

G. BOARD OF DIRECTORS MEETING RULES OF PROCEDURE

1. Rules Adopted

These rules and procedures are adopted by the Board to assure the orderly and efficient conduct of its meetings. They supersede any other rules of procedure. In cases where these procedures are silent, the decision of the Chair will prevail.

2. Open Meeting

All Board meetings and Committee meetings, except Board Executive Sessions, are open to any member of the Association. (Member)

3. Board Functions

The Board has both deliberative and enforcement functions as provided for in the CC&R's, in the By-laws and by statute. These are its major functions:

- Conduct the routine business affairs of the Association
- Manage the finances of the Association
- Adopt Rules and Regulations as provided for in the By-laws and in the CC&R's.
- Enforce the CC&R's, Rules and Regulations of the Association
- Gather facts and information necessary for planning, rule making and enforcement activities.
- Inform Members of decisions and issues affecting them.

4. Meetings

Board meetings will be held at times and places specified by the Board as far in advance as practical, but with no less notice than provided by its by-laws or applicable Statutes. Regular Board meeting schedules will be mailed to all Members annually.

Notice of Board meetings will be posted at the community bulletin board at the Guard Station by the Secretary

An agenda for all meetings, and all necessary supporting documents and exhibits, [including minutes of the last meeting] will be prepared by the Management Company and will be mailed to Directors no later than five (5) calendar days prior to the scheduled meeting. Failure to have an advance agenda is not grounds for postponing a meeting.

Members may request to be put on a mailing list to receive agendas in advance. The Management Company will provide members with an agenda and minutes of the prior meeting. Exhibits related to agenda items are provided to Directors only.

5. Chair

Board meetings will be Chaired by the President of the Association, elected by a majority of the Board. In his or her absence the meeting will be chaired by the Vice President, or in the absence of such vice-president, a chairman chosen by a majority of the directors present. (by-laws, Section III (13))

6. Quorum

A majority of the Directors constitutes a Quorum.

7. Minutes

Minutes of Board meetings will be taken by the Management Company, or by the Board Secretary.

8. Motions

Board decisions are made with a majority vote of the Directors present. A matter is brought to a vote through a Motion, made by a Director. A "second" to the motion by another Director is required before a vote can be taken. (The proper form for introducing a motion is "I move that ...")

After a motion is made, no further discussion will take place until a "Second" is made. If no "Second" is made, the matter fails. Further discussion on the issue may proceed if it may lead to an alternate motion. In absence of a new motion, the Chair may declare the issue dead and move onto other matters.

9. Discussion

Discussion of matters which may lead to action by the Board need not be preceded by a Motion. However, once a Motion is "on the floor" all discussions other than on the issue are "out of order" and will be postponed until the Motion is voted on, or is otherwise resolved.

After a Motion has been made and Seconded, discussion will begin with recognition first of the Director who made the motion, then from the Director who Seconded the motion, and thereafter as Directors are recognized by the Chair.

Discussion is not bound by any formality other than as explained in this paragraph. Directors may continue discussion and debate so long as it is productive in leading toward a decision. The Chair may set limits on additional discussion so long as every Director present has had an opportunity to be heard. After every Director has been heard, any Director may "Call for the Question" at which point a vote will be taken without further discussion.

10. Amending Motions

Prior to a vote, the moving Director and the Second may amend, substitute or withdraw a motion.

11. Recording Votes

Motions will be recorded indicating who made the Motion and who seconded it. Upon request of any Director, the vote of each Director as, yes, no, or abstaining will be recorded. In absence of such request, the minutes will merely reflect whether the motion passed or failed.

12. Presentations

The Board may call upon anyone to make a presentation to the Board for the purpose of providing information to the Board which will assist it in carrying out its duties.

13. Member Rights

Any Member has a right to speak at a Board meeting. This right may be reasonably restricted and controlled as to the time and duration of speaking.

Members do not have a right to participate in the deliberations of the Board, but may be granted the privilege as determined by the Chair and as described below.

14. Participation

It is the policy of the Board to encourage the greatest flow of information practical with the orderly conduct of its affairs and responsibilities. The Chair will endeavor to allow participation at the following times:

- When discussing any matters where a Member may have useful information or opinions that bear on the matter at hand and which may assist the Board in fulfilling its duties
- After presentations by Directors (or committees) on the affairs of the Association to answer questions about the material presented.
- When a Director requests that the Chair recognize someone from whom the Director would like to hear.
- At the conclusion of all matters before the Board and immediately prior to adjourning there will be an Open Forum for Members. This time is for commenting on matters or issues not already discussed, or for making requests to the Board.

15. Recognition

- The Chair has sole discretion to recognize speakers. Speaking out without being recognized is "out of order" and will not be tolerated.
- Members may request to be recognized by the Chair by raising their hand.
- The Board meeting is not a forum for Members to debate with each other or with Directors.

16. Committees

- Committees may be created from time to time by the Board to assist it in carrying out its duties. Where these committees have been charged with fact finding, analysis and recommending action to the Board, participation by Members may be directed to go first through the appropriate committee.
- A Director may be a member of a Committee.
- If there is no Director on a committee, a Director will be designated as "liaison" to that committee and is responsible to report to the Board on that committee's activities.