

THE SEA RANCH ASSOCIATION 1997-98 BOARD OF DIRECTORS

RESOLUTION NO. 125

**POLICY REGARDING PREPARATION OF THE AGENDA AND
THE CONDUCT OF BOARD MEETINGS**

Adopted on August 23, 1997
Amended on June 27, 1998
Amended on August 28 2004
Amended on August 26, 2006
Amended on October 27, 2007

WHEREAS, the Board desires to insure that it receives the benefit of the public comment of the membership of the Association while at the same time safeguarding the expedition and civility of Board debate and decision-making; and

WHEREAS, the Board believes that the following procedures for the handling of agenda items involving or requiring public comment by members of the Association not serving on the Board will help insure open, informed and fair debate of such items and, at the same time, tend to expedite the handling of the important business of the Board; and

WHEREAS, the Board desires to establish the following procedures for the preparation of the agenda and to guide its deliberations in order that members of the Association are assured fair and equitable opportunity to be heard on agenda items.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE SEA RANCH ASSOCIATION, HEREBY RESOLVES THAT:

1. Regular Meetings: Regular meetings will be conducted according to Robert's Rules of Order. Regular meetings shall be held at a location as announced in the *Bulletin* and are open to all members of the Association so that their attendance can be facilitated. In addition, the agenda must be posted and notice must be given of the time and place of a meeting at least (4) four days prior to the meeting, except in the case of an emergency meeting.

2. Special Meetings: Special meetings may be called to consider matters which cannot be adequately covered during a Regular meeting, provided that the agenda is posted and notice given of the time and place of a meeting at least (4) four days prior to the meeting, except in the case of an emergency meeting.

3. Emergency Meetings: Emergency Meetings may be called to consider matters of urgency.

- a) Preparation of the Agenda:** an Agenda for Regular Meetings and for Special Meetings , together with supporting materials and minutes of the preceding meeting, shall be submitted to the Board by the Community Manager at least seven (7) business days prior to the meeting. The agenda will be formulated by the Chair and the Community Manager.

Board members may place an item on the Agenda by submitting appropriate material to the Community Manager at least fifteen (15) business days prior to the meeting, according to the schedule provided to Board members at the beginning of the Board year. Board submissions must include the following:

1. A cover memo from the presenting Board member, including his or her name in the "From" section. The cover memo should include the following:
 - a. Description of what is being proposed, including a statement of whether this is a policy, procedure, Rule, or a discussion item,
 - b. Rationale for the proposal,
 - c. A discussion of relevant background material, including specific reference to any existing policies, procedures, or rules on the same topic.
2. Draft resolution for the proposal. Proposed resolutions should be in memo form, in the format described in Section 6, below. The draft resolution will be numbered and formatted for the package by staff.
3. The Community Manager or Chair has the authority to return incomplete submissions to the submitting Board member for correction before the item is included on the agenda. Materials that are not complete at the time of the cut-off date will not be included in the Draft Agenda.

The agenda will be adopted by the Board at the outset of the meeting. Directors may propose any changes at that time, including additions or deletions. The final agenda will be adopted by a majority vote of the Directors present.

b) Agenda Format:

- Call to Order
- Hearings and Workshops
- Approval of Minutes
- Adoption of Agenda
- Announcements
- Reports:

- Chair
- Community Manager
- Treasurer
- Advising Counsel
- Committee(s) and other reports
- Members' Agenda
- Unfinished Business
- New Business
- Round Table Discussion
- Adjournment

c) Board Action:

The Board of Directors may take action on an item of Business not appearing on the agenda posted and distributed if:

1. A majority of the Board of Directors present at the meeting determines that an emergency situation exists;
2. The Board of Directors determines by a specified vote of the members present that there is a need to take immediate action and that the need for action came to the Board after the agenda was posted and distributed; or
3. The item appeared on an agenda that was posted and distributed for a prior meeting that occurred not more than 30 calendar days before the date that action is taken on the item and, at the prior meeting, action on the item was continued to the meeting at which the action is taken.

2.Executive Sessions: Executive Sessions (i.e., meetings not open to the Association membership) may be held as necessary pursuant to Civil Code Section 1363.05 to consider:

- Litigation
- Personnel matters
- Member Discipline
- Matters that relate to the formation of contracts with third parties;
or
- Meeting with a Member regarding payment of assessments.

3. Hearings: The Board is mandated by law to hold certain hearings. Such hearings will be conducted as indicated in Section 1b, unless a different mutually acceptable time is agreed upon by the Board and by those the Board

must hear. Hearings will be conducted using the format specified in the rule(s) that embody The Sea Ranch Association implementation of the mandate.

The Board may also hold hearings on topics of interest when it wishes to gain input from members. The format for each such hearing will be set at the discretion of the Board.

4. Work Shops: If a subject is of sufficient complexity that the Board wishes to discuss it, but not act on it, with or without member participation, a Work Shop may be scheduled by a majority vote of the Board.

The usual format for a Work Shop will be:

- Presentation(s) by subject matter experts
- Questions and discussion by Board members
- Questions and discussion by Association members, if the Board wishes member participation.

Other formats may be employed at the discretion of the Board.

When a Work Shop is not part of a regularly scheduled meeting, it should be scheduled sufficiently in advance to notify Association members so that their attendance can be facilitated.

5. Association Business Matters: Association Business Matters fall into the following two categories:

- A. Unfinished Business** pertains to an item that was previously discussed as “New Business” and is before the Board for action.
- B. New Business** pertains to items, placed on the Agenda for the first time and which are primarily for discussion. Such business matters are usually carried over as “Old Business.”

6. Resolutions: Proposed resolutions should be in memo form for distribution with the agenda whenever possible. Resolutions should contain “Whereas” clauses and a “Now, therefore” clause that sets forth the explicit recommendation(s) or actions proposed. Resolutions will be taken up by the Board as motions. Adopted resolutions will be shown in italics in the minutes. Additionally, the Community Manager shall maintain a listing of Resolutions adopted by the Board.

7. Consideration of a Proposed Resolution: The following procedures will be followed in considering a Resolution:

- a. The Chair shall announce the agenda item and identify the presenter, who will then state in exact terms the main motion to be considered. Whenever possible, motions not included in the agenda packet should be available in writing,

- b. If the motion is seconded, the Chair then restates the exact language of the motion and declares the matter open for debate,
- c. The maker of the motion shall have the first opportunity to speak to it,
- d. If appropriate, the Community Manager shall comment on the administrative, financial and/or managerial implications of the item,
- e. Association Advising Counsel shall provide such advice on the legal implications of the item as may be appropriate in public session (or s/he may request a recess to executive session),
- f. The Directors debate the issue in accordance with Robert's Rules of Order,
- g. After each Director has had an opportunity to speak to the motion, the Chair shall open the item to membership comment. The chair will use his/her discretion to set time limits on speakers, retain the orderly conduct of business, and avoid redundancy and digression,
- h. At the close of the public comment period, the Board may resume debate on the motion, including any further questions to the Community Manager or Counsel,
- i. At the close of the discussion, the Chair may take any of the following actions: Call for the question (i.e., vote on the motion), entertain a motion to refer the matter to staff or committee, or entertain a motion to postpone to a future date.

The Chair shall use its power to ensure the orderly conduct of business, by controlling inappropriate conduct or language, the length of comments, redundancy, *ad hominem* attacks, etc.

8. Committee Reports: Committees may bring matters before the Board as follows:

- A. If the matter pertains to a recommendation for Board action, a memo containing sufficient detail about the recommendation should be sent to the Board Liaison (for Policy Committees) or to the Community Manager (for Operations Committees) to be scheduled as New Business.
- B. If the matter pertains to information only (i.e., a status report), a request to either the Board Liaison (for Policy Committees), the Board Chair, and/or the Community Manager (for Operations Committees) will result in the matter being placed under the "Reports" section of the agenda. Although reports can be oral, a written report is preferable.

- 9. Summary of Actions:** A Summary of Actions taken by the Board in Regular Session shall be made available within 5 business days (Monday through Friday) following the Board meeting.
- 10. Members' Agenda:** Within reasonable limitations, any member may direct comments and questions to the Board on Association matters not on the agenda under "Members' Agenda."
- 11. Roundtable Discussion:** The Roundtable section of the agenda provides an opportunity for Board members to present to each other proposed issues which might in the future be added to a meeting agenda. The purpose is to discuss in a public forum whether or not an issue merits being refined sufficiently to be added to a future agenda. Board members should limit their comments to an overview of an issue. Board members should submit a title for a Round Table Item to be included on the Board's agenda.

Notwithstanding the foregoing and any other term, provision or condition herein, nothing contained in this resolution shall be deemed to restrict or restrain in any way or to any degree whatever, the lawful discretion of the Board acting as a body and no violation, breach or variance from any procedure set forth herein shall provide a basis to invalidate any action of the Board otherwise in conformity with its lawful powers.

NOW THEREFORE, BE IT RESOLVED, THAT: The Board of Directors' Resolution #125 - Policy Regarding Preparation of the Agenda and The Conduct of Board Meetings adopted August 23, 1997 and amended last on August 26, 2006, be amended and approved in accordance with SB 528 – an act to amend Section 1363.05 of the Civil Code relating to Common Interest Developments.