

## BOARD OF DIRECTOR'S RESOLUTION

<b>PERTAINING TO <i>PARLIAMENTARY PROCEDURES</i> FOR THE XYZ COMMON INTEREST COMMUNITY</b>
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### **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 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) 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 is allowed to surrender his or her 3 minute time for another owner to use that time. At the meeting of the 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.
- 2) Should any Director wish to suspend these rules for any meeting or portion of the meeting, the Director must first be recognized by the Chair before a motion can be made to do so. If the Director is wishing to suspend anything that is in the Bylaws vs. the rules, the rule cannot be suspended at any meeting unless the Bylaws are changed.
- 3) 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.
- 4) 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.
- 5) 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.
- 6) 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.

- 7) 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. *(Note: You may not want to open this door and could delete this section as many homeowners don't know that they can do this.)*
- 8) 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.
- 9) Any discussion will follow the second, but is limited to each director addressing each motion one time.
- 10) 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 taking.
- 11) A majority of the members of the Board present in person or via telephone is required to pass any motion.
- 12) 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, just a vote.
- 13) A motion is required to resurrect an item that was placed on the table. The motion cannot be amended.
- 14) 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.
- 15) All motions made during a Board or Members meeting shall be recorded in the minutes according to current Nevada law.
- 16) 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.
- 17) 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.
- 18) 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.
- 19) The minutes of any Board meeting will reflect how each Board Member voted as required by current NRS 116 provisions.
- 20) A motion is needed to adjourn the meetings. It requires a second and cannot be amended.
- 21) 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 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. Each member will be polled for their opinion alphabetically and the Chair shall insure that this happens to include the phone attendee.
  - d. Any person needing to leave the meeting prematurely will let the Chair know.
  - e. Any distractions will be minimized such as television, radio, animals, children 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. If someone is calling in long distance a timed agenda will be used to minimize the long distance charges for that individual.

If the 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 \_\_\_\_\_2012, Board of Directors Meeting.

BY: \_\_\_\_\_  
President

ATTESTED: \_\_\_\_\_  
Secretary