**Rules of Order for The Woods Homeowners Association**

**Board Meetings**

**INTRODUCTION**

At its October 2016 meeting, the Board of Directors of The Woods Homeowners Association (hereafter, WHOA, or, the Association) adopted an amendment to the By-Laws directing, in Article X, Section 6, that meetings of the Board *“. . . be conducted in accordance with the most recent edition of Robert’s Rules of Order applicable to small assemblies . . .”*

As *Robert’s Rules of Order* do not contain a separate, codified set of provisions for “small assemblies”, the Governance Committee identified a source for simpler, more understandable procedures for the conduct of meetings and Board decision making (*“Rules of Order for Association Boards”*, by Jeffrey A. Goldberg). This text is consistent with several of the key concepts of Robert’s Rules, including: striking a proper balance between formality and informality; acknowledging the necessary balance between the discretion of the Chair and matters that should reside with the full Board; and, providing an appropriate environment for discussion and decision making. Accordingly, the rules contained herein comply with the spirit of Robert’s Rules and provide a simple and dignified, but sufficiently comprehensive, system of order for meetings that Directors can easily learn and apply and WHOA members (hereafter, “Members”) can easily understand. A proper Board meeting is orderly and fair without rancor. Each Director should have full opportunity to contribute to the discussion, offer ideas and make motions. Board meetings should include fair opportunities for Members to express their opinions and concerns. These *Rules of Order for The Woods Homeowners Association Board Meetings* (hereafter, “Rules of Order”) are intended to codify these goals. They are to be adopted by Resolution to meet the recent By-Law amendment.

**The Rules of Order are based on several key principles:**

1. Board meetings exist so that Directors may conduct the Board’s business. In addition, a time should be provided for the Members to speak their minds, in a limited forum, not an open debate.
2. During meetings,each Director shall have equal opportunity to speak. The Chair is responsible for making sure that each Director speaks and that no Director dominates the discussion. Unless otherwise stated in the rules or the By-Laws, The President of the Association will be the Chair of the meeting (see Appendix 1, section 1.1).
3. The procedures included in these Rules of Order are kept to a minimum and Directors should seek consent to as many procedural matters as possible. Where a consensus is not achieved, the Board must vote and decide. If the Board operates in the proper spirit, the functioning of the Association should be smooth and efficient without the need to take constant votes on every minor procedure. The basic premise is to give the Chair the power to decide all procedural aspects, with the right of any Director to appeal to the Board on every such decision. In this way, the Board can go along with the Chair in the ordinary course of business but still retain its power to overrule the Chair.
4. Board deliberations shall be free and open and these Rules of Order place few restrictions on debate. Each item of business that comes before the Board is to be handled in turn but there are no limits to the number of motions that can be addressed at the same time on the same subject, as long as the motions are in order according to the usual precedence.

**RULES OF ORDER FOR CONDUCT OF WHOA BOARD MEETINGS**

1. **Meeting Notice, Agenda, Determination of a Quorum, and Call-to-Order**
   1. The meeting must be open to the Members and the Board and Members must receive timely notice of the meeting, to the extent provided in, and in accordance with, the By-Laws.
   2. The first draft of the agenda is prepared by the General Manager or one of the officers prior to the meeting. Agenda items should ordinarily appear in the order as set forth in these Rules of Order. The Agenda format is set out in Appendix 3.
   3. The Chair may call a meeting of the Board to order only if a quorum of Directors is present (see paragraph 1.4 below). A majority of the total number of Directors shall constitute a quorum for the purpose of conducting business. In accordance with Article X, Section 6 of the By-Laws, proxy voting is not permitted at any meeting of the Board.
   4. Upon notice and request made to the Chair, any Director may participate in the meeting by way of electronic means, if available, that permit the Director to hear and be heard by all Directors in attendance. Participation by a Director electronically shall count toward the quorum prescribed in paragraph 1.3 of this section. Periodically during the meeting, and prior to any vote being taken, the Chair shall determine that clear, understandable communication with the electronically connected Director is being maintained. If communications cannot be maintained, the meeting will continue without that Director if a quorum still exists without the Director.
   5. At the start of the meeting, Directors may add or delete items from the agenda and may change the order of presentation; in addition, by 2/3 vote of the Directors present, the Board may set time limitations for deliberations of particular agenda items, provided that all Directors have an equal opportunity to participate in the discussion. When possible, changes to the agenda should be done by agreement of all Directors. Formal voting on the agenda is only necessary when there is not unanimous consent.
2. **Approval of Previous Minutes**
   1. The minutes of the Association’s previous meeting are not the official minutes of the Board unless and until the Board votes to accept them with or without amendments.
   2. The minutes must state precisely each motion considered by the Board and identify the number of Directors voting in favor, against, or abstaining and whether the motion was carried. Minutes need not reflect the comments made except in those instances when the Board desires to make a specific record. By majority vote of the Board, a vote on any motion may be made by written ballot.
   3. Whenever the Board makes a decision that the Directors believe may subject the Board to potential claims or liability, it shall be appropriate for the Board to adopt a resolution that states all of the facts and circumstances, the professional advice, and the rationale or other considerations upon which the Board's decision was based.
   4. Except in the case of comments by a Director which the Director states are to be entered into the record, and which must be clearly stated in the minutes, the Board does not enter into the record the comments or discussion related to a specific motion.
   5. The Board does not prepare minutes of meetings in executive session other than to state the general topics of discussion*.*
3. **Announcements; Committee, Officer, and Staff Reports**
   1. Announcements and information items may be offered but not debated (other than points of clarification) and further considered only during the subsequent business portions of the meeting.

* 1. Committee chairs or officers present the report of their findings or recommendations to the Board.
  2. Committee chairs shall provide each motion arising out of a committee report to the President prior to the meeting at which such motion is to be considered.

* 1. Each committee report shall be presented in full without interruption. After presentation of the report, each Director, in turn, may ask questions or comment.
  2. It is permissible for the reporting person to offer motions that directly bear on or are logical extensions of the substance of the report. The Board shall then proceed to second, debate, and consider such motion and any Director may offer any motion which is in order with respect to the primary motion or the substance of the report. Or, alternatively, the Board shall then enter the motion as an item of new business for consideration and disposition, and at that time any Director may offer any motion which is in order with respect to the primary motion of the substance of the report
  3. Administrative staff may report new issues, requests for changes in resources, information on old business items, pending or completed actions, and recommendations to the Board.

1. **Old and New Business**
   1. All items that were tabled during previous meetings, or otherwise set aside, are reconsidered during theold business portion of the agenda, unless the Board by majority vote determines otherwise.
   2. Except in the case of emergency business, all new items of business are heard only after all of the old business items have been addressed by the Board (either by adopting or rejecting a motion or by postponing or removing the item from consideration).
   3. Any emergency items decided by the Board between Board meetings must be discussed and ratified at the next open meeting.

1. **Open Forum for Members** 
   1. Following completion of old and new business and the committee reports, time shall be set aside for Members to address the Board. Time limits for the participation of Members will beset by the Board, and enforced by the Chair. Each Member shall address the Chair and must speak courteously and to the point.
   2. Directors may question a Member about the problem or concern raised by the Member. Other Members may not comment or question the speaker, except with the permission of the Chair.
   3. Once the open period for Member participation is closed, the Members will not be recognized unless the Chair specifically requests input or information from a particular Member. Disruptions by Members will be addressed by the Chair, and repeated violators may be asked to leave the meeting.
2. **Executive Session**
   1. Article X, Section 7 of the By-Laws prescribes the bases for the Board to go into executive session.

* 1. The Board may move into executive session only after the regular business is concluded. All Members must be asked to leave except for those the Chair has asked to remain.
  2. The Chair will announce to the Members the purpose of the executive session (e.g., “to discuss a covenant violation”).
  3. The Board minutes should reflect the general topics discussed in executive sessions (e.g., “a covenant violation”).

1. **Adjournment**

Upon motion carried by the Board, the Chair shall announce the meeting is adjourned and the minutes shall reflect the time of adjournment.

**Appendix 1**

**Functions and Responsibilities of the Chair**

* 1. The President of the Association shall bethe Chair of the Board meeting. The Chair’s role is to facilitate deliberations and to assist the Board in conducting its business in a fair and efficient manner. In situations where the President is not able to attend a particular meeting, the Vice President shall serve in this role, if present. If the Vice President is not present, the Secretary shall designate one of the Directors present to chair the meeting.
  2. The Chair may only be removed from presiding over the meeting upon the 2/3 vote of the Directors present. If the chair is removed, any other Director may, by majority vote, be assigned to preside over the meeting.
  3. When an item of business is to be discussed the Chair will announce the item to be discussed and open the floor to discussion.
  4. The Chair, as a Director, is entitled to voice his or her opinion, and cast votes on matters that come before the Board. The Chair has the responsibility for providing each Director an equal and fair opportunity to be heard. To the extent possible, the Chair should alternate recognition of those “for” and “against” particular motions.
  5. The Chair shall recognize each Director, and may, with the concurrence of 2/3 of the Directors present, impose reasonable time limitations on discussions and debate. Discussion and debate shall be limited to the item of business at hand, and the Chair shall have the authority to take the floor from a speaker who does not limit discussion to the item of business at hand. No Director may speak to an issue for a second time until all other Directors have had the opportunity to speak to it for the first time. Likewise, no Director may speak to an issue for a third time until all other Director s have had the opportunity to speak to it for a second time.
  6. The Chair may recognize a Member or a guest to speak only if a Director wishes to obtain his or her input and the Board agrees. In the absence of unanimous consent, the Chair shall call for a vote of the Board. If a majority of the Board agrees, the Member may address the Board.
  7. When it appears to the Chair that all Directors have had the opportunity to fully discuss the matter at hand, the Chair shall announce that the item of business is ready for a vote.

**Appendix 2**

**Motions, Orders of Business and Voting**

* 1. The motions that are used by the Board are described in the following table, and their use is subject to the provisions in this Appendix.

|  |  |  |
| --- | --- | --- |
| **PURPOSE** | **MOTION** | **VOTE** |
|  |  |  |
| Present an idea, proposed action, or agenda item for consideration & action | Main Motion | Majority of those present & voting |
| Alter a pending motion | Motion to Amend | Majority of those present & voting |
| Alter a previously adopted motion | Motion to Amend; Motion to Reconsider | Majority of those present & voting |
| Limit or cut off debate | Motion to Limit Debate | 2/3 majority of those present & voting |
| Delay consideration of a motion in order to gather further information | * Motion to Refer to Committee * Motion to Table | Majority of those present and voting |
| Resume consideration of a tabled item | Motion to Resume Consideration | Majority of those present & voting |
| Question the decision of the presiding officer | “Point of Order” | No vote needed |
| Ratify an action taken in absence of a quorum or a decision of the Board not made during a regular or special meeting | Motion to Ratify | Majority of those present & voting |

* 1. Basic motions are offered for purposes of voting on adoption of a specific item or action, to table an item to another meeting (including fact-finding assignments to a person or committee), or to remove a specific item from further consideration.
  2. Each motion must be seconded before formal debate and discussion or vote may take place.
  3. In discussing a matter that may be the subject of a potential motion, the Chair may first conduct an informal discussion of the topic and the matter may be concluded without motion upon a majority vote of the Board.
  4. Prior to taking a vote on a motion, the Chair, or the Board by majority vote, may seek comments from the Members present with special knowledge or expertise, subject to limitations set by the Chair.
  5. The Board is limited to one item of business or main motion at a time, but there are no limits to the number of subsidiary motions that may be considered as to how to dispose of that item of business.
  6. After each motion is offered, the Chair should restate the motion in precise terms and call for discussion; the Chair may enlist the Secretary or the General Manager to take notes which can facilitate the requirement of the Chair to restate the motion.
  7. Amendments to the main motion may be offered and must be voted upon (unless withdrawn) prior to voting on the main motion.
  8. Motions on points of order or time limitations for debate may intervene and must be resolved before deliberation on the main motion proceeds. The Chair is primarily responsible for time management of debate; however, a Director may make a motion to limit debate and call for a vote.
  9. The Chair will call for a vote on a motion only after each Director has had the opportunity to speak to the motion.
  10. While the Chair has all of the rights of a Director to participate in consideration of a motion, he or she should take great care not to dominate the debate or otherwise impede full and open consideration of the matter.
  11. Votes by unanimous consent need not be recorded individually. If there is not unanimous consent, the votes shall be tallied for the record.
  12. In the event that a Director believes that an action by the Board is unlawful, contrary to the power and authority of the Board, or not in the best interests of the Association, that Director may make an oral or written dissent explaining the reasons why he or she believes that a dissent is necessary. The oral or written dissent shall become part of the minutes.
  13. The Chair shall assure that proper decorum on the part of the Board and Members is maintained during the meeting. Correctness of statements of fact may be challenged, but it is never acceptable to challenge the motivation of speakers or to speak in a derisive or pejorative manner.
  14. Only the original maker of motion may modify or withdraw his or her motion. Other Directors may offer an amendment to a motion by presenting it in the form of their own motion.
  15. Any Director may make a motion to suspend the rules including the reasons why the Board should modify the rules or procedures in an individual case.

**Appendix 3**

**Board Meeting Agenda Format**

1. **Call to Order**

* Determination of a quorum
* Introduction of Directors
* Introduction of invited guests and non-Board participants (e.g., attorney; accountant; PVP)

1. **Approval of Minutes of Last Meeting**
2. **Old Business**

Matters that, by prior decision, were carried over from a previous meeting or other Board action

1. **Managers’ Time**

* General Manager’s report
* Operations Manager’s Report

1. **Standing Committee Reports**

* Each committee should make a report, orally or in writing, at each quarterly meeting
* The person presenting a committee report should identify each matter for which the committee is seeking Board action, and the matter may, at the discretion of the Chair, be assigned to new business

1. **Special and Ad Hoc Committees**

Only committees having a report are listed

1. **New Business**

* Committee recommendations for Board action [standing, ad hoc, and special committees]
* Other matters that have arisen since the last Board meeting
* Reports from retained professionals (e.g., legal, accounting/audit)

1. **Presentations from Invited Guests**

Contributions not otherwise provided under prior agenda topics

1. **WHOA Members’ Time**

The presiding officer may announce the amount of time for this period, including the amount of time per each speaker

1. **Closing Remarks**

Presiding officer, or Director with permission of the presiding officer, offers comments related to present meeting or upcoming WHOA matters of interest

1. **Vote on Executive Session [if necessary]**

Agreement of the Directors present to go into executive session upon a statement of the topics to be discussed; does not have to be by motion and second

1. **Adjournment**

**Appendix 4**

**Discipline and Order**

4.1. In the event a Director violates any of these Rules or the decisions of the Chair, the Chair may declare the member out of order. In the case of a Director alleging the violation by the Chair of any rule or prior decision, the Chair shall call for a vote on the allegation. If the Board determines by 2/3 vote of the Directors present that the Chair is out of order, the Board determines which of the sanctions prescribed in Section 3.2 of this appendix shall be imposed on the Chair.

4.2. With respect to a Director who is out of order, the Chair, or the Board as provided in Section 3.1 of this Appendix, may:

* + 1. Warn the Director without sanction,

4.2.2. Exclude the Director from the discussion of the business at hand,

* + 1. Exclude the Director from discussion of all items of business, or

4.2.4. For gross interference with the meeting, remove the Director from the meeting.

* 1. A Director, including the Chair, who is declared out of order has the right to appeal the decision both as to the question of whether the Director was out of order and as to the question of discipline. The Board shall approve or deny the appeal by a 2/3 vote of the Directors present.
  2. If the Board upholds the declaration or discipline, the Director has the right to dissent for the record before the imposition of sanctions.
  3. The legality of these sanctions depends upon the facts and circumstances in which they are imposed. These sanctions should be used sparingly and only to the extent necessary to keep order. The Board should obtain legal advice with respect to its authority to impose sanctions with respect to its own governing documents, applicable law, and the facts in any specific situation.

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**Source:**

**These Rules of Order for The Woods Homeowners Association Board of Directors are based upon, with modification, *“Rules of Order for Association Boards”*, by Jeffrey A. Goldberg**

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Adopted by the Board of Directors, July 8, 2017

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Larry Jarrett

President