

MYRTLE TRACE CONDOMINIUM ASSOCIATION INC.
213 Southampton Drive
Venice, Florida 34293

POLICY – AUTHORITY AND RESPONSIBILITY OF BOARD & OFFICERS

Background:

The Association is a "Florida Corporation Not for Profit," owned by the unit owners. It is governed principally by Florida Statutes 718 and 617, the Condominium and Corporation Not for Profit laws, respectively. These laws require us to have and obey our own Declaration of Condominium, Articles of Incorporation, and Bylaws. This policy is consistent with those laws and documents, and incorporates Board actions.

The Board as a body is alone authorized to spend, contract, insure, hire and discharge, fine, borrow, etc. for the Association, but it may delegate that authority.

As in most other corporations, responsibility and authority of officers follow Board direction, and should not vary much with time. The Board is responsible to the Association members to ensure that each elected officer is fulfilling the responsibilities of the office.

All Directors

- Three or more Board Directors may not discuss Association business outside of an official Board Meeting. Members of the Board of Directors may use e-mail as a means of communication but may not cast a vote on an association matter via e-mail. (Reference: FS718.112(2)(b)5(c)).
- Shall act in good faith and in the best interests of the unit owners.
- Are required to attend Board meetings in person or by telephone, if possible.
- Shall respond promptly to requests regarding the creation of the Agenda, Minutes, or draft documents being considered.
- Shall diligently prepare for each meeting, by reviewing associated materials.
- Should publicly support Board actions taken regardless of his/her vote.
- Cannot abstain from voting except for a stated conflict of interest.
- Shall not accept anything of value from any person or company providing goods or services to the Association.
- New Directors are responsible for meeting certification requirements regarding knowledge of Association documents and state laws within 90 days of election or appointment.

The President:

- Generally supervises the affairs and employees of the Association.
- Normally presides at meetings of the Board and members.
- May call a special meeting of the members or of the Board.

- Determines the initial meeting agendas. However, the President must include an item on the agenda if requested in writing by two Board Directors.
- Signs for the Association documents approved by the Board, but may not take unilateral action for the Association except in an emergency.
- Is solely authorized to amend contracts;
 - All contract revisions must be done in writing.
 - All contract revisions must be pre-approved by the Board. Any emergency contract revision must be reported to the Board at the next Board meeting for ratification.
- Is authorized to sign for the Board applications for sale or rental which have been reviewed satisfactorily by the Property Manager. However, unusual or questionable applications should be forwarded to the full Board for consideration.
- Is authorized to have direct contact with the Property Manager.
- Gives directives to the Property Manager.
- Is responsible, along with the Secretary, for the transition of a new Property Manager. In the event the President or Secretary is not in residence at the time of the transition, the Board will appoint a contact person to fulfill these transition responsibilities.
- Is responsible for assuring that the transition process has occurred. See 3PolicyTrans/Succession.
- Shall report in writing on his/her activities at each Board meeting.

The Vice President:

- In the absence of the President shall perform his/her duties.
- Shall have overall responsibility for the storage and distribution of all Association keys/codes.
- Shall report in writing on his/her activities at each Board meeting.

The Treasurer:

- Is responsible for the financial records and reports, which are to be available to the members, weekdays, during business hours. The official records of the Association must be maintained within the state for at least 7 years. See 3Policy – Association Files, Addendum 1.
- Has principal authority for approving expenditures by employees or agents of the Association, and for assigning correct account numbers for all transactions.
- Has custody of all funds, and shall deposit and disburse them only as authorized by the Board.
- Is responsible for ensuring that any Association accounts require the signatures of two Board-authorized signers on checks (ref: Board 11/23/2009). As officers, the President, Vice-president, Treasurer, and Secretary shall be considered Board-authorized. (Reference: Board 9/19/2012)
- Is authorized to have direct contact with the Property Manager.
- Is responsible for obtaining audited fiscal year financial statements and notifying the members of their availability within 120 days after year end.

- Shall report in writing on his/her activities, and the general financial condition of the Association, at each Board meeting.

Clearly, the Treasurer has a major responsibility, and the Board should, with the Treasurer's help, clarify the accounting functions and the Treasurer's oversight to protect the Association.

The Secretary:

- Shall have custody of and maintain the Association records (other than the Treasurer's). The official records of the Association must be maintained within the state for at least 7 years. See Policy – Association Files, Addendum 2.
- Shall record the minutes of the meetings, or approve minutes taken by an authorized assistant. Minutes are the only legal record of the Association's business.
- Has primary responsibility for notices required by the Bylaws (meetings, elections, etc.)
- May attest to [witness] documents for the Association, but is not required to.
- Shall have custody of and maintain additional records as directed by the Board.
- Shall obtain and maintain with the official records the required director certification from new Directors.
- Is authorized to have direct contact with the Property Manager.
- Is responsible, along with the President, for the transition of a new Property Manager. In the event the President or Secretary is not in residence at the time of the transition, the Board will appoint a contact person to fulfill these transition responsibilities.
- Shall report in writing on his/her activities at each Board meeting.

The "custody of and maintain" responsibility is heavy. The Board should document record keeping procedures, so that the Secretary can check compliance and correct errors and omissions before they are serious. When the Property Manager's contract specifies records be kept by that contractor, the Secretary should be aware of and comfortable with the security and accuracy of those records.

Committee Liaison Function:

According to our Committees Policy, the Board assigns one Board Director as liaison to each committee, except for Finance and Administrative which have ex-officio liaisons. The liaison Board Director is not a member of the committee, but functions as the principal link from the committee to the Board, and vice versa. Questions of the Board from the committee would normally be presented to the liaison. Motions put forth by the committee would typically be made at the Board meeting by the liaison Director. The liaison may or may not have expertise related to the committee function, and may or may not attend meetings of the committee.