

BOARD OF DIRECTOR'S RESOLUTION

PERTAINING TO *PARLIAMENTARY PROCEDURES* FOR THE XYZ COMMON INTEREST COMMUNITY

AUTHORITY AND PURPOSE FOR THE RESOLUTION:

WHEREAS, the XYZ Common Interest Community is a Nevada Corporation duly organized and existing under the laws of the State of Nevada; and CC&R Article __, Section __, gives the Board rule making authority; and

WHEREAS, NRS 116 has specific provisions regarding the Board of Directors responsibility to detail in their Bylaws how meetings will be conducted; and

WHEREAS, NRS 116.3109, Section 4 requires that the board uses the latest version of Robert's Rules of Order; and

WHEREAS, Robert's Rules allows the body itself to make rules on how their meetings will be conducted; and

WHEREAS, the XYZ Common Interest Community's Board of Directors feel it is important that a consistent standard is set for running the business meetings and affairs of the community to facilitate orderly and effective meetings.

NOW THEREFORE, BE IT RESOLVED:

All meetings will be conducted using the following format until otherwise changed by a majority vote of the members of the Board of Directors, memorialized and adopted in a formal resolution.

- 1) At the beginning of each meeting, it will be determined if a quorum is available to move forward and hold the meeting. If a quorum is available, but not 100% of the directors are in attendance, and one director abstains from voting on an issue, the majority of the remaining directors shall reach a decision. In Robert's Rules 11th Edition, a quorum to be able to vote means: "It means more than half of the votes cast by persons **entitled to vote**, excluding blanks (written) or abstentions, at a regular or properly called meeting."
- 2) As the board does not feel it is necessary to read the minutes at each meeting because members can get a copy, the board has determined in this resolution that the minutes will not be read unless a director makes a motion to do so.
- 3) At the beginning of the meeting, each board member will disclose whether they have new conflicts that need to be disclosed since the last meeting.
- 4) The minutes will reflect the directors in attendance by name as the quorum is called so that when all directors agree on a motion, the minutes can say that the motion was approved unanimously so that the minutes will show who those were and not need to be repeated in the minutes by name each time.
- 5) The President will make a statement at the beginning of each board meeting letting owners know how the meeting will proceed and that this resolution was formally adopted at a noticed meeting. Owners are not to take it personal if they not recognized as it is a director's meeting not a members' meeting. The President's voting power is equal to all other directors when deciding an issue.
- 6) Owner (an owner as defined under current NRS 116 provisions) comments will be taken at the beginning of each Board of Director's meeting, at the end of the Board meetings or as required by current NRS 116 provisions. The comments at the beginning, or in accordance with current Nevada law, must be regarding items on the agenda and any item may be discussed at the end during that open comment period. No owner will speak for more than 3 minutes and no individual person may exceed the 3-minute limit in the event that a person owns more than one unit. No owner can surrender his or her 3-minute time for another owner to use that time. At **the meeting of the owners'**, a period will be shown for members comments as there is no state law dictating before and after for these meetings. The Manager will keep the timer for this purpose.
- 7) Owners, who are not directors or Committee members, are not allowed to speak at any other time during the meeting unless a majority of the board wishes to suspend the rules, which will be given careful consideration before suspending the rules to be consistent. Should the rules be temporarily suspended, it does not invalidate the action. Should a member be disruptive, NRS 203.090 will be invoked to have the member removed for Disturbing a Lawfully called meeting and could be cited with a misdemeanor.
- 8) *Before any action is taken* on any item, a motion must be made. If at a Director's meeting, a Board Member must make the motion, but at a Member's meeting any owner may make a motion from the floor as long as the item was properly noticed on the members meeting agenda and distributed in accordance with NRS 116 laws.
- 9) Before any motion is made, unless an emergency as defined in NRS 116, the action for consideration must have been properly placed and noticed on the agenda of the meeting the action is being requested. The agenda must be prepared and distributed according to current NRS 116 requirements.
- 10) Each agenda will state that action may be taken on any item and each item will be specific enough to allow owners to know what action may be taken at any meeting.
- 11) At a Board meeting, a Board member wishing to make a motion must be recognized by the Chairperson. The Chairperson

for the XYZ Common-Interest Community will be the President unless otherwise determined in his or her absence. If the President is not available, the officers will chair in the following order: Vice President, Treasurer and then the Secretary. If none of the officers are available, the meeting will be adjourned, and all action will be delayed until the next meeting unless a quorum has been established and the business is of an emergency nature.

- 12) All motions must be seconded before any discussion shall be held on any item. If the second is not received, the item will not be discussed at this meeting and will only be allowed to be brought forward to any other meeting during one calendar year one additional time.
- 13) Any discussion will follow the second but is limited to each director addressing each motion one time for a limit of 3 minutes until each director has had an opportunity to speak. The Manager will keep the timer for this purpose.
- 14) Regardless of what the documents may say, a majority of the board must be present for the entire meeting to satisfy Nevada law since it requires each director to stay to maintain the quorum throughout the entire meeting if action is to be taken. If a director leaves, removing the quorum, no action can be taken.
- 15) A majority of the members of the Board present in person or via telephone is required to pass any motion.
- 16) If the motion is tabled instead of postponed, a second must be received, and the item may be addressed later in *this* meeting. There can be no discussion on this motion to bring back from the table, just a vote.
- 17) A motion is required to resurrect an item that was placed on the table. The motion cannot be amended.
- 18) If the original motion is changed, the original person making the motion must withdraw the motion and new motion made with the additional comments included. As amendments to amendments get confusing, the original motion will be withdrawn, and a new motion made.
- 19) All motions made during a Board or Members meeting shall be recorded in the minutes according to current Nevada law.
- 20) If a majority of the Directors vote to amend a motion, a vote must be taken on the amendment before the original motion is voted upon unless withdrawn and starting over on the issue.
- 21) The President can make motions and may vote as he or she is a Director first and an Officer of the Board second. In serving as an officer, the President does not give up his voting rights as a Director like all other officers.
- 22) Abstentions are counted as absence and a majority of the votes cast decide the issue. Board Members will not abstain simply because they don't want to voice their opinions in front of the owners, but rather to state that they have a conflict of interest or were not at the last meeting, etc. As the Board packages are distributed at a minimum of 3 - 5 days before all Board meetings, not reading the material is not a valid reason to abstain unless on vacation, out of town or did not receive the package for some reason.
- 23) The minutes of any Board meeting will reflect how each Board Member voted as required by current NRS 116 provisions.
- 24) A motion is not needed to adjourn the meetings, but if the meeting is to be adjourned before all of the agenda items have been addressed where possible, a majority of the board must agree to adjourn the meeting.
- 25) If a director has asked for a specific item to be placed on the agenda and action has not been take 3 times, it can not be placed back on the agenda for 1 year unless a majority of the board decide at a meeting to bring it back and it is then placed on the agenda for careful consideration.
- 26) If any meeting is held where a director must attend via telephone, the following rules apply for that meeting:
 - a. A speaker phone will be used where every party can hear everyone else including the owners in the audience as possible.
 - b. Announcements will be made at the beginning of each meeting if there are any time constraints requiring a director to leave early.
 - c. The Chair shall insure that each person has an opportunity to speak including the phone attendee.
 - d. Any person needing to leave the meeting prematurely will let the Chair know in advance.
 - e. Any distractions will be minimized such as television, radio, animals, disruptive individuals, or other noises to not impair the phone participation.
 - f. Each speaker will identify themselves at the first before they speak so it is clear who is speaking at all locations.
 - g. Care should be given when using electronic attendance to make sure adequate participation is allowed.

If Nevada law changes and becomes effective before this resolution can be changed, the law takes precedence over this resolution to the extent of any conflicts.

This resolution is adopted in resolution format at the _____2019, Board of Directors Meeting.

BY: _____
President

ATTESTED: _____
Secretary