



Huntington Estates Homeowners Association

P.O. Box 180398, Tallahassee, FL 32318



November 8, 2023

Dear Elected Board Members,

Congratulations on being elected to the HEHA Board of Directors (BoD)! Here is some information that will help you be prepared for a better active participation. You need to read and routinely refer to the following items, whose links are in the “[Governance](#)” tab of the [HEHA website](http://www.huntingtonestateshoa.org) at <http://www.huntingtonestateshoa.org>.

1. [Florida Statute 720](#)
2. [Articles of Incorporation](#)
3. [C&R Updates 090321 \(Interim comparison - Effective 2025\)](#)
4. [By-Laws](#)

Clay Whittaker or myself can brief and show you how to navigate within the [HEHA website](#), which contains most of the HEHA documents, information and forms.

Director’s Certification Requirement

FL Statue 720.3033 Officers and directors. —

(1)(a) Within 90 days after being elected or appointed to the board, each director shall certify in writing to the secretary of the association that he or she has read the association’s declaration of covenants, articles of incorporation, bylaws, and current written rules and policies; that he or she will work to uphold such documents and policies to the best of his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the association’s members.

(b) The written certification or educational certificate is valid for the uninterrupted tenure of the director on the board. A director who does not timely file the written certification or educational certificate shall be suspended from the board until he or she complies with the requirement. The board may temporarily fill the vacancy during the period of suspension.

Best Regards,

Director Certification

Carlos Amado
Volunteer Secretary
850-676-1625
HEHASEcretary@gmail.com

Signature

Name

Date

Please return a signed copy of this certification to the Secretary before the January meeting ends.

The Law of Florida Homeowners' Associations

(Excerpt From Chapter 3- 5 - Peter Dunbar, Esq. 10th Edition 2014-2015)

4.1 General. The Homeowners' Association can only carry out acts through its Officers and agents. The Board of Directors makes the policies for the Association, but the Officers and agents carry out these policies and administrative functions for the community.¹

Some of the Officers are entirely clerical or ministerial while others carry out substantive functions based on the policies established by the Board. All of the Officers of the Homeowners' Association have a fiduciary relationship to the Members of the Association. The Officers have an affirmative obligation to act with utmost good faith towards the Association and cannot deal in the funds or the property of the Association to their own advantage.²

3.6 Fiduciary Relationship. The Members of the Board of Directors and each Officer of the Homeowners' Association have a fiduciary relationship with the Members of the Association.⁴⁰ The fiduciary relationship imposes obligations of trust and confidence in favor of the Association and its Members. It requires each member of the Board to act in good faith and in a manner he or she believes to be in the best interests of the Members of the Association. It means the Board Members must exercise the care and diligence of an ordinarily prudent person when acting for the community, and it requires each of them to act within the scope of their authority.⁴¹

Directors and Officers of the Association must devote enough time and effort to the performance of their duties to ensure that they are reasonable and faithfully carried out on behalf of the Association. The fact that the Homeowners' Association is a corporation not for profit, or that the Members of the Board are volunteers and unpaid, does not relieve them from the standards of trust and responsibility that the fiduciary relationship requires.⁴² When confronted with an issue involving special expertise such as a question of law, building or construction matters, insurance or accounting questions, or other similar issues, the law also contemplates that the Board of Directors or an Officer will seek the appropriate advice of a professional considered competent in the field and rely upon that advice provided.⁴³

Officers.⁸

4.3 President. The President of the Homeowners' Association is traditionally vested with all the powers generally given to the Chief Executive Officer of a corporation.⁹ While specific bylaw provisions may vary the president's duties, it is generally presumed that he or she will preside at all meetings of the Board of Directors and the Membership.¹⁰ The President will execute contracts approved by the Board and other documents in the name of the Association as its agent. When signing documents, the president should indicate the capacity in which he or she is signing to avoid any personal liability since the President's signature, under most circumstances, will bind the Homeowners' Association under the doctrine of inherent powers.¹¹

The President also assumes general charge of the day-to-day administration of the Association and has the authority to authorize specific actions in furtherance of the Board's policies. As Chief Executive Officer, the President serves as spokesperson for the Board of Directors in most matters relating to general Association business.¹² Like all Officers of the Association, the President has an affirmative duty to carry out the responsibilities of the office in the best interests of the Association. The President serves at the will of the Board of Directors and can be removed with or without cause at any time by majority vote of the full Board.¹³

The president does have the inherent authority to appoint committees to advise him and to advise the Board. The president also has the authority to appoint certain Officers to assist him with his

duties such as vote tellers, inspectors of elections, sergeants at arms, and a temporary secretary or recorder unless the bylaws otherwise make some provision for selection of these positions.¹⁵

4.4 Secretary. The bylaws of the Board of Directors are required to delegate to one of the Officers responsibilities for preparing notice for all meetings of the Board and the Membership and authenticating the records of the Association.¹⁶ Customarily, such responsibilities are delegated to the Secretary. The position of Secretary is not simply a clerical position, however. In many cases, the Secretary will not actually keep the minutes of the meetings but will be responsible for obtaining someone who will do so as a Recorder or Assistant Secretary. As the custodian of the minutes and the other official records of the Association, the Secretary is responsible for ensuring access to those records by Members and their authorized representatives.¹⁷

The Homeowners' Association is authorized to adopt and use a "corporate seal."¹⁸ When the Secretary has been delegated the responsibility for authenticating records of the Homeowners' Association, the verification customarily occurs by affixing the Secretary's signature and placing the corporate seal on the appropriate document. By example, when the signature of the President binds the corporation, the Secretary, as custodian of the seal, verifies the President's authority. The Secretary does so by signing or attesting to the President's signature and placing the corporate seal on the appropriate document.¹⁹

4.5 Treasurer. The Treasurer is traditionally the custodian of the funds, securities, and financial records of the Association. When the Association has a manager or other Employee that actually handles the funds, then the Treasurer's duties will include overseeing the appropriate Employees to ensure that the financial records and reports are properly kept and maintained. Unless the bylaws otherwise specify, the Treasurer is responsible for coordinating the development of the proposed annual budget and for preparing and giving the annual financial report²⁰

The Treasurer does not have the authority to bind the Association or the Board of Directors when dealing with third parties unless the Board has provided express authority for the Treasurer to do so.²¹ As with the Association's Secretary, the Treasurer does not have to actually perform the day-to-day record-keeping functions of the Association, but the Treasurer will ultimately be responsible to make sure that the financial records of the Homeowners' Association have been maintained properly in accordance with good accounting practices.

4.6 Vice President. The Vice President of the Homeowners' Association is vested with all of the powers which are required to perform the duties of the Association President in the absence of the President.²² The Vice President does not automatically possess inherent powers to act in the capacity of chief Executive and may act for the President only when the President is actually absent or otherwise unable to act.²³ The Vice President may assume such additional duties as are defined or assigned to the office by the Board of Directors of the Association.²⁴

4.7 Registered Agent and Office. [In 2021 HEHA designated its attorney as the Registered Agent.] The Registered Agent is a ministerial Officer of the Homeowners' Association, and it is an Officer that is required of all corporations in Florida.²⁵ In addition to naming a Registered Agent, each Homeowners' Association must also maintain a registered office for the corporation, although it does not need to be the same as the Association's place of business.²⁶ The Registered Agent receives all formal service of legal papers on behalf of the Association, including all lawsuits.

4.8 Other Officers. The Homeowners' Association shall have such other Officers as are provided for in the articles of incorporation, and such Officers and assistant Officers as may be authorized by the Association bylaws or the Board of Directors.²⁹ Other Officers may include an Assistant Secretary, additional Vice Presidents, or other positions which will serve merely as agents to carry out specific Association responsibilities. These other Officers will help divide the responsibilities of the Association into manageable categories, and each office can be assigned specific authority by the Board of Directors to carry out the assigned duties and responsibilities.³⁰

4.9 Scope of Authority. The Officers and Agents of the Homeowners' Association must carry out their duties within the scope of authority conferred upon the office.³² The relationship between an Officer and the Association is that of Principal and Agent.³³ When the Officer is acting on the Homeowners' Association's behalf and within the scope of his or her authority, the Association is bound by the acts of the Officer or agent.³⁴ Individual Association Members or Members of the Public-at-Large acting in good faith may rely on the “real” or “apparent” authority of an Officer to bind the Homeowners' Association.³⁵

The “real” authority of an Association Officer is that which is expressly set out in the Association's bylaws or in resolutions of the Board of Directors and which is actually known to the party dealing with the Officer.³⁶ The “apparent” authority of an Officer is grounded in the doctrine of estoppel.³⁷ It arises when the Homeowners' Association allows or causes others to believe the Officer has such authority through its actions or representations.³⁸ It may exist or arise from the very nature of the office itself.³⁹ Through an Officer's authority, real or apparent, the Association makes its financial commitments, enters into contracts for service, and otherwise carries on the business of the Association.⁴⁰

4.10 Resignation and Removal. Any Officer of the Homeowners' Association may resign at any time by delivering his or her written resignation to the Association. The resignation is effective when the notice is delivered by the Officer unless the notice specifies a later effective date. When the resignation is effective at a later date, the vacant office may be filled before the effective date of the resignation provided the successor does not take office until the vacancy is effective.⁴¹

An Officer of the Association may be removed by the Board of Directors at any time, with or without cause, by a majority vote at a properly called meeting of the Board. An Officer or assistant Officer appointed by another Officer may likewise be removed at any time with or without cause of the Officer of the Homeowners' Association who made the appointment.⁴²

4.11 Compensation. Unless the community's governing documents authorize a fee or salary,⁴³ or unless a salary or other compensation is approved in advance by a majority of the voting interests in the Homeowners' Association,⁴⁴ the Officers and Directors may not be paid for their service. These Officials are required to perform their duties on behalf of the Association without any fee or salary, and they may not benefit financially from their service to the Association in any way.⁴⁵ Officers and Directors are also entitled to reimbursement for out-of-pocket expenses incurred on behalf of the Homeowners' Association.⁴⁸

5.12 Annual Financial Report. Each year the Board of Directors must provide, by mail or personal delivery to all Members, a copy of the Association's annual financial report or a written notice that a copy of the report is available upon request at no charge to the member.⁵⁷ The Financial report must consist of financial statements presented in conformity with generally accepted accounting principles based upon the total annual revenue of the Association.⁵⁸

The Board of Directors is required to prepare the appropriate annual financial report within ninety (90) days after the close of the fiscal year of the Association,⁵⁹ and the Board must provide the report or the required notice of its availability to the Members of the Homeowners' Association within twenty-one (21) days of its completion.⁶⁰

An Association with total annual revenues between \$150,000 and \$300,000 is required to prepare compiled financial statements. [HEHA's annual revenues are below \$50,000.] Associations that have annual revenues of less than \$150,000 are only required to prepare a report of cash receipts and expenditures.⁶²

On the first Quarterly meeting of the Board, in January, you can volunteer and/or select the officers for the calendar year. In addition, we plan to pair Board members as in each officer and committee chair position, so that each office has a backup that learns and is capable to step in to conduct the routine tasks of the positions. It is likely that your inputs/participation will be to several committees but, going forward, we want to officially designate at least two Board members to be the leaders/planners for that position.

Officer positions:

* President	_____	Vice President	_____
* Treasurer	_____	Assist. Treasurer	_____
* Secretary	_____	Assist. Secretary	_____

Committee Chairs:

* Architect Control	_____	Assist. ACC Chair	_____
* Maintenance	_____	Assist. Maintenance	_____
* Nominations	_____	Assist. Nominations	_____
* Recreation	_____	Assist. Recreation	_____

The BoD meets via zoom once monthly, usually the second Tuesday 7 p.m. (Quarterly Mtg.) or Wednesdays 6 p.m. (in-between months). In addition, we usually spend a minimum of 2 hours per week working on position tasks. A brief description of duties follows.

Committees:

Architectural Control Ensures the C&R and safety requirements are met in support of community and property values

Maintenance Manages the common area maintenance contracts and physical appearance. Monitors water drainage under Danesborough Drive bridge. Facilitates road repaving project in 2024.

Nominations Recruits candidates for annual Board of Director (BoD) elections and presents the slate to the Board in October. Ensures that the voting ballots are distributed with the results counted and reported at the Annual Members Meeting in November.

Recreation Creates a positive atmosphere of community through selected activities, improves communications and coordinates community-enhancing events