

Barefoot Beach Resort Condominium Association

Rules of Order:

I. Agenda

A. Call to Order

1. The Chair must verify that all members of the board have received proper notice of the meeting or confirm that all are in attendance.
2. The Chair may call the meeting to order only if a quorum of the board is present in person. If a quorum does not exist, the meeting is not qualified to conduct business (unless applicable law or the bylaws provide otherwise, telephone participation is acceptable provided that the phone participant can hear and be heard by all other board members and the unit owners in attendance). A board member may not appear by proxy or mail ballot.
3. The meeting must be open to the unit owners and the board and unit owners must receive notice of the meeting, to the extent and in accordance with, the bylaws or applicable law.

B. Review of Agenda

1. The first draft of the agenda is prepared by the managing agent or one of the officers prior to the meeting. Agenda items should ordinarily appear in the order as set forth in these Rules of Order.
2. The agenda "belongs" to the board -- the board may modify the agenda as it pleases by a majority vote. This power should be used only when necessary as proper functioning of the board requires advance planning.
3. At this point in the agenda, the board members may add or delete items from the agenda and may change the order of presentation (All of these Rules of Order are suggested but are not required and may be changed by the majority vote of the board at any time).
4. When possible, changes to the agenda should be done by acquiescence of all board members. Formal voting on the agenda is only necessary where it appears to the chair that there is a disagreement.

C. Approval of Previous Minutes

1. The minutes need not be read aloud but they should be entered into the Association's official minute book. The minutes of previous minutes are not the official minutes of the board unless and until the board votes to accept them.
2. The minutes are prepared by either the secretary or the managing agent (or some other person appointed by the board to act as recording secretary). Any board member may suggest changes to the minutes before the board adopts them. The suggested change should be set forth in the minutes for the record, and then the board should adopt or reject such changes.
3. Minutes should state precisely each motion considered by the board, and identify the board members voting in favor, against, or abstaining, and whether the motion was carried. Minutes need not reflect the comments made except in those instances when the board

desires to make a specific record. Whenever the board makes a decision that the board feels may subject it to potential claims or liability, it shall be appropriate for the board to enact a resolution that states all of the facts and circumstances, the professional advice, and the rationale or other considerations upon which the board's decision was based. Otherwise, it is not necessary, appropriate or recommended for the board to set forth the comments or discussion related to a specific motion. However, dissents by a board member should be fully stated in the minutes.

4. When possible, changes to the minutes and adoption of the minutes should be done by acquiescence of all board members. Formal voting on the minutes is only necessary where it appears to the Chair that there is a disagreement.

5. The board should not prepare minutes of meetings in closed session, unless the applicable law permits the board to take action in closed session.

D. Officer or Committee Reports

1. This is the time in the agenda when any committees of the board or officers of the board may report their findings or recommendations to the board.

2. The full report should be presented and then each board member, in turn, may ask questions or comment. It is not appropriate to make motions or discuss items of business during this portion of the meeting.

3. This time should also be used for any presentations to be made to the unit owners by the board or its officers.

E. Open Forum

1. Although the law may not require the board to provide an open forum for the unit owners to speak about their concerns, it is the custom and practice of most associations.

2. Strict time limitations should be imposed by the board (subject to the requirements of applicable law) and these limitations must be enforced. Each unit owner should address the Chair and must speak courteously and to the point.

3. Board members may question the unit owner about the problem or concern. Other unit owners are not entitled to be recognized or to comment or question the speaker, except with the permission of the board.

4. Once the open forum period is closed, the unit owners are not allowed to participate and may not seek to be recognized unless the board specifically requests input or information from a particular unit owner. This restriction must be strictly enforced because the purpose of the board meeting is for the board members to conduct business and this cannot be done if there is interference from the unit owners. All disruptions by unit owners must be addressed by the Chair and repeated violators must be removed from the meeting.

F. Old and New Business

1. All items that were tabled during previous meetings must be revisited during the business portion, unless otherwise voted by the board.

2. The board may vote to postpone consideration of any old business or it may remove any item from consideration.

3. Except in the case of emergency business, all new items of business are heard only after all of the old items have been addressed by the board (either by adopting or rejecting a motion or by postponing or removing the item from consideration).

4. All business must be conducted in the form of motions or resolutions adopted by a vote of the board (see Part II)

5. Any emergency items decided by the board between board meetings should be discussed and ratified at an open meeting (when required by law).

G. Executive (or Closed) Session

1. When executive or closed sessions are permitted by law, the board should move into executive (closed) session only after the regular business is conducted but before formal adjournment. All unit owners must be asked to leave except for those having a reason to participate (such as witnesses at a rule violation hearing)

2. Only the statutory exceptions are good cause for moving into executive session. The board should announce to the unit owners the purpose of the executive session (such as “to discuss rule violation matters”)

3. Except as permitted by applicable law, no decisions, resolutions, or motions may be adopted in executive session. All business must be conducted in an open portion of the meeting.

4. The board should not take minutes of executive sessions, except when the law permits the board to make decisions in closed sessions.

H. Adjournment

1. Upon motion carried by the board, or, upon the conclusion of the agenda, the Chair shall announce the meeting is adjourned and the minutes shall reflect the time of adjournment.

II. Motions and Deliberations

A. Discussion

1. The president is normally the Chair of the board meeting. The Chair’s role is to facilitate deliberations and to assist the board in conducting its business in a fair and efficient manner. By a majority vote of the board, the president or other incumbent Chair, may be removed from the Chair and any other board member may be assigned to Chair the meeting.

2. When an item of business is to be discussed, the Chair announces the item to be discussed and opens the floor to discussion.

3. The Chair, as a member of the board, is entitled to voice his or her opinion, and cast votes on matters that come before the board. However, the Chair has the responsibility for providing each member of the board an equal and fair opportunity to be heard.

4. No board member may speak until recognized by the Chair (except that a motion to remove and re-assign the Chair, and a dissent, may be made without recognition when no other person has the floor and the Chair has unreasonably failed or refused to recognize the Movant). No board member may interrupt the speaker who has the floor.

5. The Chair may impose reasonable time limitations. All time limitations must be uniformly imposed upon all of the board members. The speaker shall be given a one-minute warning before time runs out. By vote of a majority of the board, time limits may be extended.

6. The Chair is to recognize each board member in turn. Discussion shall be limited to the item of business at hand, and the Chair shall have the authority to take the floor from a speaker who does not limit discussion to the item of business at hand. No board member may speak to an issue for a second time until all other board members have had the opportunity to speak to it for the first time. Likewise, no board member may speak to an issue for a third time until all other board members have had the opportunity to speak to it for a second time.

7. A unit owner or a guest may be recognized to speak only if a board member wishes to obtain input from a unit owner and the board agrees. When possible, allowing a unit owner to participate in the deliberations should be done by acquiescence of all board members. Formal voting on the question is only necessary where it appears to the Chair that there is a disagreement.

8. When it appears to the Chair that all board members have had the opportunity to fully discuss the matter at hand, the Chair should announce that the item of business is ready for a vote.

B. Voting

1. There are 3 basic motions for each item of business

- i. A motion to adopt a specific action by the board.
- ii. A motion to table the item to another meeting (including fact-finding assignments to a person or committee)
- iii. A motion to remove an item from consideration

2. The board is limited to one item of business at a time, but there are no limits to the number of motions that may be considered as to how to dispose of that item of business. Motions need not be seconded.

3. After each board member has had the opportunity to discuss each motion presented for consideration, the Chair will call each motion presented to a vote. Those motions adopted affirmatively by a majority of board members present are carried, provided a quorum is present.

4. The fact that a motion has been adopted or failed does not prevent the item of business from being added to the agenda in the future and all motions may be reconsidered at any time by the board.

5. In the event that a board member believes that an action by the board is unlawful, contrary to the power and authority of the board, or not in the best interests of the Association, that board member may make an oral or written dissent explaining the reasons why he or she believes that a dissent is necessary. The oral or written dissent shall become part of the minutes.

C. Procedural Motions

1. Procedural Motions During Discussion

- i. Modify, or Withdraw a Motion - Only the original movant may modify or withdraw his or her motion. Other board members may modify a motion by presenting it in the form of their own motion.
- ii. Motion to End Discussion and Vote on Motion - This is not a true motion, but is in the nature of a request to the Chair that the motions under discussion be brought to a vote. If the Chair refuses the request, the member may appeal the decision of the Chair (see below)

2. Procedural Motions Made Anytime

- i. Appeal Decision of the Chair - Any member may appeal the decision of the Chair. The matter then shall be brought to a vote before the board.
- ii. Suspend the Rules - Any member may make a motion to suspend the rules including the reasons why the board should modify the rules or procedures in an individual case.

3. Method of Handling Procedural Motions

- i. If there is general acquiescence of all board members to the motion, then the motion may carry without a formal vote.
- ii. If there is disagreement about the procedural motion, the matter shall be taken to a vote of the board. Once the board has ruled upon a procedural motion, there is no right to reconsider or to repeat the motion.
- iii. There are no Questions of Privilege or Points of Order. All procedural questions are merged into the Appeal Decision of the Chair.
- iv. No person other than board members may make any motion, including Procedural Motions.

4. Discipline and Order

- i. In the event a board member violates any of these Rules or the decisions of the Chair, then the Chair may declare the member out of order.
- ii. With respect to a member who is out of order, the following discipline may be imposed at the discretion of the Chair:
 - a. the member may be warned without sanction
 - b. the member may be excluded from discussion on the item of business at hand.
 - c. the member may be excluded from discussion of all items of business
 - d. for gross interference with the meeting, the member may be removed from that meeting.
- iii. A member who is declared out of order has the right to appeal the decision of the Chair both as to the question of whether the member was out of order and as to the question of discipline. The board shall approve or deny the appeal by a majority vote, except that the extreme sanction of removal from a meeting shall be upheld only by the vote of at least 2/3 of the members of the board.

iv. If the board upholds the declaration and/or discipline, the member has the right to dissent for the record before the imposition of sanctions.

v. The legality of these sanctions depends upon the fact circumstances in which they are imposed. These sanctions should be used sparingly and only to the extent necessary to keep order. The board should obtain legal advice with respect to its authority to impose sanctions with respect to its own governing documents, applicable law, and the facts in any specific situation.