

**SCPOA PARLIAMENTARY PROCEDURES**  
**Policy & Procedures Committee 8/30/2016**

Adapted from Roberts Rules of Order, Newly Revised and the California Corporations Code for consideration and recommendation of the SCPOA Policies and Procedures Committee.

**1. MEETINGS:**

- a) All meetings shall be noticed and be in compliance with Sections 4900 Appendix A Common Interest Development Open Meeting Act. Specifically Section 4920 (Notice) Section 4930 (Agenda) and Section 4935. Unless otherwise provided in the articles or in the By-laws
- b) Meetings of the Board may be called by the Chairman of the Board or the President or any two directors.
- c) Unless the time and place of meeting is fixed by the bylaws, or unless the bylaws provide for a longer period of notice, community members shall be given notice of the time and place of board meetings, except for an emergency meeting, at least four days prior to the meeting. Notice shall be given by posting the notice in a prominent place or places within the common area and by mail to any owner who had requested notification of board meetings by mail, at the address requested by the owner. Notice may also be given, by mail or delivery of the notice to each unit in the development or by newsletter or similar means of communication.
- d) An emergency meeting of the board may be called by the president of the association, or by any two members of the governing body other than the president, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the board, and which of necessity make it impracticable to provide notice.
- e) Notice of a meeting need not be given to any Director who signed a waiver of notice or a written consent to holding the meeting or an approval of the Minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the Minutes of the meetings.
- f) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.
- g) Meetings of the Board may be held at any place designated in the By-laws or by resolution of the Board.

- h) Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.
- i) A majority of the number of Directors authorized in the Articles or By-laws constitutes a quorum of the Board for the transaction of business.
- j) Except as provided by section 4920 (emergency meeting) The Board may not discuss or take action on any item at a nonemergency meeting unless the item was placed on the agenda included in the notice that was distributed. This includes Open forum meeting and executive session meetings.
- k) The board of directors of the association shall permit any member of the association to speak at any meeting of the association or the board of directors, except for meetings of the board held in executive session. A reasonable time limit for all members of the association to speak to the board of directors or before a meeting of the association shall be established by the board of directors.

## **2. VOTING:**

- a) Any action or decision in order to become the act and/or choice of the Board of Directors must be approved by a majority of the Directors present at a meeting duly held at which a quorum is present.
- b) Voting shall be by roll call vote, show of hands, voice vote, ballot or general consent as designated by the Chair or governing documents.
- c) Although it is the duty of every Board member to vote, a Board member shall have the right to abstain from voting at his/her sole discretion.
- d) A Board member shall abstain from voting on any question or motion of direct personal interest to him/her. This rule does not apply to voting for the selection of Officers.
- e) A member may change his/her vote up to the time the result is announced by the Chair; after that a change is permissible only by an approved motion or general consent of the Board of Directors.
- f) On a tie vote, a motion requiring a majority vote for adoption is lost, since a tie is not a majority.
- g) The Chair may vote on all motions and matters brought before the Board.
- h) No motion, question or proposal shall be put to vote until all members present and eligible to vote have had an opportunity to speak on the issue.
- i) Board members may not be represented or vote by proxy at any meeting of the Board.

### **3. MEETINGS RULES OF ORDER:**

- a) The President of the association shall Chair and preside over all meetings of the Board of Directors and membership unless otherwise specified in the By-law or by resolution of the Board.
- b) In the absence of the President or if the President must disqualify himself/herself from presiding, the Vice President or any other Board member the Board so chooses, shall preside at meetings of the Board of Directors or membership.
- c) All members of the Board have the right of full participation in meetings of the Board of Directors.
- d) The Chair shall act as the judge of all questions arising which are incidental to the interpretation and enforcement of these parliamentary procedures. However, a majority of the Board members present at a duly held meeting may overrule the Chair.
- e) A written Agenda for regular Board of Directors meetings shall be set by the President or Manager representing the association. In advance of the printing of the Agenda, any Board member may request an issue be placed on the Agenda for action by the Board. All other business shall be introduced at the meeting under the heading of "New Business". Pursuant to California Civil Code Section 4930(d), the Board may address matters of new business only after making a finding that the matter involves circumstances that could not have been reasonably foreseen, and which of necessity make it impracticable to provide prior notice as required by the California Civil Code.
- f) All members of the association are entitled to attend regular meetings of the Board of Directors. Members may address the Board of Directors during any "Open Forum" period as designated by the Chair. Members are not entitled to participate in Board discussions unless recognized by the Chair.
- g) When a member of the Board or membership has been assigned the floor and has begun to speak, unless he/she begins to discuss a subject obviously frivolous or dilatory or speaks longer than the rules allow, he/she shall not be interrupted by another member. The Chair shall have the duty to interrupt any speaker that goes beyond their allotted time.
- h) Every speaker is to be treated with courtesy.
- i) Any non-members allowed to attend a meeting, as guests of the association, have no rights with reference to the proceedings.
- j) The Board of Directors has the power to require non-members to leave the meeting or to order their removal at any time during the meeting.
- k) At any meeting, any person (member or non-member) who attempts to disrupt the proceedings, in a manner obviously hostile to the announced purpose of the meeting or those in attendance, may be removed from the meeting by the Chair.

#### **4. OPEN FORUM RULES OF ORDER:**

- a) Only one speaker at a time will be recognized by the Chair.
- b) Each speaker will be allowed three (3) minutes to make a statement, ask questions or express concerns. At the discretion of the Chair this time may be extended.
- c) Members wishing to address the Board of Directors shall indicate so by raising their hand.
- d) Interruption of speakers is not permitted except by the Chair.
- e) Every speaker is to be treated with courtesy.
- f) No speaker will be allowed a second opportunity to speak until all others who wish to speak have had a chance to address the assembly. At the discretion of the chair the person wishing a second opportunity to speak has three (3) minutes to do so.
- g) Any person who attempts to disrupt the proceedings in a manner obviously hostile to those in attendance and the association may be removed from the Open Forum by the Chair.
- h) All comments and discussion shall be directed at the board. No members shall engage one another in debate.

#### **5. DUTIES OF THE PRESIDING CHAIR:**

- a) To open the meeting at the appointed time by taking the Chair and calling the meeting to order, having ascertained that a quorum is present.
- b) To announce in proper sequence the business that comes before the assembly or becomes in order in accordance with the prescribed order of business, Agenda, or program, and with existing orders of the day.
- c) To recognize members who are entitled to the floor.
- d) To state and to put to vote all questions that legitimately come before the assembly as motions or that otherwise arise in the course of proceedings (except questions that relate to the presiding Officer himself), and to announce the result of each vote; or, if a motion that is not in order is made, to rule it out of order.
- e) To protect the assembly from obviously frivolous or dilatory motions by refusing to recognize them.
- f) To enforce the rules contained herein relating to debate, and to order and decorum within the assembly.
- g) To expedite business in every way compatible with the rights of members.

- h) To decide all questions or order, subject to appeal, unless, when in doubt, he/she prefers to submit such questions to the Board of Directors for decision.
- i) To respond to inquiries of members relating to parliamentary procedure or factual information bearing on the business of the assembly.
- j) To authenticate by his/her signature, when necessary, all acts, orders, and proceedings of the assembly.
- k) To declare the meeting adjourned when the assembly so votes or, where applicable, at the time prescribed in the program, or at any time in the event of a sudden emergency affecting the safety of those present.

## **6. MOTIONS AND DISCUSSION:**

- a) At meetings of the Board, a motion may be made by any member of the Board of Directors including the President. At meetings of the membership, any eligible member may make a motion.
- b) A member must obtain the floor before a motion may be made for consideration.
- c) Motions must be seconded to be voted upon. If a motion fails to obtain a second, the motion "dies" and is not acted upon by the Board or assembly.
- d) Once a motion has been moved and seconded, the Chair shall place the motion before the Board or assembly for discussion and vote.
- e) A motion to table may be made prior to a vote of the main motion by any board member. The motion to table takes precedence over the main motion. The purpose of this motion is to allow for gathering information not immediately available and to limit hastily conceived motions. It temporarily sets aside the main motion or it can kill the main motion without a direct vote or further debate. The motion to table must be made prior to the end of the current session.
- f) No member may object to the making of any motion by another member who is entitled to participate in the proceedings.
- g) Each member in attendance and entitled to participate shall have the equal right to discuss a motion placed before the assembly within reasonable time limits established by the Chair.
- h) A motion is considered the act of the Board upon obtaining approval by a majority of the Directors present at a meeting duly held at which a quorum is present.
- i) Duly approved motions are considered the decision of the Board of Directors and may be acted upon.

- j) The maker of a motion may rescind their motion at any time prior to being voted upon, in which case no action is taken by the Board of Directors or the assembly.
- k) Prior to approval of a motion, the author of a motion or the member seconding the motion, may amend the motion. No other individual may amend a motion.
- l) The Chairman may speak in discussion of a motion without rising or leaving the Chair.
- m) By general consent, when a proposal is perfectly clear to all present, a vote can be taken without a motion having been introduced.
- n) The Chair may allow informal discussion of a subject while no motion is pending.
- o) Only one speaker at a time will be recognized and given the floor.
- p) The chair shall recognize members who are entitled to the floor.
- q) The Chair shall decide the order of precedence of all motions and their point of order in the business of the day. Generally, motions should be addressed in the order they are made.
- r) Motions which have the effect of changing or nullifying previous action of the Board of Directors, such as the motion to rescind or to amend something previously adopted, or a motion to postpone an event already approved and scheduled, requires previous notice. Previous notice means the issue has been placed on the printed Agenda distributed in advance of the regular Board of Directors meeting, or 48 hours prior notice given personally by any member of the Board to all Board members.

## **7. EXECUTIVE SESSION:**

- a) Except for the limitations imposed by Section civil code 4935, the executive session must abide by Sections 4920 and 4930. The Board may convene to executive session to consider litigation, matters relating to the formation of contracts with third parties, member discipline, personnel matters, or to meet with a member, upon the member's request, regarding the member's payment of assessments. These are the only topics which may be considered. Any other topic must be considered in an open session.
- b) All matters addressed in executive session are confidential and the privilege of members of the Board.
- c) Association members are not entitled to attend executive sessions or review Minutes or records of an executive session unless authorized by the Board.
- d) Minutes of executive sessions are to be clearly noted as such and may only be reviewed by members of the Board or representatives duly appointed by the Board.
- e) Anyone attending an executive session or having reviewed Minutes, is duly bound not to divulge anything that occurred in the session.

- f) Executive sessions may be called by the Chairman or by a duly approved motion of the Board of Directors.
- g) When respecting the confidentiality of an executive session a brief description of a topic discussed is acceptable. However specific details and circumstances are not allowed. The President or Manager shall report to the members a brief description of the topic discussed immediately following the executive session.

## Appendix A

4900. This article shall be known and may be cited as the Common Interest Development Open Meeting Act.

4910. (a) The board shall not take action on any item of business outside of a board meeting.

(b) (1) Notwithstanding Section 7211 of the Corporations Code, the board shall not conduct a meeting via a series of electronic transmissions, including, but not limited to, electronic mail, except as specified in paragraph (2).

(2) Electronic transmissions may be used as a method of conducting an emergency board meeting if all directors, individually or collectively, consent in writing to that action, and if the written consent or consents are filed with the minutes of the board meeting. These written consents may be transmitted electronically.

4920. (a) Except as provided in subdivision (b), the association shall give notice of the time and place of a board meeting at least four days before the meeting.

(b) (1) If a board meeting is an emergency meeting held pursuant to Section 4923, the association is not required to give notice of the time and place of the meeting.

(2) If a nonemergency board meeting is held solely in executive session, the association shall give notice of the time and place of the meeting at least two days prior to the meeting.

(3) If the association's governing documents require a longer period of notice than is required by this section, the association shall comply with the period stated in its governing documents. For the purposes of this paragraph, a governing document provision does not apply to a notice of an emergency meeting or a meeting held solely in executive session unless it specifically states that it applies to those types of meetings.

(c) Notice of a board meeting shall be given by general delivery pursuant to Section 4045.

(d) Notice of a board meeting shall contain the agenda for the meeting.



4923. An emergency board meeting may be called by the president of the association, or by any two directors other than the president, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the board, and which of necessity make it impracticable to provide notice as required by Section 4920.

4925. (a) Any member may attend board meetings, except when the board adjourns to, or meets solely in, executive session. As specified in subdivision (b) of Section 4090, a member of the association shall be entitled to attend a teleconference meeting or the portion of a teleconference meeting that is open to members, and that meeting or portion of the meeting shall be audible to the members in a location specified in the notice of the meeting.

(b) The board shall permit any member to speak at any meeting of the association or the board, except for meetings of the board held in executive session. A reasonable time limit for all members of the association to speak to the board or before a meeting of the association shall be established by the board.

4930. (a) Except as described in subdivisions (b) to (e), inclusive, the board may not discuss or take action on any item at a nonemergency meeting unless the item was placed on the agenda included in the notice that was distributed pursuant to subdivision (a) of Section 4920. This subdivision does not prohibit a member or resident who is not a director from speaking on issues not on the agenda.

(b) Notwithstanding subdivision (a), a director, a managing agent or other agent of the board, or a member of the staff of the board, may do any of the following:

(1) Briefly respond to statements made or questions posed by a person speaking at a meeting as described in subdivision (b) of Section 4925.

(2) Ask a question for clarification, make a brief announcement, or make a brief report on the person's own

activities, whether in response to questions posed by a member or based upon the person's own initiative.

(c) Notwithstanding subdivision (a), the board or a director, subject to rules or procedures of the board, may do any of the following:

(1) Provide a reference to, or provide other resources for factual information to, its managing agent or other agents or staff.

(2) Request its managing agent or other agents or staff to report back to the board at a subsequent meeting concerning any matter, or take action to direct its managing agent or other agents or staff to place a matter of business on a future agenda.

(3) Direct its managing agent or other agents or staff to perform administrative tasks that are necessary to carry out this section. (d) Notwithstanding subdivision (a), the board may take action on any item of business not appearing on the agenda distributed pursuant to subdivision (a) of Section 4920 under any of the following conditions:

(1) Upon a determination made by a majority of the board present at the meeting that an emergency situation exists. An emergency situation exists if there are circumstances that could not have been reasonably foreseen by the board, that require immediate attention and possible action by the board, and that, of necessity, make it impracticable to provide notice.

(2) Upon a determination made by the board by a vote of two-thirds of the directors present at the meeting, or, if less than two-thirds of total membership of the board is present at the meeting, by a unanimous vote of the directors present, that there is a need to take immediate action and that the need for action came to the attention of the board after the agenda was distributed pursuant to subdivision (a) of Section 4920.

(3) The item appeared on an agenda that was distributed pursuant to subdivision (a) of Section 4920 for a prior meeting of the board 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.

(e) Before discussing any item pursuant to subdivision (d), the board shall openly identify the item to the members in attendance at the meeting.

4935. (a) The board may adjourn to, or meet solely in, executive session to consider litigation, matters relating to the formation of contracts with third parties, member discipline, personnel matters, or to meet with a member, upon the member's request, regarding the member's payment of assessments, as specified in Section 5665.

(b) The board shall adjourn to, or meet solely in, executive session to discuss member discipline, if requested by the member who is the subject of the discussion. That member shall be entitled to attend the executive session.

(c) The board shall adjourn to, or meet solely in, executive session to discuss a payment plan pursuant to Section 5665.

(d) The board shall adjourn to, or meet solely in, executive session to decide whether to foreclose on a lien pursuant to subdivision (b) of Section 5705.

(e) Any matter discussed in executive session shall be generally noted in the minutes of the immediately following meeting that is open to the entire membership.

4950. (a) The minutes, minutes proposed for adoption that are marked to indicate draft status, or a summary of the minutes, of any board meeting, other than an executive session, shall be available to members within 30 days of the meeting. The minutes, proposed minutes, or summary minutes shall be distributed to any member upon request and upon reimbursement of the association's costs for making that distribution.

(b) The annual policy statement, prepared pursuant to Section 5310, shall inform the members of their right to obtain copies of board meeting minutes and of how and where to do so.

4955. (a) A member of an association may bring a civil action for declaratory or equitable relief for a violation of this article by the association, including, but not limited to, injunctive relief, restitution, or a combination thereof, within one year of the date the cause of action accrues.

(b) A member who prevails in a civil action to enforce the member's rights pursuant to this article shall be entitled to reasonable attorney's fees and court costs, and the court may impose a civil penalty of up to five hundred dollars (\$500) for each violation, except that each identical violation shall be subject to only one penalty if the violation affects each member equally. A prevailing association shall not recover any costs, unless the court finds the action to be frivolous, unreasonable, or without foundation.