

PROCEDURES OF THE BOARD OF TRUSTEES

April, 2008

The following procedures have been adopted by the Board of Trustees of the Deerfield Village Community Association, Inc.

- I. **Applicable Procedures:** To the extent that these procedures do not conflict with the Articles of Incorporation or the By-Laws, these procedures shall govern the meetings of the Board of Trustees. (hereinafter referred to as the Board)

- II. **Number, Time and Location:**
 - A. **Number:**
 1. A Regular Meeting shall be held once each month at a date, time and location as approved by the Board.
 2. A Special Meeting may be called at any time by the President or by three Trustees acting jointly. (Re: Article 6.3 of the By-Laws)
 - B. **Time:** The time of the meeting shall be as agreed by the Board.
 - C. **Location:** The location of the meeting shall be at the Deerfield Village Recreation Center.

- III. **Notice:**
 - A. The Office Manager of the Association shall have notices prepared for each Board meeting.
 - B. **Time of Notices:** The notice shall be in writing, given to the each Trustee (email is acceptable) and posted on the DVCA Office window at 4045 Deerfield Village Drive at least ten (10) days in advance of a regular meeting (Articles. 2.10 B and C of the By-Laws).
 - C. **Contents of Notice:** The notice shall state the type of meeting (Regular or Special), the date, time and location of the meeting, and contain an agenda of the meeting. Reports, documents or other written presentations concerning the agenda items will be delivered to the Trustees by the Office Manager by the end of the week prior to the Board meeting.
 - D. **Waiver of Notice:** The notice may be waived for a Special Meeting pursuant to Article 6.5 of the By-Laws.

IV. Agenda:

- A. **Setting the Agenda:** The Agenda for each meeting shall be established by the President and set once the notice is given. Except for items requested by a Trustee, the President shall have the discretion to include or reject agenda items; however, unless the agenda is full, the President should endeavor to include all requested agenda items.

Unanswered questions asked by the Trustees or other issues kept open by the Trustees from a previous meeting shall be included on the Agenda in the appropriate agenda item (ie. An unanswered question with the Security Committee should be on the agenda for the next meeting under the Security Committee agenda item). This information should be provided to the President by the Secretary and Office Manager at least twelve (12) days prior to the regularly scheduled meeting.

- B. **Request to be included on Agenda:** At least twelve (12) days notice prior to a regularly scheduled meeting, the following procedures shall be followed:

1. Committee chairpersons who desire the Board to take action on specific items shall present to the Office Manager a written request to be on the agenda for the next regular meeting. This request should include the action the committee is requesting the Board to take, a report on the items, including a description of the issues involved, the alternative, if any, and copies of all relative documents. If the request is financial in nature, the budget implications (ie. category, in/out of budget, etc.) and whether this is to be funded as an operating expense or out of a reserve is required. This shall be in writing in the report submitted to the board.

If the request is for a review of action, a short written summary or outline of the presentation shall be given to the secretary. If a committee chairperson desires the Board to take action at a Special Meeting of the Board, the request should also contain the reasons why the action cannot await a regularly scheduled meeting of the Board.

2. Residents who wish to appear before the Board or to request action by _____ The Board shall present to the Office Manager;

(a) a written request setting forth the item to be discussed or action to be taken together with a brief written statement summarizing the issues involved; or,

(b) their request to Committee members who may have the item placed on the agenda pursuant to B.1 above.

3. Trustees may have items included on the agenda through either **B.1** or **B.2** above: however, any Trustee may raise items for discussion during a meeting of the Board but unless the item was included on the agenda for that meeting, no vote on the item shall be taken until the next meeting.

V. Conduct of Meeting:

- A. Order of Business: The meeting shall be conducted in the following order:
 1. Determination of quorum - six (6) required
 2. Reading and action on minutes of last meeting
 3. Resident Inquiries
 4. President's Report
 5. Treasurer's Report
 6. Manager's Report
 7. Standing Committee Reports
 8. Unfinished Business
 9. New Business
 10. Adjournment
- B. The president shall preside at all meetings. In the absence of the president, in order of availability, the vice-president, treasurer or secretary shall preside.
- C. The secretary shall take all minutes and tabulate all votes.
 1. Before a vote is taken on a motion, the Secretary will read the motion as it will be recorded in the minutes. If there is any disagreement on the motion as read, discussion on the motion will continue until there is agreement on the language, at which time the Secretary will read the motion as written again. This will continue until there is agreement on the motion as read (or the motion is tabled or withdrawn). If there is agreement, the vote will be taken and the results will be recorded in the minutes. This will not be required for motions that have been submitted in written form and left unchanged.
 2. The secretary will record in the minutes whether the motion passed or failed and the actual vote (# for / against / # abstained) and will restate the results that are recorded in the minutes to ensure agreement on the result reported.
 3. A trustee can request that the actual vote (by person) be recorded in the minutes and the minutes need to be updated to reflect each trustees' vote. The secretary will read the results recorded to ensure agreement of what was recorded.
 4. A Trustee who dissents, shall upon request, be permitted to state the reasons for the dissent in the minutes; otherwise, the minutes shall reflect whether the motion/resolution passed or failed. The approved minutes shall be published or posted.

- D. The president or presiding officer shall have the authority to close discussion on any item if each Trustee has been given the opportunity to present his/her view on that item.
- E. Trustees or resident members (and or designee) shall be permitted to engage in discussion of agenda items: however, persons who presented items contained on the agenda will be permitted to make a brief presentation to answer questions of the Trustees or resident members on such items.
- F. Any person and/or topic not placed on the agenda will be heard under agenda item "Resident inquiries". In the interest of time, a limit of three minutes for each person will be in effect.
- G. All meetings shall be open to the public. By majority of the Trustees present, the Trustees can close a meeting to the public and go into Executive Session in order to discuss the following items:
 - 1. Personnel matters.
 - 2. Contracts, claims, deed restriction violations.
 - 3. Deliberation of appeal of any committee action against a resident.

The vote on any item discussed in Executive Session shall only be taken in a public meeting.

VI. Waiver of Procedure: The Trustees can waive any procedural rule by two thirds (2/3) vote of those presently serving.

Revised 09/25/95: Section III. B
Section V. F

Revised 06/26/06: Section II. A
Section III. A, B, & D
Section IV. B
Section V. A & F

Revised 04/28/08: Section II. A.2
Section III. B & C
Section IV. A, B.1
Section V. C