

MEETINGS

161 Parliamentary Authority

The rules contained in the latest edition of Roberts' Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Association may adopt. Article V, Section 1(g), HF By-Laws.

The President or board of Directors may appoint a Parliamentarian and/or Sargeant at Arms for the Board for all meetings or the Presiding Officer may appoint an interim Parliamentarian and/or Sargeant at Arms for any meeting of the Board of Directors.

162 Regular Meetings of the Board of Directors

Meetings of the Board of Directors, regular or special, shall be held in Sapphire Valley, North Carolina, according to Article V, Section 7 of the Holly Forest By-Laws.

All meetings of the Board of Directors of the Association shall be public and shall be held only after due notice thereof is given with a quorum present, pursuant to the terms as otherwise stated in the Bylaws; excepted from this requirement are closed meetings of the Board of Directors, which may be held in accordance with Policy & Procedure 166. Official records shall be kept on the actions taken at such meetings in compliance with the other requirements of the Bylaws. Article V, Section 7, HF By-Laws.

162.1 Change of Regular Board of Directors Meetings

After the Board adopts a resolution changing the date, time, or place of a regularly scheduled meeting, ten (10) days prior to the regularly scheduled date, a meeting notice shall be issued stating the date, time, and place of the rescheduled meeting, as well as the name, address, and telephone number of the Association. Said notice shall be placed in the local newspaper as well as posted in the Property Management office.

162.2 Special Meetings of the Board of Directors

Special meetings of the Board may be called by a majority of the Board provided there is compliance with the notice provisions of By-law Article V, Sections 7, and all Board members are notified.

Special meetings of the Board shall be held in public.

The order of the agenda as presented shall be followed unless altered by the presiding officer, or a majority of those present and voting.

No item of business shall be added to the agenda of a special meeting except by a unanimous approval by those Board members present.

162.3 Emergency Meetings of the Board of Directors

In the event of a severe and imminent threat to the health, safety or welfare of the Association, or its Property Manager, any member of the Board may call an emergency session provided a majority of the Board concur that delay would be detrimental to efforts to lessen or respond to the threat. Actual notice of any emergency meeting shall be attempted, but not required to other Board members.

Emergency meetings of the Board shall be held in public.

163 Property Manager Attendance at Meetings

The Property Manager or approved designee shall attend all open meetings. Participation shall be by counsel, guidance, and recommendation - as distinct from deliberation, debate, and voting.

164 Agenda

The Board President, in consultation with the Property Manager, shall prepare and submit to each Board member a written agenda prior to each regular meeting and each special meeting. The agenda shall list the various matters to come before the Board and shall serve as a guide for the order of procedure for the meeting. Individual Board members may include items on the agenda upon the concurrence of the Board President.

The agenda of the regular monthly meeting or special meetings shall be accompanied by a report from the Property Manager on information relating to the Association with such recommendations as she/he shall make.

The agenda for each regular meeting shall be available to each Board member so as to provide proper time for the member to study the agenda. The agenda will be available no later than one (1) day prior to the meeting, so as to provide time for the study of the agenda by the member. The agenda for a special meeting of the Board shall be available at least one [1] day before the meeting, consistent with provisions calling for special meetings.

The Board shall transact business according to the agenda submitted to all Board members in advance of the meeting. The order of business may be suspended at any meeting by a majority vote of the members present.

Any change of order or addition to the agenda of a regular meeting shall first be approved by a majority vote of the Board that an addition or change is in order. If approved, a motion shall then be made, supported and approved by a majority vote of the Board to change the order or to add an item to the agenda.

165 Voting

All motions shall require for adoption not less than a majority vote of the Board at a duly convened meeting at which a quorum of the Board is present, except as provided otherwise by these By-laws or parliamentary authority. Upon the demand of any member of the Board, the vote shall be recorded by roll call.

An abstention shall be recorded. In situations in which a tie vote occurs and abstentions have been cast, the motion shall fail for lack of a majority.

All actions requiring a vote can be conducted by voice, show of hands or roll call. A Board member must be physically present at the meeting to vote. Each vote and abstention shall be recorded. Proxy voting is prohibited.

The Board may at any time recess or adjourn to a subsequent meeting at a specified date and place. The subsequent meeting shall take up its business at the point in the agenda where the motion to adjourn was acted upon.

166 Executive or Closed Meeting

The Board may meet in an executive or closed session, one closed to the members, for specified purposes.

Executive or closed sessions of the Board of Directors of the Association that require not less than a majority roll call of the total Board may be held only for the following purposes:

- (A) Discussion or consideration of any officer, Director, appointees, or independent contractors of the Association; this is for the protection of the privacy of individuals or the developer in personal matters;
- [B] Consultation with legal counsel and briefings by Property Manager, consultants or attorneys, pertaining to actual or potential litigation, or other legal matters within the jurisdiction of the Association and the Board of Directors thereof and discussion or consideration of such matters, without the presence of counsel, staff, consultants, or attorneys.
- [C] Consider action of material such as written opinions of counsel;
- [D] Consider action for the purchase, sale, or lease of real property up to the time an option to purchase, sale, or lease of that real property is obtained;
- [E] Discussion of an alleged violation of the Code of Ethics by a Board member.

No resolution, contract, regulation, decision, action or motion adopted, passed or agreed to in an executive or closed meeting shall become effective unless the Board of Directors, following such meeting, convenes in open meeting and takes a vote of the membership of the Board on such resolution, contract, regulation, decision, action or motion.

The notice provisions of this chapter shall not apply to executive or closed meetings of this Board held solely for the purpose of interviewing companies for the position of Property Manager.

The Board may permit nonmembers to attend an executive session if such persons are deemed necessary, or if their presence will reasonably aid the Board in its consideration of a topic which is a subject of the meeting.

The Board shall not take action on matters discussed in an executive session or closed meeting, except at a duly-held public meeting.

The Board shall designate a person to keep separate minutes of each closed meeting of the Board. These minutes shall be retained by the Secretary to the Board, but shall not be available to the membership of the Association or any non-Association member and shall only be disclosed if required by a civil action.

These minutes should be retained and kept in a special minute book by the Board Secretary and passed on to each elected Secretary.

167 Public Participation at Board Meetings

The Board recognizes the value to governance of public comment on Association issues and the importance of allowing individuals from the community to express themselves on Association matters of interest.

The Board of Directors shall allow active members to speak on an agenda item while that item is on the floor. A member must provide the Property Manager notice of their desire to speak and the topic on which they wish to speak prior to the meeting. Such active member shall be limited to 3 minutes to speak. Time limitation may be altered at the discretion of the presiding officer. A sign-up sheet will be provided along with a copy of the agenda for that meeting.

An additional period of time shall be provided at the end of each meeting to permit active members of the Association to ask questions and to comment on the proceedings of the meeting.

Any person or group wishing to place an item on the agenda may register their intent with the Property Manager no later than one (1) week prior to the meeting and shall include:

Name, address, phone number and lot number of the participant;

Group affiliation, if and when appropriate;

Topic to be addressed.

The presiding officer of each Board meeting at which public participation is permitted shall administer the rules of the Board for its conduct.

The presiding officer shall be guided by the following rules:

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Public participation shall be permitted only as indicated on the order of business in the Bylaws and Policies of this Board and at the discretion of the presiding officer;

Participants must be recognized by the presiding officer and must preface their comments by an announcement of the following information:

name;
group affiliation, if and when appropriate;

Each statement made by a participant shall be limited to a determined number of minutes for addressing the Board as announced by the presiding officer;

No participant may speak on the same topic beyond her/his time limit unless all others who wish to speak on that topic have been heard, or choose to defer their time to that participant;

All statements shall be directed to the presiding officer; no person may address or question Board members individually;

Tape or video recordings are permitted, providing the person operating the recorder has received approval from the Board prior to the Board meeting and agrees to the placement of the equipment and to abide by the following conditions:

1. No obstructions are created between the Board and the audience;
2. No interviews are conducted in the meeting room while the Board is in session;
3. No commentary, adjustment of equipment, or positioning of operators is made that would distract either the Board or members of the audience while the Board is in session.

The presiding officer may:

interrupt, warn, or terminate a participant's statement when the statement is too lengthy, personally directed, abusive, obscene, or irrelevant;

request the assistance of law enforcement officers in the removal of a disorderly person when that person's conduct interferes with the orderly progress of the meeting;

call for a recess or an adjournment to another time when the lack of public decorum so interferes with the orderly conduct of the meeting as to warrant such action;

waive these rules with the approval of the Board when necessary for the protection of privacy or the administration of the Board's business.

168 Minutes of Meetings

The Property Manager shall keep accurate minutes of all its meetings showing the time and place, the directors present, the number of members present, the subjects considered, the actions taken, the vote of each director on roll call votes, and any other information required to be shown in the minutes by law, which shall be available to the public. Minutes of executive sessions shall reflect the general subject matter of discussions and be kept in a separate minute book by the Secretary.

Tape recordings shall be made of each public meeting of the Board as an administrative aid and preserved for a period of one (1) year from the date of the meeting and shall then be destroyed.

The minutes of public Board meetings shall be considered at the next succeeding meeting where they shall be reviewed, corrected, and approved. The approved minutes shall be signed by the Secretary to the Board.

The approved minutes shall be filed in the office of the Property Manager in a prescribed minute book as a permanent record of official Board proceedings.

169 Meetings of the Association membership, including the Annual Meeting, shall be held in accordance with Article IV, Section 1 of the Holly Forest By-Laws.