be confirmed;
 - b. If participating through a remote platform without the use of video, their user identification indicates their name, and they also verbally verify their presence in such a way that their identity and membership in the Association can be confirmed; or
 - c. If participating via dial-in, they announce their presence verbally in such a way that their identity and membership in the Association can be confirmed.
2. Nothing in these procedures shall modify the right to attend a meeting by participating in online voting, the Association's resolution authorizing online voting, and/or the procedures adopted for online voting. Remote Videoconferencing is an additional and alternative means to conduct business in addition to online voting.
3. Votes for which proxies may not be used (e.g., the election of directors) shall be conducted in accordance with applicable legal procedures; however, the following shall govern the election of directors:
 - a. A disinterested owner committee convened in relation to paper ballots may perform their functions by video conference or in person in accordance with social distancing requirements, provided that at least one disinterested owner committee member shall be sought to attend in person to handle the processing of physical ballots. For example, a unit owner committee member can perform their functions by having remote access to an owner roster and being able to witness outer envelopes and physical ballots through videoconference. Only in the absence of a willing in-person owner election committee member may the manager handle the outer envelopes and ballots, in which case the manager shall perform such functions in a manner that is viewable through the video conference to all members present, and an independent owner committee can perform their functions remotely.
 - b. Counting of ballots shall be done in a manner that provides members present by videoconference to, upon request, view the contents of each ballot either at a distance or up close.

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4. For votes for which proxies may be used:
 - a. Votes may be conducted by written limited proxy or online vote submitted prior to or during the meeting until the vote is tallied.
 - b. After proxy and online votes are counted and acknowledged, any eligible voting member present remotely who has not cast a vote online or via proxy may announce their vote when recognized by the host of the meeting, which vote must be authenticated by displaying their presence using video or announcing their presence verbally, and the Manager shall tally, note, and announce the member and their vote for the attendance roster and minutes.
5. At minimum, the Association shall make reasonable efforts to preserve and maintain as official records: (a) a list of the remote attendees; (b) all communications within the “chat” feature of the videoconferencing platform; (c) a record of each vote received remotely and all votes tallied, including the total vote count; and (d) any available list of attendees whether online or by phone.
6. To facilitate the orderly conduct of the meeting, the Association may establish a “host” for the meeting who can mute and unmute attendees and may also circulate online polls for informal voting purposes.
7. As a general rule, videoconference meetings will not be recorded unless specific instructions are provided by the Board to Management to do so.
8. This Resolution governs all meetings that are noticed with the option for members to attend via means of remote communication. Nothing herein shall be construed as requiring the Association to offer a means of remote communication for every meeting but, rather, it shall be in the sole discretion of the Board in each instance as to whether a particular meeting will allow for remote participation, as well as the particular platform to be used as the means of remote communication.