



# PERSPECTIVE

## HOW TO KEEP BOARD MEETINGS ON TRACK!

*As some owners own more than 1 lot, it is critical that any rules that you adopt reflect person vs. owner when restricting time that an owner may speak before the Board Meeting and after the Board Meeting. .*

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I continue to hear “rumblings” about the length of common interest community meetings of the Board and of the members. What is so wrong with this picture? A typical meeting that runs from 4:00 p.m. to 11:00 p.m. is one that is out of control. Owners are allowed to speak during each item that is on the agenda and there are no controls on the amount of time that a unit owner may speak. The owners who would like to attend the meetings, don’t because they are tired of the same wind bags using this opportunity to vent at each and every meeting the same things over and over and over. Proactively having some procedures in place will help control the meetings and actually encourage attendance by residents and owners other than the disgruntled chronic complainers.

Having some rules regarding how your meetings will be conducted will also ensure that the minority voices are heard, but the will of the majority is followed, unless against the law.

As many of you may or may not know, the

most common form of Parliamentary Procedures is Robert’s Rules of Order, which was adopted in 1876 by Henry M Roberts. Mr. Roberts researched the rules used by Congress at the time and the book used in that period called the Cushing’s Manual, concerning the rules of non-legislative assemblies and how they conducted meetings. In 1876, he made revisions and put into writing a set of his own rules for use in non-

legislative assemblies though-out the country.

Robert’s was quoted as saying the following: “Whether these forms be in all cases the most rational or not is really not of so great importance. It is much more material that there should be a rule to go by, than what that rule is, that there may be a uniformity of proceeding in business, not subject to the caprice of the chairman, or captiousness of the members. It is

very material that order decency and regularity be preserved.”

It is unfortunately, that not many members of the Board or the Community Managers clearly understand that Robert’s Rules of Order allows the body to make their own rules. When that pesky parliamentarian pops up out of the audience and quotes sections of Robert’s Rules of Order that you may not be following correctly, wouldn’t it be REALLY nice to thank them for their comments and

*Robert’s Rules of Order allow the body to make their own rules, but if they make them, they had sure better follow them,*

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give them a copy of the resolution adopted by the Board on how THIS BODY will be conducting their meetings?

Please understand that once the Board has adopted "their own rules" they need to follow them and that includes this rule.

Following a procedure where the rights of the minority are protected, but the will of the majority is carried out, will save a ton of time at these meetings.

Below is a very simple sample parliamentary rule that can be the starting point for your community. Individual State laws would have to be taken into account in each version of this document, but it is a starting point for the Board to determine how their meetings will be run as well as the meetings of the members. Unless you want to formally adopt the huge book, which is somewhat complicated to work your way through, each Board would be wise to adopt their rule and adhere to it in conducting their meetings and the meetings of the members.

Below is a sample resolution that the Board may wish to consider in creating their own rules on how they will run their meetings.

## **BOARD OF DIRECTOR'S RESOLUTION**

### **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**, the Bylaws state that Robert's Rules of Order as adopted by the Board of Directors by Resolution will be used to conduct all Board and Member's meetings, 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 and memorialized and adopted in a formal resolution.

Owner comments will be taken at the beginning of each Board of Director's meeting and the end of the Board meetings as required by NRS 116. The comments at the beginning, 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 is allowed to surrender his or her 3 minute time for another owner to use that time. At the meeting of the member's owners comments will be shown on the agenda of the meeting and taken at that time or any other time appropriate for those comments as determined by the Chairperson.

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.

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.

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.

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.

At a member's meeting the Chairperson may be determined by the Board or the members through a majority vote should the meeting be of the nature requiring owners other than the Board to conduct the meeting. All motions must be seconded before any discussion shall be held on any item. If the second is not received, the item will be immediately postponed until a later date.

Any discussion will follow the second, but is limited to each director addressing each motion one time. A majority of the members of the Board present is required to pass any motion.

If the motion is tabled instead of postponed, a second must be received and the item may be addressed later in the meeting. There can be no discussion, just a vote. A motion is required to resurrect an item that was placed on the table. The motion cannot be amended. If the original motion is changed, the original person making the motion must approve of the amendment before a second is received and further discussion proceeds.

All motions made during a Board or Members meeting shall be recorded in the minutes according to current Nevada law.

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.

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.

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 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.

The minutes of any Board meeting will reflect how each Board Member voted as required by current NRS 116 provisions.

A motion is needed to adjourn the meetings. It requires a second and cannot be amended.

This resolution is adopted in resolution format at the \_\_\_\_\_ 2009, Board of Directors Meeting.

BY:

\_\_\_\_\_  
President

ATTESTED:

\_\_\_\_\_  
Secretary



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*Complete Community Association Legal Services*

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## LET THE CLARK COUNTY NEIGHBORHOOD JUSTICE CENTER HELP YOU HELP YOUR OWNERS

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Many times neighbors have unique problems matters in which one of the parties refuses to participate willingly. Association issues or authority to intervene. We want to let you know about a service provided by Clark County, which provides free mediation between neighbors or individuals. The service is called the Neighborhood Justice Center and can be reached at (702) 455-3898. They are located in Las Vegas and are open between the hours of 8:00 a.m. and 5:00 p.m. Monday through Friday.

Mediation is a process that assists disputing parties to resolve their differences and reach a mutually satisfactory agreement with the help of a trained, neutral third party.

The Center will not handles disputes where the problems are such that they can't be settled through negotiation, where matters involve violent activity or

### *Benefits of Using NJC*

Some of the benefits of the Center are: Cost effective, faster than litigation, process is personalized, issues are discussed in depth, parties control the outcome rather than having a decision made for them and it is private and confidential.

The Association can only get involved in those issues for which it has authority in the governing documents and may tell you that they cannot help resolve a specific problem. Please consider contacting the Neighborhood Justice Center who will help you come to a resolution.