

Tab 5- Review Goldberg's Rules of Order for Board Meetings

Rules of Order for Association Boards

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edition 1.1

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Introduction

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Introduction

INTRODUCTION TO EDITION 1.1

There have been numerous downloads of the Rules of Order since they were first published in 1997. We assume that they have been adopted, in whole or in part, by hundreds of associations nationwide. This revision of the Rules of Order is based upon the criticism, comments and questions we have received since the first publication.

This edition has a number of various small changes which are designed to clarify issues raised by questions from board members who have attempted to use these Rules. In addition, we have placed the rules in html format and hyperlinked the sections for ease of use. Although the author practices law in Illinois, it has become apparent that most users of this document are located in other jurisdictions. Therefore, we have attempted to make these rules more general without incorporating the provisions of Illinois law. As always, we strongly recommend that the board consult with its attorney regarding revisions to these rules to conform to the law of your jurisdiction and to make sure the rules are adopted properly. We have received numerous questions about how a board might adopt these Rules. In many cases, it may be necessary for the Association to amend its bylaws to specifically adopt these rules. Again, the board simply must consult with its attorney regarding these issues.

We have received much criticism of the provisions that foreclose unit owners from participation in the board meetings (after the conclusion of the open forum). We have chosen not to make any changes to our original concept in this regard, because we believe that the board members must be free to conduct the business of the Association without undue interference from the unit owners. The rules are flexible, however, and permit the board to recognize unit owners whenever the board deems it appropriate. Therefore, each board can choose for itself how much it wants the unit owners to participate.

Some have commented that our Rules are not tough enough to avoid abuses by the Chair. We have not altered the basic principle of the Rules to give a great deal of authority and power to the Chair (and giving a majority of the board the power to overturn the Chair at any time), we do recognize that a Chair can become very powerful and manipulative and may quash dissenting voices. We have made some minor changes to try to address this problem. For example, if the Chair refuses to recognize a Movant, he or she may make a motion to remove the Chair or to make a dissent without being recognized by the Chair. Ultimately, however, it is the majority of the board who exercises control over board meetings. If the board members are weak and fail to control the Chair, there is little that can be done to reign in the Chair.

This edition of the Rules should be identified as "Rules of Order for Association Boards, edition 1.1" As before, we urge the widest distribution of this document and ask only that it not be used for commercial purposes (except with our permission) and that the copyright notice at the end of the document must remain intact.

The author would like to thank those persons who took the time to comment upon and ask questions about these Rules of Order. Your suggestions have been incorporated into this edition. We would like these Rules to improve and evolve over time. Your experiences, comments, questions, and suggestions are welcome..-jg

INTRODUCTION TO EDITION 1.0

The one thing that almost every homeowners' association board seems to need is a simple and dignified system of order for its meetings which its members can easily learn and apply. Robert's Rules of Order are rarely applicable to the needs of an association board. Even where they do apply, most board members have trouble finding the time to adequately learn the complex rules and procedures of Robert's Rules. Parliamentary bodies certainly are so complex that they do require the detail and richness that Robert's Rules provide. Yet association boards tend to be relatively small in number and they operate with less formality. The needs of association boards require a very simple but comprehensive system for conducting business. Too many association board meetings consist of shouting matches between various opinionated members. Other meetings find one or two individuals in full control of the board while the other members are rarely able to assert themselves or even have the chance to speak their mind. A proper board meeting is orderly and fair, with each board member having the full opportunity to contribute to the discussion and to offer ideas and make motions. The author presents these Rules of Order for Association Boards towards this end.

The Rules of Order for Association Boards are based upon a few simple themes:1) Only board members are entitled to participate in conducting board business. A time is provided for the unit owners to speak their minds, but that forum is limited and is not an open debate. Once the open forum is closed, only board members may speak. 2) The board itself is firmly in control and each board member must have equal opportunity to speak in turn. The Rules provide for a strong Chairperson but ultimately all matters are for the board to decide. The Chair is responsible for making sure that each board member speaks in turn and that no member dominates the discussion. 3) Procedures should be kept to a minimum and the board members should seek to acquiesce in as many procedural matters as possible. Of course, where a consensus is impossible, the board simply must vote and decide. However, in many instances, the Rules suggest that the board should simply accept a particular procedure. If the board operates in the proper spirit, the functioning of the Association should be smooth and efficient without the need to take constant votes on every little procedure. The basic premise is to give the Chair the power to decide most every procedural aspect, with the right of any board member to appeal to the board on every such decision. In this way, the board can go along with the Chair in

the ordinary course of business but it still retains its power to overrule the Chair. All procedural motions found in Robert's Rules are replaced by this simple mechanism. 4) Board deliberations should be free and open. These Rules place little restrictions on debate. Each item of business that comes before the board is to be handled in turn, but there are no limits to the number of motions that can be addressed at the same time on the same subject. Motions do not have to be seconded to be brought into play. The board fully discusses an item of business and then simply proceeds to vote on each motion presented. Adoption of these Rules of Order can be done by a simply board resolution. It is preferable to have unanimous consent of the board to the adoption of the Rules so there is no question in the future of the right of the board to enforce the Rules against the individual board members. If an Association deems it necessary, these Rules of Order could be adopted by reference in the Association's by-laws.

When adopting these Rules, the board should identify them as follows: "Rules of Order for Association Boards, edition 1.0" The author presents this edition 1.0 of the Rules of Order for Association Boards with the hope that board meetings everywhere might run just a little more smoothly and with less rancor than before. After experimenting with these Rules in your association, the author hopes that you will share your experiences, comments and suggestions with him so that future editions of the Rules may benefit from the collective wisdom of association boards everywhere. -jg

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RULES OF ORDER:

I. Agenda

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. If a quorum does not exist, the meeting is not qualified to conduct business (unless applicable law or the bylaws provide otherwise, telephone participation is acceptable provided that the phone participant can hear and be heard by all other board members and the unit owners in attendance). A board member may not appear by proxy or mail ballot.
3. The meeting must be open to the unit owners and the board and unit owners must receive notice of the meeting, to the extent and in accordance with, the bylaws or

applicable law.

B. Review of Agenda

1. The first draft of the agenda is prepared by the managing agent or one of the officers prior to the meeting. Agenda items should ordinarily appear in the order as set forth in these Rules of Order.
2. The agenda "belongs" to the board -- the board may modify the agenda as it pleases by a majority vote. This power should be used only when necessary as proper functioning of the board requires advance planning.
3. At this point in the agenda, the board members may add or delete items from the agenda and may change the order of presentation (All of these Rules of Order are suggested but are not required and may be changed by the majority vote of the board at any time).
4. When possible, changes 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. Formal voting on the minutes is only necessary where it appears to the Chair that there is a disagreement.

5. The board should not prepare minutes of meetings in closed session, unless the applicable law permits the board to take action in closed session.

D. Officer or Committee Reports

1. This is the time in the agenda when any committees of the board or officers of the board may report their findings or recommendations to the board.

2. The full report should be presented and then each board member, in turn, may ask questions or comment. It is not appropriate to make motions or discuss items of business during this portion of the meeting.

3. This time should also be used for any presentations to be made to the unit owners by the board or its officers.

E. Open Forum

1. Although the law may not require the board to provide an open forum for the unit owners to speak about their concerns, it is the custom and practice of most associations.

2. Strict time limitations should be imposed by the board (subject to the requirements of applicable law) 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 unit owners are not entitled to be recognized or to comment or question the speaker, except with the permission of the board..

4. Once the open forum period is closed, the unit owners are not allowed to participate and may not seek to be recognized unless the board specifically requests input or information from a particular unit owner. 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 from the unit owners. All disruptions by unit owners must be addressed by the Chair and repeated violators must be removed from the meeting.

F. Old and New Business

1. All items that were tabled during previous meetings 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. 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).

4. All business must be conducted in the form of motions or resolutions adopted by a vote of the board (see Part II)

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

G. Executive (or Closed) Session

1. When executive or closed sessions are permitted by law, the board should move into executive (closed) session only after the regular business is conducted but before formal adjournment. All unit owners must be asked to leave except for those having a reason to participate (such as witnesses at a rule violation hearing).

2. Only the statutory exceptions are good cause for moving into executive session. The board should announce to the unit owners the purpose of the executive session (such as "to discuss rule violation matters")

3. Except as permitted by applicable law, no decisions, resolutions, or motions may be adopted in executive session. All business must be conducted in an open portion of the meeting.

4. The board should not take minutes of executive sessions, except when the law permits the board to make decisions in closed sessions..

H. Adjournment

1. Upon motion carried by the board, or, upon the conclusion of the agenda, the Chair shall announce the meeting is adjourned and the minutes shall reflect the time of adjournment.

II. Motions and Deliberations

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.

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

3. 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.

4. 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.

5. The Chair may impose reasonable time limitations. All time limitations must be uniformly imposed upon all of the board members. The speaker shall be given a one-minute warning before time runs out. By vote of a majority of the board, time limits may be extended.

6. 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.

7. A unit owner or a guest may be recognized to speak only if a board member wishes to obtain input from a unit owner and the board agrees. When possible, allowing a unit owner 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.

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

B. Voting

1. There are 3 basic motions for each item of business

- i. A motion to adopt a specific action by the board.
- ii. A motion to table the item to another meeting (including fact-finding assignments to a person or committee)
- iii. 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 not 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 During Discussion

i. 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.

ii. 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 be 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

i. 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.

ii. 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

i. If there is general acquiescence of all board members to the motion, then the motion may

carry without a formal vote.

ii. 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.

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

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

4. Discipline and Order

i. In the event a board member violates any of these Rules or the decisions of the Chair, then the Chair may declare the member out of order.

ii. With respect to a member who is out of order, the following discipline may be imposed at the discretion of the Chair:

- a. the member may be warned without sanction
- b. the member may be excluded from discussion on the item of business at hand.
- c. the member may be excluded from discussion of all items of business
- d. for gross interference with the meeting, the member may be removed from that meeting.

iii. A 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 member 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.

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

v. 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. The board should obtain legal advice with respect to its authority to impose sanctions with respect to its own governing documents, applicable law, and the facts in any specific situation.

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