

ANTIGUA Board Meeting Rules of Conduct

1. Background: An efficient meeting environment is required to conduct an effective executive session, or open forum HOA board meeting. Board meeting conduct is intended to be similar in nature to a parliamentary procedure as in any government or business run board meeting.

2. Purpose and Scope: To establish rules of conduct to more efficiently conduct association business. All Board Directors, Committee Members and Association Members shall comply with these rules. The rules are in effect from the time order is called in the meeting until adjourned. These rules shall be enforced by the President, or, in his absence, the recognized Chair of the meeting. If these rules become obstructive, then the President/Chair may elect to temporarily waive the requirement to enforce them. The basis and reference for these rules can be found in the latest edition of Roberts Rules of Order, revision 11.

4. Meeting Rules of Conduct

- a. Attendance at Antigua HOA Meetings shall be in accordance with the “Open Meeting Act”, civil code 4395.
- b. The President, or Vice President shall run the meeting and may be further referenced in these rules as the “Chair”.
- c. The Business Judgment Rule shall be exercised at all times. Corp. Code §7231(a). In summary, “Each Director shall act in good faith, and in such a manner which the director believes to be in the best interests of the association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.”

5. Procedures

- a. Call to order, on time, if a quorum is present
- b. Open Homeowner Forum
 1. Normally limited to 30 minutes.
 2. Members shall wait to be recognized by the Board and permitted to speak for 3 minutes unless further time is granted by a majority of a quorum of the Board. A timer will be used to keep track of time.
- c. Regular Session Meeting of Directors
 1. The Chair shall control the meeting at all times.
 2. After the Open Homeowners Forum is closed members are welcome to stay and attend the meeting to observe the Board making decisions.
 3. Owners shall not participate in discussion unless duly recognized.
 4. Disruptive members will be asked to leave the meeting.
 5. No member or guest will be permitted to enter discussion unless called upon by the Chair. In addition, the person must be specifically recognized as knowledgeable, or have authority about the issue under discussion. A majority of a quorum of the Board must agree in order to hear input by a non-Board member during the regular session meeting discussion.
 6. Every member of the Board shall review the board packet and understand all matters and issues prior to the meeting and contact management with any questions in advance.
 7. All officer and committee reports will be provided in writing to management no less than (3) business days prior to Board Packet production.
 8. No reports will be given verbally at the meeting unless granted by the Chair.
 9. The Secretary will not read minutes out loud. If a Board member has a correction to the minutes, this should be communicated to the secretary/management by a phone call or

- email prior to the meeting. Secretary will make a motion to accept minutes (with or without corrections). No grammatical or spelling corrections need to be addressed at the meeting. They will be communicated and/or corrected prior to or after the meeting.
10. There may be general discussion by the Board members regarding a topic for a brief period of time (normally no more than 5 minutes) before the Chair will require a motion be made and a second obtained in order to continue discussion. If no motion is made and seconded, there should not be discussion since no one is interested.
 11. Under the current version of Roberts Rules of Order, the Chair will always be able to make motions, engage in discussion and vote on motions.
 12. The Chair will state the motion prior to discussion and again when calling for the vote.
 13. Once a motion is made and seconded it will then be discussed before a vote is taken. Discussion will start with the person making the motion.
 14. Each board member will be allowed to speak on the issue starting with the board member making the motion.
 15. The Chair will give each board member the opportunity for discussion. All board members will be given an equal chance to speak (no more than twice unless the motion is on a complex issue and requires more discussion). No board member will interrupt another, or be allowed to repeat information or a point which has already been raised. When all points have been heard, the Chair will “call for the vote.”
 16. Voice votes will be taken unless requested by motion for written or roll call votes. Abstaining is not a vote.
 17. A majority of a quorum of the board vote of the Board members present is required to end discussion, limit discussion, or extend discussion on an issue.
 18. A majority vote of the board members present is required to table an issue.
 19. The Chair will require discussion be limited to the merits of the motion. Comments not germane to the topic will be considered out of order.
 20. Only the board member making the motion may amend the motion (but may agree to a “friendly amendment” to the motion by another board member.
 21. It is the duty of all board members to participate in the vote. Although board members have the right to abstain, and should where direct personal interest or conflict is involved, each board member shall take a position on the motion.
 22. Obtaining the floor: If a Board member wishes to speak or speak out of turn, the board member will ask to be recognized by the chairperson or may raise a hand. Chairperson will nod, or ask by name, for the Board member to speak.
 23. Motions will only relate to the following:
 - Establish, change or make exceptions to policies
 - Adopt and change procedures
 - Enter into contract
 - Spend or allocate monies
 - Appoint committee members
 - Accept recommendations of committees
 24. Administrative directives to management need not be made in the form of a motion.

As stated above, members do not have a right to participate in board discussions and votes. The only legal right for audience participation is during the Open Forum portion of the meeting.
Ref: Davis-Stirling Law Re-write 2014.