

**OFFICIAL RULES OF THE BOARD OF DIRECTORS OF  
THE HAMMOCKS COMMUNITY ASSOCIATION INCORPORATED**

**Number and Term of Directors**

There shall be no less than seven (7) Directors. Directors shall hold office until the next succeeding annual election and thereafter until their successors are duly elected and have taken office. There are five (5) Class A general director seats, one (1) Class A fixed director seat (Neighborhood Chair), and one (1) Class E fixed director seat.

Each Director seat shall have an Alternate Director, who may attend all Board meetings but shall vote only in the absence of the Director for whom they are an alternate.

**Advisory Capacity**

While the Hammocks is in receivership, the Board of Directors serves solely in an advisory capacity to the Receiver Judge Gersten (ret.). Decisions of the Board must be ratified by the Receiver. Notwithstanding, the Board of Directors is required to comply with applicable Florida law and the governing documents of the Hammocks as if serving in a non-advisory capacity.

The Board of Directors consist of:

<b>General Seats</b>	<b>Alternates</b>
Ardisson, Idalmen Kearns, Don Real, Marcoantonio Villalobos, Carlos Cabrera, Pete	Danton, Ana Masongsong, Maria Marin, Marisol Alastra, Virginia Velez, Oscar
<b>Fixed Seats</b>	
Franco, Juan (Class E) Gurucharri, Kristen (Class A – Neighborhood Chair)	(No Alternate appointed)  Staton, Jaime

**Vacancy and Replacement**

A Director shall forfeit their seat for: (i) missing three (3) consecutive Board meetings during their term; or (ii) having three (3) unexcused absences from Board meetings during their term. Absences may be excused at the discretion of the Board of Directors or the Receiver. Directors who call in advance of their absence and arrange for their Alternate Director to attend are more likely to be excused.

If a Director’s seat becomes vacant due to death, resignation, retirement, disqualification, removal, or forfeiture, the Alternate Director shall have the right to be appointed to fill that

seat for the remainder of the term. If the Alternate Director waives this right, then the remaining Directors of that Class shall appoint a new Director. If the Alternate Director is appointed, the Directors of that Class shall appoint a new Alternate Director.

## **Removal**

Directors may be removed for cause by an affirmative vote of a majority of the Members. No Director shall continue to serve on the Board if, during their term of office, they shall cease to be qualified to be a Director. Officers may be removed with or without cause by an affirmative vote of a majority of the Board of Directors.

## **Compensation**

DIRECTORS AND OFFICERS SHALL RECEIVE NO COMPENSATION FOR THEIR SERVICES.

## **Meetings**

The first meeting of the Board of Directors shall be held within ten (10) days after the election. It shall serve as the Annual Meeting of the Board, at which time the dates, places, and times of regularly scheduled meetings of the Board shall be set.

Notices of all Board and Committee meetings must specifically identify Agenda items for the meetings and must be posted in all community bulletin boards as well as on the Hammocks website <https://www.hammockscommunityassociation.info/> at least 48 hours in advance of a meeting, except in an emergency.

Notices of all Board and Committee meetings must be approved by a majority of the Board before posting. The Board and each Committee shall keep regular meeting minutes, which shall be reviewed and approved by a majority of the Board before posting.

A majority of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Directors are deemed present and in person if participating by any means of communication (including Zoom) by which all Directors simultaneously hear each other.

Special meetings of the Board may be called on two (2) days' notice to each Director by the President. Special meetings shall be called by the President or Secretary if requested by two (2) or more Directors.

## **Transaction of Business:**

The Board shall transact business in accordance with an abbreviated version of Robert's Rules of Order. The President or Receiver shall serve as Chairperson of the Board of Directors and will facilitate Board meetings.

A motion may be made by any Board member concerning an item identified on the Agenda for the meeting. The motion must be seconded by another Board member to be considered. Minutes will note who made the motion and who seconded it. Board discussion concerning the motion will follow. Friendly amendments to the motion may be proposed. A vote on the motion is called. Minutes will note a vote or abstention for each Director and whether the motion passed or failed.

Board members may vote in favor of a motion, against it, or abstain. The Chairperson will not vote unless the vote would impact the result—e.g., making or breaking a tie.

Motions may be amended, tabled, objected to, or reconsidered. Board Members may move to refer motions to a committee, end the debate, or postpone the discussion. A Board member may move to overrule a procedural ruling of the Chairperson. The Receiver will make the ultimate decision on the procedure of Board Meetings.

### **Committees**

Meetings of Committees are open to all members. Committees will transact business in the same manner as the Board of Directors. Committees may not vote by proxy or by secret ballot when making a final decision regarding the expenditure of Association funds or when an architectural decision will be approved or disapproved.

### **Notice to Board Members**

Official notices and communications to Board members shall be via email at an email address assigned to the Board member @newhammocks.org. Requests for a special meeting must contain in the subject line “HAMMOCKS - REQUEST FOR SPECIAL MEETING” to ensure receipt by Board members. Board members may waive these notice requirements.

### **Owners’ Rights at Board and Committee Meetings**

Owners have the right to speak at all Board and Committee meetings with reference to all items designated on the Agenda for the meeting. The Association may adopt written reasonable rules governing the frequency, duration, and manner of owner comments and questions.

Owners will be permitted to speak for one (1) minute concerning Agenda items before Adjournment of a Board or Committee meeting. Additionally, owners will be permitted to ask questions on Zoom that may be upvoted by other owners for consideration by the Board. Zoom’s chat feature is disabled during Board meetings.

For communities with more than 100 members, the Association bylaws may provide for a reasonable alternative to posting or mailing of notice for each board meeting, including publication of notice and provision of a schedule of board meetings on the Hammocks website.