

**RESOLUTION OF THE BOARD OF DIRECTORS
BIRCH BAY VILLAGE COMMUNITY CLUB
POLICY AND PROCEDURE REGARDING
THE CONDUCT OF BOARD MEETINGS**

**BIRCH BAY VILLAGE COMMUNITY CLUB, INC.
POLICY RESOLUTION NO. 28-03-19-20**

PURPOSE: To institute a policy for Birch Bay Village Community Club (“BBVCC”) establishing how Board Meetings are conducted.

WHEREAS, the Board of Directors (“Board”) desires to adopt policies regarding Board meeting conduct and procedures.

NOW, THEREFORE, be it resolved that BBVCC adopts the following policies in that regard:

1. **Board Meeting Notice.**

- a. Per Bylaws, notice of regular meetings shall be distributed at least 7 days prior to a meeting and can be done through annual publication. Special meetings require 48 hours notice.
- b. To publish a special meeting notice, such notice shall include date, place, time, and purpose and be posted at the office outdoor bulletin board. Such notice shall be delivered to each Board Member, either electronically or via other written means. An announcement will be posted at the gate as well (with date & time).
- c. Draft agendas for regular meetings will be posted 48 hours in advance of the meeting on the office bulletin board & association official website calendar. Meeting agendas, however, may be modified at the meeting by vote of the Board. Copies of agendas are also available at the meeting itself.

2. **Meeting Rules of Order**

- a. The President of the Board, or such other persons as may be designated by the Board, shall preside over the Board meetings.
- b. Meetings shall be conducted following Roberts Rules of Order for Small Boards with the following exceptions:
 - i. For each matter upon which the Board anticipates taking action, a motion must be made stating the proposed action(s), followed by a seconder. Only then can a motion be discussed. If there is no second,

then the motion fails, however, a new amended motion may be made. If there is still no second, the motion dies without further discussion.

- ii. The chairperson may participate in discussions but may not make motions. The chair will also vote but will do so last.
- c. The Board shall keep minutes of all actions taken by the Board, all of which shall be made available to all Owners once approved.

3. Owner Participation at Board Meetings

- a. At every Board Meeting, there will be an opportunity for Owners to address the Board prior to any business being conducted under the following expectations:
 - i. No one may speak until called upon by the chair of the meeting;
 - ii. Only one person may speak at a time and only when recognized by the chair;
 - iii. Abusive language and personal attacks are strictly prohibited;
 - iv. The chairman presiding over the meeting may interrupt a speaker to limit their time for further discussion, avert potential personal attacks or abusive language, or to keep the discussion on topic.
 - v. The “recognized” speaker is not to address the audience, rather the chairperson. It is understood that when a member requests time to speak at a Board of Directors meeting, that they are there to address the Board (via the chairperson). Any documents to be presented are presented to the chairperson for dissemination to the Board.
 - vi. The Board may eject any person who, after receiving a warning by the chair of the meeting, continues to disrupt the meeting.
 - vii. Once the owner forum is complete, it will be at the chairperson’s discretion whether or not to allow further comments on items in the accepted agenda from the audience during any Board discussion.
- b. Board meetings shall be open to attendance by all BBVCC Owners or their authorized agents, subject to reasonable rules established by the Board.

4. Executive Session

- a. A closed executive session may be held only to:
 - i. Consider personnel matters;
 - ii. Consult with the legal counsel or consider communications with legal counsel;

- iii. Discuss likely or pending litigation;
 - iv. Discuss matters involving possible violations of the Governing Documents of BBVCC;
 - v. Discuss matters involving the possible liability of an Owner to BBVCC.
- b. Upon an affirmative vote in open meeting to re-assemble in closed session, the Board may convene a closed executive session with a motion stating specifically the purpose for the closed session. The Board may restrict attendance to only Board Members and such other persons requested by the Board during such regular or special meetings of the Board.
 - c. Prior to holding the closed executive session, the chairperson presiding over the meeting will state whether or not the Board will reconvene in open session at the end of the closed executive session.
 - d. No decision shall be adopted during a closed executive session. No motion or other action adopted, passed, or agreed to in closed executive session may become effective unless the Board, following the closed executive session, reconvenes in open meeting and votes in the open meeting on such motion, or other action, which is reasonably identified. If an announcement per item c is not made, the executive decisions made will be tabled until the next posted open meeting.
 - e. The Board is not required to disclose information in violation of law, or which is otherwise exempt from disclosure.
 - f. The minutes of all meetings at which an executive session was held shall indicate that an executive session was held and caption the subject matter of the executive session generally.

5. Board Workshops

- a. The Board hosts a monthly workshop meeting prior to the regularly scheduled Board Meeting. The purpose of this meeting is to:
 - i. Address any questions or concerns regarding proposed agenda items
 - ii. Review other items that do not require action by the Board.
- b. Just as with any other meeting of the Board, a time is set aside at the beginning of each workshop for Owners present to address the Board pursuant to section 3 of this policy.
- c. Executive sessions may be held in conjunction with a Board Workshop provided that any decisions won't be voted on until the following Board Meeting.

- d. No actions are taken at the Board Workshops, nor are they counted against Board Member attendance requirements pursuant to section 5.4.3 of the Bylaws

This Resolution was adopted by the Board of Directors on March 19, 2020 and takes effect immediately.

BIRCH BAY VILLAGE COMMUNITY CLUB, a Washington nonprofit corporation

Dawn Baker, President

ATTESTED TO:

_____, Secretary