

CONDUCT OF MEETINGS
FOR
COMMUNITY ASSOCIATIONS

The business of community associations is conducted at meetings. Anyone who has been involved with a community association for any length of time realizes that meetings can be an effective means of communicating, gathering information, planning, decision making, and policy setting; or they can be a complete waste of time and effort.

RULES OF ORDER

Rules for the conduct of meetings are designed to allow business to be conducted as expeditiously and efficiently as possible with due regard for the rights of all concerned. The rules for the conduct of meetings promote four basic principles:

- Courtesy and justice for all;
- Consideration of one matter at a time;
- Hearing the minority; and
- The will of the majority prevailing.

Only the experts or "parliamentarians" need to know all the rules and techniques. No rules can take the place of courtesy, tact, and discretion in the conduct of a meeting. This guide is based on *Robert's Rules of Order Newly Revised*, and has been prepared to assist the leaders of community associations conduct more effective and efficient meetings.

A knowledge of the by laws of each particular association is essential. It is also necessary to be aware of State legislation that impacts on the rules of procedure. The legislation includes the Non-Profit Corporations Act and the legislation dealing with the creation and operation of condominiums and other forms of common interest communities.

MEETINGS TO BE PROPERLY CONVENED

An essential prerequisite for any meeting is that it must be properly convened. To be properly convened, timely notice of the meeting must be given to all persons entitled to attend. The notice must specify the time, date, and place of the meeting and should specify the nature of the business to be conducted at the meeting. The notice must be given by the proper authority - e.g. the secretary of the association or the managing agent. The by laws of the association will generally specify the formalities for the notice to be given and if any additional specific information is to be included in the notice. Notice can be waived if *all* persons entitled to attend are present.

MEETING TO BE DULY CONSTITUTED

For the meeting to be duly constituted the proper person must preside, and a quorum must be present.

The Presiding Officer. The president presides at all meetings of the board of directors and at meetings of the members (owners). In the absence of the president, the vice-president presides. If both the president and vice-president/s are absent, the meeting can elect a chairman to preside.

Quorum. Before the presiding officer calls a meeting to order, it is her/his duty to determine that a quorum is present. A quorum must be present at the commencement of every meeting and must remain present throughout the meeting. The number required to constitute a quorum is usually prescribed in the by laws. If not stated, a quorum is a majority of the members of the board or association, as the case may be. If a quorum is not present, the presiding officer calls the meeting to order, announces the absence of a quorum, and entertains a motion to adjourn. The only business which can be conducted at a meeting without a quorum is to take measures to obtain a quorum, to schedule another meeting, and to adjourn.

In the absence of a quorum, any business conducted is null and void. However, the inability to conduct business does not detract from the fact that the association's requirements to hold a meeting were complied with. The meeting was convened (held), even though it had to adjourn immediately.

The prohibition against transacting business at a meeting in the absence of a quorum is absolute and cannot be waived even by the unanimous consent of those present. In the case of an emergency those present can act at their own risk and hope that the necessary resolution will be adopted at the next meeting. A resolution taken at a meeting at which no quorum was present is invalid and legally never came into existence. Therefore the resolution cannot be ratified or approved at the next meeting. The procedure at the subsequent meeting is to adopt the resolution afresh or to ratify or approve the actions taken.

AGENDA

To be productive every meeting must be built on a foundation of careful preparation. Each participant should prepare for the meeting. An agenda should be prepared listing the matters requiring attention in a systematic and logical sequence. Copies of the agenda should be distributed to all persons attending the meeting. Once the agenda is adopted, it should be followed unless a variance is agreed to by the participants at the meeting.

GUIDELINES FOR THE CONDUCT OF MEETINGS

The following guidelines for the conduct of meetings have been prepared for the benefit of the presiding officer and are especially useful in the conduct of small meetings.

The first order of business after the call to order is usually the approval of the minutes of the previous meeting. Minutes do not necessarily have to be read. By distributing them in advance, the presiding officer can expedite their approval by saying: *"Are there any corrections to the minutes?"* The presiding officer pauses for a short time and then says: *"If not, and if there are no objections, the minutes stand approved as distributed."* This procedure dispenses with minutes without reading them and without a formal motion. It is known as a "unanimous consent" procedure and expedites the conduct of business, particularly in small meetings of less than 10 members. Any corrections to the minutes can usually also be dealt with by unanimous consent, and in such event the minutes stand "Approved as corrected."

Financial statements should also be distributed in advance. The treasurer should report on the financial statements at the meeting. The presiding officer then asks the treasurer if there is anything in the statements which he wishes to highlight or with which the meeting should be concerned. After receiving the treasurer's report, the presiding officer asks: *"Are there any questions?"* and after a brief pause says: *"If there are no (more) questions, we'll move onto the next item on the agenda which is..."* It is to be noted that no action of adoption, acceptance or confirmation of the financial statements is necessary or proper. Where the financial statements are audited, the presiding officer puts the auditor's report to the meeting and it is the auditor's report and not the financial statements that the meeting adopts.

Committee and other reports which require no action and items of information should be disposed of by similar procedure - ask questions and then move on to the next item on the agenda.

Items on the agenda that are not controversial, but require formal approval can be dealt with by unanimous consent in similar fashion. The presiding officer can state the motion and then say: *"If there are no objections the resolution will stand approved."* After a brief pause, the presiding officer proceeds: *"The next item on the agenda is..."*

A resolution by consent depends on unanimous approval. The presiding officer should therefore make certain that there is no objection. If there is an objection, the motion should be formally proposed, and the objector requested to state her/his position. If the presiding officer senses little or no support for the objector, s/he should limit debate by saying: *"Are we ready to vote?"* and after a brief pause proceed to vote: *"All in favor..."*

These guidelines do not detract from the four basic principles stated above. By dealing expeditiously with the routine items, more time is left to debate the more substantive or contentious items on the agenda before everyone becomes too tired to be courteous or to reason logically and unemotionally.

FUNCTIONS AND DUTIES OF THE PRESIDING OFFICER

The following is a summary of the principal functions and duties of the presiding officer in the conduct of meetings:

1. To open the meeting at the appointed time after ensuring that the meeting has been properly convened and is duly constituted.
2. To ensure that the governing documents of the association and all relevant statutory requirements are duly observed.
3. Not to vary the order of business on the agenda without the consent of the meeting.
4. Recognize members who are entitled to the floor.
5. To see that all motions proposed are within the scope of the meeting and powers of the association.
6. To state the motion.
7. To preserve order and take care that proceedings are conducted in a proper manner.
8. To rule on points of order and answer parliamentary inquiries.
9. To provide factual information in response to questions without expressing opinions.
10. To ascertain the will of the meeting in regard to any question properly before the meeting and announce the result of the vote.
11. To vote only to create or break a tie.
12. To protect the meeting from obviously frivolous or dilatory motions by refusing to recognize them.
13. To protect the rights of the minority by ensuring that the views of all parties are equally and fairly heard.
14. To expedite business in every way compatible with the rights of the members.
15. To forbid irrelevant discussion or the holding of private conversations during debate.
16. To declare the meeting adjourned.

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MOTION	INTER- RUPT	REQUIRES SECOND	DEBATE- ABLE	AMEND- ABLE	VOTE REQUIRED	RECON- SIDER
FIVE PRIVILEGED MOTIONS						
Time Hmo tn wrhirh tn arinnrn	M n	Y o c	M n	Y o c	A / Tainrit ^ r	Y o c
Adjourn	No	Yes	No	No	Majority	No
Recess	No	Yes	No	Yes	Majority	No
Question of privilege	Yes	No	No	No	None	No
Call for Orders of the Day	Yes	No	No	No	None	No
SEVEN SUBSIDIARY MOTIONS						
Lay on the Table	No	Yes	No	No	Majority	No
Previous Question	No	Yes	No	No	Two-thirds	Yes
Limit or Extend Limits of Debate	No	Yes	No	Yes	Two-thirds	Yes
Postpone to a Certain Time	No	Yes	Yes	Yes	Majority	Yes
Commit or Refer	No	Yes	Yes	Yes	Majority	Yes
Amend	No	Yes	Yes	Yes	Majority	Yes
Postpone Indefinitely	No	Yes	Yes	No	Majority	Yes
THE MAIN MOTION						
Main Motion	No	Yes	Yes	Yes	Majority	Yes
INCIDENTAL MOTIONS						
Print nf Orrior	Y o c	M n	M n	M n	M n n o	M n
Appeal	Yes	Yes	Yes	No	Maj. or Tie	Yes
Suspend the Rules	No	Yes	No	No	Two-thirds	No
Objection to Consideration	Yes	No	No	No	2/3negative	Neg
Division of a Question	No	Yes	No	Yes	Majority	No
Consideration by Paragraph	No	Yes	No	Yes	Majority	No
Division of Assembly	Yes	No	No	No	None	No
Motions re Voting/Nominations	No	Yes	No	Yes	Majority	Yes
Requests and Inquiries	Yes	No	No	No	Majority	No
Request for a Privilege	Yes	No	No	No	Majority	No
RESTORATORY MOTIONS						
Take from the Table	No	Yes	No	No	Majority	No
Reconsider	No	Yes	Yes	No	Majority	No
Rescind	No	Yes	Yes	Yes	Two-thirds	Neg
Amend previously Adopted	No	Yes	Yes	Yes	Two-thirds	Neg
Discharge a Committee	No	Yes	Yes	Yes	Two-thirds	Neg

Motions are listed in the order of their precedence. The highest ranking motion is at the top of the list and the lowest ranking motion, the main motion, is at the bottom of the list.

The Main Motion introduces business to the meeting.

A **Subsidiary Motion** assists the meeting in treating or disposing of a main motion and sometimes of other motions.

A **Privileged Motion** has to do with special matters of immediate and overriding importance which, without debate, should be allowed to interrupt the consideration of anything else. It does not relate to pending business.

An **Incidental Motion** has no ranking. Its being in order depends upon its necessity at the time it is introduced.

PROCEDURE FOR HANDLING MAIN MOTION:

1. Member rises and addresses the Chair. (There is no need to rise at a Board meeting.)
2. Member receives recognition from the Chair: "*The Chair recognizes Mrs. Smith*"
3. Member introduces motion: "*Imove that...,*" or "*Imove to....*"
4. Another member seconds the motion: "*I second the motion.*" The fact that a member seconds the motion does not indicate support, it merely indicates that s/he wishes to have the motion discussed.
5. The Chair states the motion: "*It has been moved and seconded that....*"
6. The Chair calls for Debate (discussion). The person making the motion has the right to speak first. Each member has the right to speak not more than twice on the same question. The Chair should also attempt to sequentially recognize speakers with opposing points of view.
7. The Chair takes the vote: "*All those in favor say ^Aye' (raise your right hand) - All opposed say "No*(raise your right hand).*"
8. The Chair announces the result: "*The Ayes have it - the motion is adopted*" or "*The No's have it - the motion is lost.*"

This pamphlet has been prepared by **Association Management, Inc.**, to assist the leaders of Community Associations conduct effective and efficient business meetings in a friendly atmosphere as befits neighbors in a community, without detracting from the basic principles of the rules of conduct of meetings.

Association Management, Inc., established in 1979, is Houston's leading community association management company. Its primary concern is maximizing the quality of life and investment of owners in the communities which it manages.

This pamphlet is designed as a brief guide to the rules of conduct of meetings. Consult **Robert's Rules of Order Newly Revised** for a complete explanation of the rules of order for meetings. We acknowledge and thank Dr Martha Haun, Parliamentarian, for reviewing this pamphlet prior to publication.

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