

Resolution #7 Establishing The Protocol for the Conduct of Executive Board Meetings, Including Hearings (Amended 08/20/2018)

WHEREAS, under the Declaration, Article XXV, Section 25.2, the Executive Board is empowered to administer to the affairs of the Association and to adopt and amend Bylaws, Rules and Regulations; and

WHEREAS, under the Bylaws, Article II, Section 2.3, the officers and Directors of the Executive Board are required to exercise ordinary and reasonable care in the performance of these responsibilities; and

WHEREAS, the effective conduct of Board meetings shall contribute to fulfilling these responsibilities;

THEREFORE, BE IT RESOLVED that the Directors of the Association agree to discharge their responsibilities in the most effective manner by adopting the following protocol for the conduct of Executive Board meetings;

Meeting Schedule

- The Executive Board will meet at regularly scheduled meetings; monthly or other such frequency as needed to meet the needs of the Association.
- All regular Board meetings are open to unit owners or their representative.
- Unit owners shall be notified of the schedule for regular Board meetings.
- The President or a majority of the Directors may call a Special Meeting at a time and place agreed to by the Directors. These meetings shall be of an emergency nature and only business related to the emergency will be transacted. The agenda will therefore be limited to the items identified with an * in the section entitled "Customary Order of Business." The Secretary will attend all such meetings and record the minutes.

Parliamentary Procedure

- Robert's Rules of Order Newly Revised (latest edition) shall guide the conduct of the Executive Board meetings when not in conflict with the Connecticut Statute on Common Interest Communities, the Declaration, the Bylaws, or the Rules of the Association, or Rules and Regulations adopted from time to time by the Board of Directors to regulate the participation of unit owners at Board meetings, and to otherwise provide for orderly meetings.
- This requirement shall not mandate the strict adherence to the provisions of Robert's Rules of Order, but rather facilitate the orderly administration of the business of the Association.

- Recognizing that Robert's Rules of Order incorporates special provisions for small boards, the following procedures shall be employed:
 - Discussion of a matter is allowed before a motion is made;
 - There is no limit to the number of times a Director can speak to a specific issue;
 - The Chair / President can make motions and can vote on all questions.
- No procedural action shall be taken that limits a Director in the performance of his/her duty to the Association membership as defined in the Bylaws, Article II, Section 2.3 – Standard of Care.

Quorum & Absentee Discussion/Voting

- A majority of the Directors shall constitute a quorum.
- The votes of a majority of the Directors present at which a quorum is present shall constitute the decision of the meeting.
- In the event that a Director 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.

Meeting Notice, Agenda & Documents

- The date, time and place of regular meetings shall be defined in the Annual Calendar that is distributed to the unit owners and shall also be stated in the minutes of the previous meeting.
- The meeting may be rescheduled to a different date, time and place by agreement of the Directors and with proper notification to the unit owners.
- The President shall invite via email, at least 5 days prior to the scheduled meeting, all the Directors and Officers to submit agenda items for discussion or action. The full text of resolutions or significant motions to be offered for consideration shall be included in their response. Such responses should be provided within 3 days.
- The President shall compile these submissions and email a final agenda to the Property Manager at least 4 days before the meeting.
- The Property Manager shall send the final agenda to the owners via email at least 48 hours prior to the scheduled meeting. The Secretary shall provide a hard copy to owners that have not provided an email address. The agenda shall state how a unit owner may obtain a copy of the Board information packet material.
- Any documents to be discussed or acted upon at the meeting shall be distributed to the Directors and Officers by the sponsor of the resolution or motion at least 3 days prior to the scheduled meeting.
- The Property Manager shall prepare a draft Board information packet (excluding financial reports), including the final agenda, and deliver to the Directors and Officers via email at least 48 hours prior to the meeting. A final hard copy handout shall be provided at the meeting.

- The material in the Board information packet shall be made reasonably available to the unit owners at the meeting. The following material shall be excluded: unapproved minutes, detailed financial reports, delinquency reports, bids or contracts being negotiated and any material to be discussed in executive session. Any material that is not yet approved, must be clearly stated as "draft."
- The published agenda will control the order of business of the meeting. A change in order of the agenda items will require consensus or a majority vote of the Directors. Items cannot be added to the final agenda without approval of the Directors. Significant new business items, except time sensitive issues, should be tabled until the next meeting.

Customary Order of Business (Special Meeting Agendas Limited to * Items)

- Call to Order *
- Proof of Notice of Meeting
- Adoption of Agenda
- Request for Variance Hearing (as required)
- Review and approval of prior meeting minutes
- Officers reports (as required)
- Unit Owner Forum
- Property Manager's report
- Standing Committee reports (as required)
- Special Committee reports (as required)
- Unfinished business
- New business *
- Review of Action Item Assignments *
- Confirm next meeting date & location
- Executive Session – Board Only (as required)
- Adjournment *

Request for Variance Hearing Protocol (as required)

- The hearing is limited to 1-hr.
- The Chair will make a statement of the purpose of the hearing, the basis as per the Declaration and a description of the request being heard.
- Minutes will be taken but are not intended to be a verbatim transcript of comments.
- All owners will be given the opportunity to make comments; followed by the Board members.
- Board members may speak as owners.
- The Board will indicate if written comments have already been received and that these will become part of the hearing record. When appropriate, the Board will provide answers to already submitted questions of a general nature that could eliminate the necessity of discussion during the meeting.
- The Chair must recognize speakers.
- Speakers must give their name and unit number.
- Speakers are limited to 3 minutes, unless the Chair approves more time.
- All those wishing to speak must be granted time before someone can speak a 2nd time.
- The applicant may make an introductory oral statement or submit a written statement.
- The applicant may answer questions as they desire during the meeting or may provide a written response to questions to the Board after the meeting.

Unit Owner (Member) Forum

- The time period allotted for the open forum shall not exceed 15 minutes, unless the majority of the Directors grant additional time.
- Member's comments may be general in nature or directed to an agenda item.
- The Chair must recognize a member before they speak. They must state their name and unit number.
- A member may speak for no more than 3 minutes, unless the majority of the Directors grant additional time.
- Directors may question the member about the problem or concern. Other members are not entitled to be recognized or to comment or question the speaker, except with the permission of the Chair.
- Once the open forum period is closed, the members 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.
- The Secretary shall record in the minutes the names of all those attending and member comments.
- If necessary, the Board will respond to member questions in writing within 15 days of the meeting. These responses will be appended to the minutes.

Minutes

- Draft minutes of the last meeting shall be distributed, within 5 days, by the Secretary to all formal attendees for review and their comment.
- Unapproved draft minutes of the last meeting incorporating all formal attendee comments shall be available for inspection by any unit owner no later than 15 days after the meeting date by contacting the Property Manager or Secretary. Draft minutes will not be distributed nor placed on the Association's web site.
- Approved minutes from the last meeting shall be distributed to each unit owner within 15 days of being approved and shall be filed in the Association's Minutes Book by the Secretary and also forwarded to the Property Manager for filing in the Association's official records. Approved minutes will be placed on the Association's web site.
- Minutes from past meetings shall be available for inspection by any unit owner by contacting the Property Manager.
- The content of the minutes shall consist of:
 - The name of the association and the type of Board meeting (monthly, special meeting, etc.).
 - The date and place of the meeting.
 - The time the meeting is called to order and adjourned.
 - A list of all attendees who are present and/or absent and their offices or positions.
 - Approval of the previous minutes. The Secretary will sign the minutes after the Board has approved them.
 - Brief summary of reports of the Officers, the Property Manager and Committee members.
 - Unit owner (member) comments.
 - The business of the meeting.
 - All motions made at the meeting and the action that was taken. The complete language of the motion will be recorded. A record of how each board member cast his or her vote on any final action proposed to be taken by the executive board, unless such action was approved either by unanimous consent of the board members or without objection by any board member. Record any dissenting viewpoints if requested by a Director.
 - If the Board went into Executive Session, this must be noted in the minutes with a general statement of the reason: "An Executive Session was convened to discuss one or more of the following: litigation, third party contracts, delinquent assessments, or meetings requested by a homeowner concerning her or his account or a grievance."
 - A general description of any proposed action voted upon in the Executive Session.
 - The date and place of the next scheduled meeting.

Resolutions and Rules

- Resolutions and Rules adopted at the Board meeting, after conclusion of the required Notice and Comment process, shall be filed and distributed as follows:
 - All unit owners shall receive a copy delivered by any method approved by the CT Common Interest Ownership Act.

- The Secretary shall maintain a file of these documents.
- The Property Manager shall maintain a file of these documents.
- The Property Manager shall ensure that new unit buyers are provided a copy of all Resolutions and Rules that have been adopted by the Association since inception.
- The Property Manager shall ensure that all Resolutions and Rules that have been adopted by the Association since inception are included with the Association documents provided as part of a Resale Certificate request.

Effective on January 15, 2009.

Adopted by vote of the Executive Board on January 12, 2009 after giving all unit owners notice and an opportunity to comment.

Amended by vote of the Executive Board on September 13, 2010 after giving all unit owners notice and an opportunity to comment.

Amended by vote of the Executive Board on August 20, 2018.

President, Diane Gerber
Strawberry Fields Condominium Association