

Alisanos Homeowner's Association
Resolution for The Adoption of the Rules of Order for the Alisanos Board of Directors

(Revised September 12, 2012)

WHEREAS, the Bylaws Of Alisanos Community Association allows the Board of Directors to establish rules for is operation;

WHEREAS, it is in the best interest of the community that the board adopt rules that provide for the efficient running of meetings yet provide the opportunity for members to voice their views, are fair to all members and directors, and allow the board adequate time to fairly deliberate the issues;

WHEREAS, the Board has previously adopted rules for elections, for establishing and managing committees, for election procedures, and for board procedures, it is in the best interest of the community that all the rules and additional rules be adopted in one document that constitutes the Rules of Order for the Alisanos Board of Directors;

WHEREAS, it is in the best interest of the community and to avoid confusion for the Rules to adopt a version number commencing with version 1.0.

IT IS HEREBY RESOLVED:

To adopt the following “Rules of Order for Alisanos Community Association, version 1.0” as the rules of order for Alisanos meetings.”

Rules of Order for the Alisanos Board of Directors version 1.0

I General Principles

- A. The Roberts Rules of Order provides the guiding basis for these rules but have been modified for easier application to the less formal meetings of the board of directors.
- B. The rules are based on certain rights: the right of the majority to rule; the right of the minority to be heard; and the right of the individual to participate in the decision making process. However, the input session from the membership is limited and is not an open debate and is regulated to maintain the dignity and efficiency of the meeting.
- C. Underlying all the rules is a sense of courtesy; directors and members must debate measures, not members. All speakers in a meeting must treat each other with decency and must act with decorum. Directors must not attack or question the motives of others.
- D. All members have equal rights, privileges and obligations so the rules must be administered impartially.
- E. Full and free discussion of all motions, reports, and other items of business is a right of all members, but the chair may impose reasonable restraints to maintain time limits for the meeting length.
- F. Only one question can be considered at a time.
- G. The rules are designed to be flexible and the board may waive certain rules or amend the rules as the situation dictates.
- H. Despite the required and desired input from the membership regarding issues before the board, it must be remembered that only the directors conduct association business.
- I. The chair must be in control of all aspects of the meeting to ensure compliance with these rules and these principles.
- J. Procedures should be kept to a minimum to expedite the processing of undisputed matters where there is consensus. The board may act by the chair “without objection” when reasonable to do so.
- K. The chair is empowered by the rules to decide most every procedural aspect of the meeting with the right of any board member to appeal to the board on every such decision and the right of the board to replace the chair of the meeting.
- L. Definitions: These rules use the following terms:

1. The word “chair” means the person in control of the meetings, usually the president of the association unless the president is absent or is removed from the chair pursuant to these rules.
2. The word “member” means a homeowner who is a member of the association and includes the word “homeowner.”
3. The word “director” means a director of the Alisanos Board of Directors.
4. The word “board” means the Alisanos Board of Directors.

II Agenda

- A. The agenda sets the order of events.
- B. The agenda shall be prepared by the managing agent with the assistance of the president or one of the other directors so designated by the president. The managing agent and/or the president shall solicit action items for inclusion in the agenda from the managing agent, the directors, and the committee liaisons, the latter obtaining any items from the chairs of the committees. This agenda is called the “Tentative Agenda.”
- C. The Tentative Agenda should clearly state the issues to be considered by the board at the meeting so that the directors and the community can readily determine what decisions the board is going to debate.
- D. The order of events in the Agenda generally will be items A through I as stated below in section III below.
- E. The agenda shall be in the format attached hereto as Exhibit A.
- F. The Tentative Agenda shall be submitted to the Board and posted on the Association website no later than ten days prior to the date of the directors meeting.
- G. The board should maintain a list of regular agenda items that must be dealt with every year (e.g. budgeting, board meeting dates, holiday lights, landscape contracts etc.) as reminders to the president and the managing agent as to items that the board has to deal with at certain times of the year.
- H. The chair may, if reasonable to do so and the rights of other members are not prejudiced, call the matters on the agenda out of order to accommodate members. If any director objects to the chair’s action it shall be decided by motion.

III Order for the Meeting

The meeting shall be in the following order:

A. Call to Order

1. The Chair must verify that all members of the board have received proper notice of the meeting or confirm that all are in attendance.

2. The Chair may call the meeting to order only if a quorum of the board is present in person. The bylaws of Alisanos define a quorum as “a majority of the members of the board.” If a quorum does not exist, the meeting is not qualified to conduct business. Telephone attendance of a board member is acceptable to count for a quorum provided that the phone participant can hear and be heard by all other board members and the homeowners in attendance. A board member may not appear by representative, by proxy, or by written ballot.

B. Review of Agenda

1. The agenda “belongs” to the board. Therefore, the board may modify the Tentative Agenda, by a majority vote. This power should be used only when necessary, as proper functioning of the board requires advance planning and notice to the community.

2. The board may add or delete items from the Tentative Agenda and may change the order of presentation. The “Tentative Agenda” then becomes the meeting “Agenda”

3. When possible, changes to the Tentative Agenda or to the Agenda should be done by acquiescence of all board members. Formal voting on the agenda is only necessary where it appears to the chair that there is a disagreement.

C. Approval of Previous Minutes

1. The minutes need not be read aloud but they should be entered into the Association’s official minute book. The minutes of previous minutes are not the official minutes of the board unless and until the board votes to accept them.

2. The minutes are prepared by either the secretary or the managing agent (or some other person appointed by the board to act as recording secretary). Any board member may suggest changes to the minutes before the board adopts them. The suggested change should be set forth in the minutes for the record, and then the board should adopt or reject such changes.

3. Minutes should state precisely each motion considered by the board, and identify the board members 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. Whenever the board makes a decision that the board feels may subject it to potential claims or liability, it shall be appropriate for the board to enact 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. Otherwise, it is not necessary, appropriate or recommended for the board to set forth the comments or discussion related to a specific motion. However, dissents by a board member should be fully stated in the minutes.

4. When possible, changes to the minutes and adoption of the minutes should be done by acquiescence of all board members. Approval of the minutes may be by the chair stating that “without objection the minutes are approved.” Formal voting on the minutes is only necessary where it appears to the Chair that there is a disagreement.

D. Officer, Managing Agent, and Committee Reports

1. This is the time in the agenda when any committees of the board or the managing agent or officers of the board may report their findings or recommendations to the board. The idea is that the board will have the input of reports on all matters before starting to discuss the old and new business.

2. The full report should be presented and then each board member, in turn, may ask questions or comment. It is best not to make motions or discuss items of business during this portion of the meeting. Although the board can do anything it wants to do, reserving motions or discussion among the board members, until after both the reports and also the homeowner inputs, to the time for discussion of old or new business will usually result in a smoother and more efficient flow of business.

3. Presentations to be made to the homeowners by the board or its officers can also be made at this time.

4. Normally, the order of reports will be:

- a. Financial Reports, including the Treasurer's Report and the Managing Agent's Delinquency and Collection Report (which does not contain personal or financial status information about particular homeowners, but only the dollar amount and status of delinquencies and collections, so that the association's full financial picture may be understood.)
- b. Manager's Report
- c. Violations Report
- d. Standing Committee Reports

e. Ad Hoc Committee Reports

5. Committee reports will be presented by one of the following in this order: the committee chair or his designate, the board liaison for the committee, or any other board member with information on the activities of the committee.

E. Old Business and F. New Business

1. All items that were tabled or not completed during previous meetings (old business) must be revisited during the business portion, unless otherwise voted by the board.

2. The board may vote to postpone consideration of any old business or it may remove any item from consideration.

3. Before action is taken by the board, homeowner input is requested. (See Part VI, A, below)

4. except in the case of emergency business, all new items of business are heard only after all of the old items have been addressed by the board (either by adopting or rejecting a motion or by postponing or removing the item from consideration).

5. All business must be conducted in the form of motions or resolutions adopted by a vote of the board (see Part VI). Motions or resolutions adopted by a vote of the board come after the opportunity for homeowner inputs (see Part VI)

6. Any emergency items decided by the board between board meetings should be discussed and ratified at an open meeting (when required by law).

G. Homeowners' Open Forum

1. At the conclusion of business, dependent upon the lateness of the hour, the chair may provide another additional period of time for homeowners to express their concerns about any matter, whether or not it has been on the agenda. Although the law may not require the board to provide an open forum for the homeowners to speak about their additional concerns which were not on the business of the board for the meeting about to be concluded, the chair may provide a short period of time,

2. Strict time limitations should be imposed by the board, and these limitations must be enforced. Each unit owner should address the chair and must speak courteously and to the point.

3. Board members may question the unit owner about the problem or concern. Other homeowners are not entitled to be recognized or to comment or question the speaker, except with the permission of the board.

4. Unless the board is going into closed session, the board will then “adjourn”.

5. If the board is going into closed session, the board will then “adjourn the meeting to go into executive session”; and at the end of the executive session, the board will then “adjourn.”

H. Executive (or Closed) Session

1. When executive or closed sessions are to be accomplished, the board should move into executive (closed) session only after the regular business is conducted but before formal adjournment.

2. Closed meetings are a right of the board, not an obligation, and it is not required that the board go into closed session for any item unless a majority of the board wants to do that.

3. All homeowners must be asked to leave except for those having a reason to participate. The minutes shall reflect the time of closing of the open session and the time of the start and end of the closed session. The board should announce in the open session to the homeowners the purpose of the executive session. The board should state which one (or more) of the following subjects are going to be discussed.

a. Legal advice

b. Pending or contemplated litigation.

c. Personal, health, or financial information about an individual member of the association.

d. Matters relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the association or an individual employee of a contractor of the association who works under the direction of the association.

4. Only the statutory exceptions are good cause for moving into executive session. The only four statutory causes for moving into executive (closed) sessions are:

a. Legal advice. (Ordinarily the necessary board motion to hire an attorney, and to designate who on the board should do that, is done in open session, so that the debate of who is to be hired, and who on the board is designated to do that, are matters of public record. The purpose of a

closed session on “legal advice” is to keep the legal advice that is received secret, should a majority of the board wish to do that, and allow the board to talk with the attorney without reservation.)

b. Pending or contemplated litigation.

c. Personal, health and financial information about an individual member of the association. (This permits the Board to close a hearing on violations or collections of assessments if it is anticipated that the board, or the persons testifying or informing the board, will discuss personal, health, or financial information about an involved individual member of the association.)

d. Matters relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the association or an individual employee of a contractor of the association who works under the direction of the association

5. Except for the four subjects noted above for executive sessions, no discussions on any item may be made in executive session, including any decisions or motions. All other business and discussions must be conducted in an open portion of the meeting.

6. The board should approve minutes of executive sessions at the next executive session thereafter, and will not include minutes of executive sessions in the minutes of the open sessions of the board.

I. Adjournment

1. Upon the conclusion of the agenda, including any executive session, or upon motion carried by the board, the chair shall announce the meeting is adjourned.

VI Motions and Deliberations

The rules for motions and deliberations on old and new business follow.

A. Discussion

1. The president is normally the 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. By a majority vote of the board, the president or other incumbent chair may be removed from the chair and any other board member may be assigned to chair the meeting by majority vote.

2. When an item of business is to be discussed, the chair announces the item to be discussed and opens the floor to discussion on that item.

- A. First there will be time for association member homeowner input.
- B. Then there will be discussion and deliberation by the board members.
- C. The sequence of events shall be:
 - i. An item is on the agenda or a motion is made by a board member and seconded by another board member. If there is no second to the motion, nothing further occurs
 - ii. The President calls for homeowner input. (See 4 below.)
 - iii. After homeowner input occurs the board discusses and deliberates the motion
 - iv. After board discussion the President calls for the question or vote.

3. Association members, or any person designated by an association member in writing as the member's representative, are allowed to attend and speak at board of directors meetings, before the board takes formal action on an item under discussion. The chair may place reasonable time limitations on persons speaking during the meeting, but must allow a reasonable number of persons to speak on each side of an issue. The chair may exercise discretion on the number of persons or length of time devoted to particular issues, since some issues may be of more general importance than other issues. Announced limitations must be enforced. As a reasonable number of persons, and as a reasonable time limit on an issue, *the normal limitations* will be that the chair will allow two (2) members or their representative from each side of an issue to speak, each person speaking for two (2) minutes. If the Chair does not announce any other number of persons or length of time, the above normal limitations will automatically apply.

4. Association members (or their designated representative) who are allowed to speak will be chosen by the Chair from those who have indicated in the following manner their desire to speak on an issue. Association members (or their representative) will sign in at the beginning of the meeting or when they arrive using the form attached hereto as Exhibit B. If they choose to speak, they will fill out a card, indicating the agenda item on which they wish to speak, and on which side of the issue they wish to speak. The card, when completed, is provided to the Chair. The form for the card is Exhibit C.

5. If an item not on the agenda comes up for action before the board, a time will be allowed for homeowner input on this non-agenda action item, by the chair calling for those who wish to speak.

6. Each association member should address the chair and must speak courteously and to the point.

7. Board members may question the association members about the problem or concern, and the homeowner may respond but not longer than a minute response to each board question, unless the board grants additional time. Other association members are not entitled to be recognized to question the speaker, except with the permission of the board.

8. Once the Homeowners' Input Session on an agenda item is closed, the association members are not allowed to participate and may not seek to be recognized unless the board specifically requests input or information from a particular association member. This restriction must be strictly enforced because the purpose of the board meeting is for the board members to conduct business and this cannot be done if there is interference or lengthy discussion from the association members. All disruptions by association members must be addressed by the Chair and repeated violators must be removed from the meeting.

9. The chair, as a member of the board, is entitled to voice his or her opinion, and cast votes on matters that come before the board. However, the chair has the responsibility for providing each member of the board an equal and fair opportunity to be heard and should restrain from voting unless called on to break a tie vote of the other directors.

10. No board member may speak until recognized by the chair (except that a motion to remove and re-assign the chair, and a dissent, may be made without recognition when no other person has the floor and the chair has unreasonably failed or refused to recognize the Movant). No board member may interrupt the speaker who has the floor.

11. The chair may impose reasonable time limitations on board discussions. All time limitations must be uniformly imposed upon all of the board members.

12. The chair is to recognize each board member in turn. Discussion 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 board member may speak to an issue for a second time until all other board members have had the opportunity to speak to it for the first time. Likewise, no board member may speak to an issue for a third time until all other board members have had the opportunity to speak to it for a second time.

13. An association member or a guest may be recognized to speak only if a board member wishes to obtain input from him/her and the board agrees. When possible, allowing an association member or a guest to participate in the deliberations should be done by acquiescence of all board members. Formal voting on the question is only necessary where it appears to the chair that there is a disagreement.

14. When it appears to the chair that all board members have had a reasonable opportunity to discuss the matter at hand, the Chair should announce that the item of business is ready for a vote.

B. Voting

1. There are only three (3) basic motions for each item of business
 - a. A motion to adopt a specific action by the board.
 - b. A motion to table the item to another meeting (including fact-finding assignments to a person or committee).
 - c. A motion to remove an item from consideration
2. The board is limited to one item of business at a time, but there are no limits to the number of motions that may be considered as to how to dispose of that item of business. Motions need to be seconded.
3. After each board member has had the opportunity to discuss each motion presented for consideration, the Chair will call each motion presented to a vote. Those motions adopted affirmatively by a majority of board members present are carried, provided a quorum is present.
4. The fact that a motion has been adopted or failed does not prevent the item of business from being added to the agenda in the future and all motions may be reconsidered at any time by the board.
5. In the event that a board member 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 board member 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.

C. Procedural Motions

1. Procedural Motions Made During Discussion

a. Modify, or Withdraw a Motion - Only the original movant may modify or withdraw his or her motion. Other board members may modify a motion by presenting it in the form of their own motion, or by getting the original movant to modify his/her original motion.

b. Motion to End Discussion and Vote on Motion - This is not a true motion, but is in the nature of a request to the chair that the motions under discussion are brought to a vote. If the chair refuses the request, the member may appeal the decision of the chair (see below)

2. Procedural Motions Made Anytime

a. Appeal Decision of the Chair - Any member may appeal the decision of the Chair. The matter then shall be brought to a vote before the board.

b. Suspend the Rules - Any member may make a motion to suspend the rules including the reasons why the board should modify the rules or procedures in an individual case.

3. Method of Handling Procedural Motions

a. If there is general acquiescence of all board members to the motion, then the motion may carry without a formal vote.

b. If there is disagreement about the procedural motion, the matter shall be taken to a vote of the board. Once the board has ruled upon a procedural motion, there is no right to reconsider or to repeat the motion.

c. There are no Questions of Privilege or Points of Order. All procedural questions are merged into the Appeal Decision of the Chair.

d. No person other than board members may make any motion, including Procedural Motions.

4. Discipline and Order

a. In the event a board member or homeowner violates any of these Rules or the decisions of the chair, then the chair may declare the person (member or homeowner) out of order.

b. With respect to a member or homeowner who is out of order, the following discipline may be imposed at the discretion of the chair:

1. the person may be warned without sanction the person may be limited or excluded from discussion on the item of business at hand.

2. the person may be removed from the meeting for gross disorder which prevents the conduct of business by the other members of the board.

c. A board member who is declared out of order has the right to appeal the decision of the chair both as to the question of whether the board member was out of order and as to the question of discipline. (A homeowner cannot contest in the meeting a declaration that he/she was out of order. However, a board member who wishes to contest a declaration that a homeowner is out of order has the right to appeal the decision of the chair both as to the question of whether the homeowner was out of order and as to the question of discipline.) The board shall approve or deny the appeal by a majority vote, except that the extreme sanction of removal from a meeting shall be upheld only by the vote of at least 2/3 of the members of the board.

f. If the board upholds the declaration and/or discipline of a board member a board member has the right to dissent for the record before the imposition of sanctions.

g. The legality of these sanctions depends upon the fact circumstances in which they are imposed. These sanctions should be used sparingly and only to the extent necessary to keep order.

D. Conflicts of Interest

1. If a contract, decision or other action providing for financial benefit, compensation or reimbursement would benefit a member of the board, or a board member's family, or a company in which the board member or his family has an interest or involvement, the board member must:

A. declare a conflict of interest;

B. the declaration of conflict of interest must be in an open board meeting; and

C. the declaration of conflict of interest must be made before the vote is taken on that issue.

2. The board member or his family receiving the same benefit as other association members is not a conflict of interest. For example, it is not a conflict of interest for a board member to vote for a reduction in everyone's monthly assessments.

3. Once the conflict of interest is declared, the Board member with the conflict of interest can choose to leave the meeting, or stay, during the discussion by the other members on the matter.

4. A Board member who has a conflict of interest shall not participate in the discussions of the matter or vote on the matter, except the Board member may respond to questions directed to him/her from other Board members.

E. Video Taping of Board meeting

1. As required by state statute the open meeting conducted by the Association may be recorded and/or videotaped by anyone attending the meeting. This regulation allows the Association to adopt reasonable rules governing the taping of meetings which the board has done as follows:

- A. The person wishing videotape a meeting must indicate so on the sign in sheet for the meeting along with their name address and relationship to a lot owner within the community.
- B. The recording device must be self-powered and visibly placed in a stationary position that is not disruptive or obtrusive to conducting the meeting.
- C. The Board of Directors shall have a right to receive a copy of the recording, at Association expense.

V Committees

A. The Purpose of Committees. The goal of committees within the Alisanos Homeowner Association is to engage the community beyond the Board of Directors for support of activities and initiatives beneficial to the association. Committees bring a broader base of knowledge, experience and wisdom to board actions. The support of committees is crucial to the success of the community for many reasons. Committees delegate responsibility across many people. Committees facilitate involvement among neighbors that might otherwise not know each other. It is the intent of Committees to get more work and play done than the Board can accomplish alone. The success and viability of each individual Committee is of foremost interest to the Board and to the association.

B. Standing Committees and Their Charters. The following shall be established as standing committees authorized for an indefinite time with the duties and size as stated:

1. *Architectural Review Committee.* This committee reviews and approves homeowner requests for exterior changes, additions, or renovations or reconstruction of homes and or landscaping as described in the governing documents and rules. The Architectural Review Committee may also make recommendations to the board on design policy. This committee shall consist of three or five members. (revised September 12, 2012)
2. *Social Committee.* This committee plans, organizes and holds functions for the community. The Social Committee shall have a pre-approved budget for its activities. The Social Committee may also make recommendations to the board for ways to improve community involvement and building a sense of community among the neighborhood. Holiday events and decorations and other things may be discussed. This committee shall consist of five members.
3. *Landscape Committee.* The purpose of this committee shall be to make recommendations for landscape maintenance, improvement and renovation for the common area. This committee could also handle special referrals from the board to investigate and report on the quality of the landscape contractor's work and to analyze competitive bids when referred to it by the Board. The Landscape Committee does not have the authority to direct our landscape company and any inquiries to the landscape company would go through the management company or the president. Homeowner landscape issues remain with the Architectural Committee but common area issues go to the Landscape Committee, which can also investigate and recommend improvements to the lighting and the gates and additional stone in the exterior. This committee shall consist of five members.

C. Committee Appointments. The members to any committee shall be established as follows:

1. The President shall nominate a chairperson (after giving notice, for standing committees only and not for ad hoc committees, to the community that the position is open), to be approved by the board. Other nominations may be made by any board member, in which case the board shall elect the chairperson for the committee.
2. The secretary then gives the chairperson names of persons interested in serving as members, and that chairperson is then responsible for gathering names of interested persons, contacting persons with interest and submitting names to the board for official appointment (which can be done by unanimous consent if the number of nominations matches the number of positions available). No more than two board members may serve on any one committee.
3. If there is more interest than seats available, then the board can either elect the persons to the board or increase the size to accommodate those interested in serving, provided, however, that all committees must have an odd number of members to avoid deadlock.
4. Nominations are not limited to those submitted by the chair and other nominations may be made to the board.

D. Official Committee List. The secretary, or his/her agent, shall maintain the official list of members of the committees and no one shall be considered a member of a committee unless that persons name is on the official list (this need not include the "ex officio" or non voting members).

E. Referral/Charters. The board is responsible for providing instructions to the committee as to its responsibilities. A referral by its nature is limited and does not give the committee or any of its member's powers beyond that submitted. It especially does not give any member the power to control our contractors or implement decisions as that power is reserved to the President. The committees are established with the limited purposes of investigating and reporting back to the board for board action (which can include a proposed resolution) or to execute a board resolution by taking action as directed by the board. For example, the social committee would execute the board's referral to plan, schedule and hold events for the benefit of the community. The communications committee would initially investigate means of improving communications to the community and report to the board proposed resolutions to do so, but would have no further responsibilities (unless given some in the future).

F. Ad Hoc or Select Committees. A committee may be established for a limited time to fulfill a temporary purpose. The following are recommended Ad Hoc committees that may be established as the need arises. This list is not exclusive and other committees may be established as the need arises:

1. A **rules committee** to deal with changes in the rules for the association.

2. A **communications committee** should be established to investigate and make recommendations for newsletters, web site and Internet access for the community. It can make recommendations as to whether a committee should be established for those purposes and if so, and the board agrees, it can be made a standing committee, but not yet. The committee should analyze cost and benefits of maintaining a website and email communications to homeowners, to publish our agendas and meeting minutes, and whether we should also have a newsletter (or if a homeowner can elect to get an electronic version or a mail version of a newsletter. The committee can recommend whether the website and/or newsletter should be operated by a committee or a couple of volunteers.
3. The **elections committee** to make recommendations regarding the rules and process for the handling of community elections and votes.
4. A **park committee** is a select committee for a limited purpose of proposing improvements to the common area.
5. A **budget/finance/reserve analysis** to review the previous year's financials, service contracts, and to recommend changes to the budget, increases in the monthly assessment, and/or the amount payable to the reserves. The treasurer should either chair this committee or at least act as the board liaison. This committee would be appointed in December to report in January or February.

G. Establishing New Committees. New committees, standing or select, shall be established by motion and board vote. Before referral to a committee, the board shall name a chairman, approve the referral (or charter), and establish a date to report back to the board.

H. Reporting. A committee report is encouraged to be in writing and starts with "Your committee on (insert name) respectfully reports..." *Roberts Rules of Order*. Minority reports may also be submitted. When a report is given, the chair or vice chair shall be present to present and answer questions. The submitter of the minority report should also appear but is not required to be. The chair need only sign the committee report. Those in the minority, if any, should sign the minority report. When a report is given it is "received" and the select committee ceases to exist unless there is a motion to "recommit." *Roberts Rules of Order*

I. Board Liaisons to Committees. Each committee shall have a board liaison appointed by the President.

1. The Board Liaison may participate in debate but may not vote unless that board member is also appointed as a member of the committee.

2. The liaison shall be a member in good standing of the Board of Directors of the Alisanos Homeowners Association. Any Board member (including the President) can be a liaison to one or more Committees.

3. Upon the appointment of a Committees the President will call for liaison volunteers from the Board for each Committee at the same time he calls for Committee Chair volunteers. The President will then work with the Board to establish an initial liaison distribution that is fair and equitable.

4. The liaison is primarily a communication link to the Board. The role of the liaison is to represent the Board on questions concerning the charter, purpose, goal or timetable of the Committee. However, the liaison cannot and should not represent the Board on matters that require Board vote and/or approval. The liaison is the vehicle for insuring that such matters are on the next Board meeting agenda.

5. The liaison shall have a copy of the Committee charter available for any member of the Committee. The liaison will take notes during Board meetings on topics of interest to his or her Committee(s). The liaison will communicate these notes and other pertinent parts of the Board meeting minutes to his or her Committees at the Committee's next meeting.

6. The liaison duties include:

- Assisting the committee on compliance with the laws, rules and regulations, advise as to previous board actions relevant to the committee's duties, and to advise on board action and agenda items.
- Communication and clarification of Committee goals and objectives from the Board.
- Communicating the discussion of Committee topics from Board meetings to the Committee members.
- Accepting and communicating questions from the Committee to the Board.
- Insuring that Committee issues requiring Board discussion vote and/or approval are on the agenda of the subsequent Board meeting.
- Reporting status and progress of the Committee to the Board from the liaison perspective, if requested by the Board.
- Reporting to the secretary the members of the committee.

7. The liaison duties do not include (unless the liaison is also a member of the committee:

- Deliberative participation in Committee meetings (with the exception of the liaison fulfilling two roles – active committee member and liaison).
- Voting as a part of the Committee.
- Participation in Committee member selection.
- Chairing, running or guiding Committee meetings or functions in any way.

8. The Chair of each Committee will have one veto on the Board liaison that the Chair may choose to exercise at any time throughout the year (with or without cause). The veto expires when the Board makes the annual call for Committees and is replaced by a new veto upon completion of the annual Committee/Chair/liasion identification process. The purpose of this veto is to insure that the Committee Chair has a degree of ownership of their committee and some power to ‘control their own destiny’.

If the Chair exercises a veto, the President will work with the Board and the Chair to identify a new liaison. The President will appoint the new liaison after conferring with the Board. The President also retains the power to remove a liaison with or without cause.

The resignation of a liaison will have no effect on the status of the veto. That is, if the veto has not been exercised, it is still available. If the veto has been exercised, a new veto will not be available until after the next annual Committee/Chair/liasion identification process.

9. The president may not appoint a separate board liaison to a committee when there are already two board members on a committee and the president must appoint one of the existing committee members that are also a board member as the board liaison.

J. Term for Committees. All appointments to committees are for a one year term commencing on the date of the appointment. The board shall establish the membership of the committees at the second meeting following the annual meeting. The membership of the committees shall be automatically renewed unless otherwise modified by the board.

VI

Annual Meeting Rules

A. Nominations.

1. No earlier than fifty days and no later than thirty days prior to the annual meeting, the board shall send out a form requesting nominations of candidates for election to the board.

2. The manager shall prepare an absentee ballot with the nominee's names and personal information and a statement from the nominee. The absentee ballot shall be sent to the membership at least fifteen days prior to the annual meeting and should be sent along with the notice of the annual meeting and the agenda for the annual meeting.

3. The absentee ballot shall state the date and time by which the ballot must be returned in bold print at the top of the ballot. The absentee ballot should also provide the member the option to bring the ballot with them and cast it at the annual meeting.

B. Election Rules

1. An election committee of three members shall be appointed in December preceding the annual meeting. The duties of the election committee include:

- a. To ensure fairness in the election process.
- b. To gather and tabulate the ballots; and
- c. To announce the results of the election.

2. The board shall sit in open session during the election to deal with any issues that arise.

3. A Sergeant of Arms will be appointed for the Annual Meeting with the authority to act upon the approval of the Chair or his designation. The Board may provide additional protection if deemed necessary.

4. Only the President of the Board can provide specific instructions to the election committee. Individual board members cannot give instructions or ask the voting committee to change the rules. The President is to instruct the election committee and any other volunteers all instructions or changes to the rules will be communicated by the President or if need be, a designated person.

C. Annual Meeting Events

1. After the meeting is called to order, the chair shall introduce the board members and the committee chairs and other persons in attendance deserving recognition

2. The association treasurer will provide a financial report on the financial condition of the community.

3. The nominees for the open board positions will then be given an opportunity to make a presentation to the assembly and to answer questions from the membership.

4. The ballots are collected and counted.

5. The chair shall present a statement of the “state of the community” discussing the events of the previous year and the issues facing the community the board anticipates for the upcoming year.

6. There is a question and answer session with the members.

7. Announcement of election results.

8. Adjournment.

VII General Provisions

A. Board of Directors Meetings.

1. Meeting dates for the monthly meetings of the board of directors shall be set for the same day of each month for the upcoming year.

2. The dates for the meetings for the next calendar year shall be established no later than the November meeting of the preceding year.

3. The dates for the board meetings for the year shall be sent to the community by written notice and posted on the community website no later than December 15 of the preceding year

B. Waiver and Amendment of Rules. These rules may be amended or waived by majority vote of the directors. If amendments are made, a revised version (with a revised version number) would be made available, so that over the years board members or homeowners would not have to refer to a stack of original rules plus separate pieces of paper with amendments.

C. Notices. The board should endeavor to provide as much notice to the community of its actions and intended actions both before and after the meetings.

1. All notices should be posted on the community website.

2. The board should send out special notices to specific homeowners of intended actions that will affect their lots more than those of the general membership.

3. To facilitate the notice process the president is authorized to send out notices to the membership without prior board approval.

D. Meeting Record. The board shall maintain a record of each meeting by the management company keeping a file for each meeting in which will be placed the following:

1. Any notices that were sent from the time of the last meeting to the commencement of the current meeting.

2. The documents sent to the board that comprise the so called "board packet."

3. The approved minutes for that meeting.

4. Any documents that are used at a meeting for the deliberations. And

5. Any documents that a director request be placed in the record for that meeting.

Acknowledgements:

These rules are based on the following: Roberts Rules of Order; Rules of Order for Association Boards by Jeffrey A. Goldberg, edition 1.1., and the work of the Alisanos Rules Committee.