



**MCA SPECIAL BOARD OF DIRECTORS MEETING
THURSDAY, JUNE 18, 2020**

(Meeting was held via conference call. Association members were provided call-in information via posted meeting notice.)

**MEMBERS
PRESENT:**

Jan Lazar, President
Malcolm Hay, Vice President
Fernando Viteri, Treasurer
Bob Clark, Secretary

Mark Pienkos, Director
Amy MacDougall, Director
Dr. Bart Levenson

Mike Mazur, Assembly Chair
(Non-Voting)

EXCUSED:, Bruce Ferretti, Director, Director, Tom Pound, Director

STAFF PRESENT: Frances Rippondi - MCA General Manager, Mike Mazur - MCA Director of Administration & Community Relations.

President Lazar called the meeting to order at 8:00 a.m. It was noted that a quorum of the Board of Directors was present and that the meeting was posted in the regular manner.

ACTION ITEMS

On a motion by Mr. Hay, seconded by Mr. Pienkos, the following resolution was unanimously adopted:

Whereas, the existence and spread of COVID-19 over the last few months has caused consternation concerning health risks associated with the gathering of groups of people to conduct corporate meetings, and

Whereas, many businesses and governmental agencies have been mitigating the dangers associated with large gatherings of people by successfully conducting meetings using audio and/or video conferencing, including but not limited to, Internet, cloud and web conferencing platforms such as Zoom, and

Whereas, Section 617.0721, Florida Statutes, part of the Florida Not For Profit Corporation Act, generally authorizes Florida corporations to allow members to participate and vote at meetings via remote communication.

Now therefore, upon due consideration of the foregoing, the Board of Directors adopted the following Resolution at a duly noticed and convened Board meeting held on ____, 2020.

1. The foregoing recitals are true and correct and incorporated herein.

2. The Bylaws of the Association are amended as follows:

a) A new Section Article III(7) is created to read:

.....

7. Membership Meetings Via Remote Communications. Notwithstanding anything else to the contrary in the governing documents, the Board may elect to schedule, notice, convene and conduct a membership meeting by means of remote communication as may be generally permitted by law or in the event of a catastrophic event as defined in subsection (g) hereof.

(a) Notice of the meeting shall be delivered in accordance with the Bylaws and include a statement that member participation shall only be allowed via remote communication. The notice, or attachments included with the notice, shall set forth instructions stating how the members may participate by means of the remote communication platform.

(b) The remote communication platform must provide a reasonable method, which may be visual identification of a person on a video platform, to verify that any person asserting a right to participate in the meeting is either an invited guest of the Board, a member, or a person entitled to cast a vote on behalf of a property in accordance with the Bylaws, e. g. a proxyholder.

(c) Once verified by the Association as a person entitled to cast a vote on behalf of a property, authorized persons may participate and be deemed to be present in person and vote at the meeting.

(d) The remote communication platform must include measures to provide each person with a reasonable opportunity to participate in the meeting, and as to persons entitled to vote on behalf of a property, to vote on matters submitted to the members, including an opportunity to communicate and to read or hear proceedings of the meeting substantially concurrent with the proceeding.

(e) The minutes of the meeting shall indicate the meeting was conducted by means of remote communication and list the name of each person who participated in the meeting, including but not limited to the names of persons voting on behalf of the properties. In addition to the minutes, a recording of the meeting shall be retained as a permanent official record of the Association.

(f) The Board may adopt additional guidelines for conducting remote meetings and/or authorize the Chair of the meeting to make and implement reasonable measures to allow an orderly meeting consistent with the governing documents.

(g) For purposes hereof, a catastrophic event shall mean when an emergency is declared for Florida and/or Sarasota County due to a hurricane, pandemic, or other event.

.....

b) A new Article V(7) is created to read:

.....

5.15 Board Meetings Via Remote Communications. Notwithstanding anything else to the contrary in the governing documents, the Board may elect to schedule, notice, convene and conduct a Board meeting by means of remote communication as may be generally permitted under the law or in the event of a catastrophic event as defined in subsection (f) hereof.

(a) Notice of the meeting shall be delivered in accordance with the Bylaws and include a statement that participation shall only be allowed via remote communication. The notice, or attachments included with the notice, shall set forth instructions stating how the directors and members may participate by means of the remote communication platform.

(b) The remote communication platform must provide a reasonable method, which may be visual identification of a person on a video platform, to verify that any person asserting a right to participate at the meeting by means of remote communication is a director, a member, or an invited guest of the Board.

(c) The remote communication platform must include measures to provide each person with a reasonable opportunity to participate in the meeting, including an opportunity to communicate and to read or hear proceedings of the meeting substantially concurrent with the proceeding. Directors participating at the meeting must also be provided with an opportunity to vote on each agenda item if and when the Chair of the meeting accepts motions on the agenda item.

(d) The minutes of the meeting shall indicate the meeting was conducted by means of remote communication and list the name of each person who participated in the meeting, including but not limited to the names of the directors and members. In addition to the minutes, a recording of the meeting shall be retained as a permanent official record of the Association.

(e) The Board may adopt additional guidelines for conducting remote meetings and/or authorize the Chair of the meeting to make and implement reasonable measures to allow an orderly meeting consistent with the governing documents.

(f) For purposes hereof, a catastrophic event shall mean when an emergency is declared for Florida and/or Sarasota County due to a hurricane, pandemic, or other event.

ADJOURNMENT

President Lazar asked if there were any further questions or new business. Hearing none, the next meeting was set for 1 p.m. on Thursday, July 9, 2020 and this meeting was adjourned at 8:17 a.m.

Minutes recorded by Mike Mazur, MCA Staff

Minutes submitted by Bob Clark, MCA Secretary