

Effective Meeting Management

By a Davis-Stirling Board through Parliamentary Procedure

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Parliamentary Procedure...

“... is a set of established rules, customs, and procedures to help groups of practically any size to conduct their meetings fairly and efficiently.”

Whether called '**parliamentary procedure**' or '**meeting management**', the result depends more on the implementation than on the definition.

This presentation covers general concepts from the Davis-Stirling Act. Numerous complex exceptions exist. For all specific situations please consult your attorney.

Common Interest Development Open Meeting Act

1. Davis-Stirling Act, Section 1363.05
(Katherine Rosenberry)
2. All meetings are open to the members.
3. Under specific conditions, executive session is allowed.
4. Minutes available to members (except #3).
5. Notice of meeting required unless date and time are listed in bylaws.
6. Members may address the board at all meetings (except #3).

Fundamentals of Presiding

- Be the person that is the most familiar with your association's Governing Documents.
- Prepare in advance.
- Make sure everyone knows precisely what the motion is.
- Be even-handed and courteous.
- Utilize 'General Consent', when possible.
- Don't Rush

General Principles of Managing a Meeting Effectively: 1

- ❑ Doing one thing at a time avoids confusion.
- ❑ Decisions are made by a "*majority of the quorum*" (Corp. Code 7211a) under conditions which protect the rights of the minority and of absentees.
- ❑ The best results are obtained from full and free discussion.

General Principles of Managing a Meeting Effectively: 2

- ❑ Members have an equal right to participate in a membership meeting and an equal obligation to respect the rights of others.
- ❑ Members have a right to the information they need to make decisions.
- ❑ Meetings should be orderly and focused on the business to be transacted.

Rules of Order

1. Federal Statutes;
2. State Statutes :
(Davis-Stirling Act, Corporate Code, etc.);
3. Bylaws and Special Rules of Order: (Declaration of Covenants, Conditions, and Restrictions);
4. Parliamentary Authority (Rules of Order):
(at membership meetings);
5. Other Rules:
(Operating Rules, standing rules, policies and procedures).

A Meeting and the Davis-Stirling Act

- ❑ Requires agenda be posted with the notice 4 days ahead, only for board and membership meetings (not advisory committees).
- ❑ Requires that a parliamentary authority shall be used at membership meetings.
- ❑ Proxies are prohibited at board meetings; not prohibited at membership meetings.
- ❑ Directors are allowed to teleconference at board meetings.
- ❑ Board may take action without a meeting! (Corp. Code 7211(b))

Authority of the Board

- Manage association
- Enforce rules, regulations, CC&Rs, and bylaws
- Contract for services
- Levy regular, special, emergency assessments
- Adopt budget and pay expenses
- Appoint Inspector of Elections
- Appoint officers; fill Director vacancies
- Repair and maintain the common areas

Authority of the Membership

- Elect Board of Directors
- Remove Directors
- Amend CC&Rs and bylaws
- Approve regular assessments (>20%)
- Approve special assessments (>5%)
- Attend open board meetings
- Ingress & egress their property
- Use common areas
- Inspect association's records
- Petition the board

Secret Written Ballot Required

(Section 1363.03b)

- Assessments
- Election and removal of Directors
- Amendments to the Governing Documents
- Granting of exclusive use of common area property

Concept of a Main Motion

Proposals to take some substantive action, or adopt a policy, or state a position.

Must be clear, precise, and unambiguous.

"I move 1) that we solicit bids for repaving the parking lot and 2) that the officers be delegated authority to enter into a contract with the low bidder provided the winning bid does not exceed \$15,000 ."

Concept of Secondary Motions

- Assist you in considering or disposing of a main motion.
 1. Privileged
 2. Subsidiary
 3. Incidental

Most Common Subsidiary Motions

- Amend
- Refer (Commit)
- Postpone to a Certain Time
- Close Debate (Previous Question)

Improper Motions (Not in Order)

- Conflict with laws or governing documents;
- Propose action beyond the scope of the organization's purpose or charter;
- Present the same question previously rejected at the same meeting;
- Conflict with previously adopted action still in force;
- Are frivolous or dilatory.

Basics Steps of Handling a Motion

Robert Rules of Order

1. Gain Recognition
2. Make a Motion
3. Second the Motion
4. State the Question
5. Debate the Question
6. Put the Question
7. Vote
8. Announce the Results

HOAs

1. Topic Recognition
(The Problem)
2. Make a Motion
(The Solution)
3. Second it
4. Debate it
5. Vote on it

Strict Concept of Debate

- You must be “recognized” before speaking.
- The maker of the motion is recognized first.
- Members who have not yet spoken are given preference over others wishing to speak a second time.
- You may not speak more than twice to the same motion.
- There is a time limit.
- The chair should alternate between pro/con speakers.
- No Free Speech for Bullies (Davis-Stirling Act).

However...

- The rules of debate are relaxed for small committees and small boards.
- Definition of SMALL
 - Small importance
 - Small controversy
 - Small resistance
 - Little to do with number of members

Concept of Amend

- ❑ To add content at the end of a motion;
- ❑ To insert content in the middle of a motion;
- ❑ To strike (delete) part of a motion;
- ❑ To strike content and insert content at the same time;
- ❑ Or to substitute other language entirely. (Unintentionally common, but invariably problematic)

TABLE

vs.

POSTPONE

-
- Lay aside temporarily so a more urgent matter can be handled;
 - Must be taken-up at that meeting or the next;
 - Must vote to take it up again.

- Sets matter aside until the specified time or day;
- Cannot Postpone farther than the next meeting;
- Comes up at the specified time or in the regular agenda.

Voting

Davis-Stirling Act's Uniqueness in Parenthesis

- Voice Vote
- Show of hands or rising vote
- Counted Vote
- Roll-call Vote
- Ballot/(Secret) Vote
- General Consent
- President Votes (Officers-NO; Dir-YES)
- President Vetos (NO!)
- Majority Vote of the Assembly
- Majority of the Board (Corp. Code!)
- 2/3 vote
- Proxy Voting (Board NO!)
- Teleconference Voting (Board YES!)
- (Recuse!)

Abstention

- ❑ Corp. Code requires that all action be adopted by a total of 'yes' votes equal to, or greater than, the majority of the quorum.
- ❑ Abstentions reduce the possibility of sufficient 'yes' votes!
- ❑ No one can be compelled to vote
- ❑ Normally not ask for
- ❑ May be recorded with permission or by special rule of order

Elections (Section 1363.03)

- ❑ Must adopt voting rules;
- ❑ Must decide election/amendments/action by membership by secret written ballot;
- ❑ Select an Inspector of Elections;
 - To determine those entitled to vote;
 - To determine validity of proxies;
 - To receive ballots and count votes;
 - To hear challenges;
 - To determine when polls close;
 - To determine the result of the election.

For Further Information:

California State Assn of Parliamentarians

www.ca-parliamentarian.org

National Assn of Parliamentarians

www.parliamentarians.org

American Institute of Parliamentarians

www.parliamentaryprocedure.org

There may be a local 'study unit' in your area.