

SPECIAL NOTE

Every effort has been made to make sure that the information presented is as accurate as possible. It is the reader's responsibility to make sure that the rules are applicable and in accordance with the appropriate rules of the reader's organization.

The author is not in the business of practicing law and understands that there may be legal ramifications associated with the information provided. The reader is urged to check with an appropriately licensed attorney regarding any legal ramifications of the information provided.

Copyright © 2004, Management Information Consultants, P. O. Box 22885; Honolulu, Hawai'i 96823-2885
All rights reserved. Members of the National Association of Parliamentarians who are Registered Parliamentarians or Professional Registered Parliamentarians may copy, reproduce, or use any of the forms contained in Appendix "A" for serving community associations.

Generic Annual Meeting Checklist

The checklist has been reprinted at the actual size.

Community Association Meetings Required Materials and Information for Parliamentary Services

To: _____ From: _____ Community Association: _____ Meeting date and time: _____
--

Instructions: Please complete this form and return with the documentation to:
[fill in your name and address here]

1. REQUIRED PAPERWORK

A. Governing Documents (recorded copies preferred, if applicable.)

Declaration; Declaration amendments; Articles of Incorporation; Bylaws; and
Bylaw amendments

B. Notice of the meeting

- C. **Previous meeting rules, if any**
- D. **List of directors with term expiration dates**
- E. **Minutes**

Minutes of the last Annual meeting(s). (Include meetings with no quorum.)
Minutes of any special Association meetings held after the last annual meeting.
(Note: Minutes of Board meetings need not be sent unless requested.)

2. **SCRIPT INFORMATION**

- A. **Guests:** Please provide a list of those attending (e.g., Attorney, C.P.A., Administrative personnel, Resident Manager, Property Manager, Other).
- B. **Minutes:** Were they mailed to all owners? Will they be available at check in?
- C. **Audit:** Was it mailed to all owners? Will it be available at check in?
- D. **Reports:** Will any reports be provided? (e.g., Presidents, Treasures, Committees)
- E. **Ballots:** Will any names be preprinted on the election ballots? If so, who?
- F. **Quorum:** Is a quorum anticipated?
- G. **Owners' Forum:** Is an owners' forum anticipated? If so, how long?

3. **MEETING PREPARATION**

- A. **Questions or issues:** Please list any anticipated or likely questions, problems or issues that may be addressed at this meeting.
 - 1.
 - 2.
- B. **Ballots:** Please bring 6 separately numbered ballots to this meeting, even if you don't anticipate using them. (Caution: meetings terminated due to insufficient ballots will require a continuation meeting at additional expense.)

Generic Annual Meeting Script

The script has been reduced in size for printing purposes. It is recommended that the script be printed in 24 point size for the presiding officer to improve ease of readability.

A. ROLL CALL/CALL TO ORDER

*(Rap **once** with the gavel, if necessary.)*

"The meeting will please come to order."

(pause) "The Chair has been advised that more than ___% of the common interest is represented in person or by proxy at this meeting."

"Therefore a quorum is established, pursuant to Article **, Section ** of the bylaws. The total percent will be provided when it is known."

B. PROOF OF NOTICE OF MEETING

"According to Article **, Section ** of the bylaws, notice was sent to all owners of record on _____."

C. INTRODUCTIONS

"The Chair would like to take this opportunity to welcome the owners and introduce various members and guests."

- _____, President
- _____, Vice-President
- _____, Secretary
- _____, Treasurer
- _____, Director
- _____, Professional Registered Parliamentarian
- _____, Association Attorney
- _____, Association Auditor
- _____, Management Executive
- _____, Management Assistant
- _____, Resident Manager

D. CONDUCT OF BUSINESS

"If there is no objection, the most recent edition of Robert's Rules of Order Newly Revised will be the governing authority for this meeting. *(short pause)* Since there is no objection, the meeting **will** be governed accordingly."

-OR-

"According to Article **, Section ** of the bylaws, this meeting will be conducted using the most recent edition of Robert's Rules of Order Newly Revised."

"In order to accomplish our business fairly, it is necessary to ask for your assistance in following several customary rules. They were provided with the agenda when you checked in. If there is no objection the rules will be adopted. *(short pause)* Since there is no objection, the rules **are** adopted."

SPECIAL SITUATION: RULES NOTICED PROPERLY IN ADVANCE TO APPLY TO ALL ASSOCIATION MEETINGS.

"In order to accomplish our business fairly, it is necessary to ask for your assistance in following several customary rules. We have been adopting these rules for many years so this time we propose to adopt them as permanent standing and special rules. The rules were mailed with the notice of meeting and provided with the agenda upon check in. If there is no objection, they **will be** adopted. *(short pause)* Since there is no objection, the rules **are** adopted."

-OR-

"An objection has been raised. The Chair will entertain a motion to approve the rules for all Association meetings." *(pause) Make sure the name of the maker of the motion and unit number is provided.* "It is moved and seconded to approve the rules for all Association meetings. Is there any discussion?" *(Pause and permit discussion. The maker of the motion speaks first).*

"The Chair will recognize property management to explain the ballot."

Appoint tellers as indicated below. Then, perform voting and closing the polls, and announce results when provided. Make sure you indicate whether the motion was adopted or lost.

SPECIAL SITUATION – If timekeeper must be appointed:

"The Chair appoints _____ as timekeeper for any debates." *(Timekeeper must be instructed when to start timing and how to inform the Chair when the time has expired.)*

E. READING & APPROVAL OF MINUTES

"The minutes of last year's Annual Meeting were available when the members signed in. Are there any corrections to the minutes?"

*If none, "Since there are no corrections, the minutes are **approved as written.**"*

*If any, "Since there are no further corrections, the minutes are **approved as corrected.**"*

F. REPORT OF OFFICERS

1. *President's Report - Should be filed if it is in writing.*
2. *Treasurer's Report - Should be filed if written. No motion to accept the report is proper unless it **already has** been audited.*
3. *Auditor's Report*

*If the Auditor's report is not available or has not been examined by the board, state the following: "The Auditor's report for the year ending 20** is not yet available (or has not been reviewed). It will be provided as soon as it is available."*

-OR-

*If the Auditor's report is available, state the following: "The Auditor's report for the year ending 20** was available upon check in. If there is no objection, the Auditor's Report will be adopted. (pause) Since there is no objection, the Auditor's Report is adopted."*

G. APPOINTMENT OF TELLERS

"The Chair will ask for volunteers to act as Tellers for certifying any ballot count for this meeting. The Chair would request that these volunteers be individuals who are **not running** for the board of directors." *(Obtain names and unit numbers.)*

Name: _____ Unit No. ____

Name: _____ Unit No. ____

H. ELECTION OF DIRECTORS

"The next item of business is the election of directors. The bylaws provide for a Board of Directors composed of __ persons."

"There are __ positions on the Board to be filled. __ will be elected for __ years, __ will be elected for __ years, and __ will be elected for __ years."

"Several individuals have indicated the desire to serve on the Board. Their names were already placed on the ballot to save time. If there is no objection, this procedure will be approved. *(pause)* Since there is no objection, this procedure is approved. [Further] nominations are now in order for the Board of Directors." *(Make sure that the names and unit numbers of the nominees are clearly noted for eligibility purposes.)*

"Are there any further nominations? *(pause)* Since there are no further nominations, the nominations are closed. The Chair will ask each of the nominees to make a short introduction." *(Call upon the nominees in the order nominated.)*

EXPLANATION OF SYSTEM OF VOTING

"In accordance with Article **, Section ** and Article **, Section ** of the Association's bylaws, election of Directors shall be by (percentage of common interest)(number of votes) and (by secret ballot). A ballot was issued to you when you signed into the room. If you **did not receive a ballot** upon check-in or you are a **proxy holder**, please check with the clerk at the desk during the recess."

"The Chair will recognize the property manager to explain the ballot procedures. Cumulative voting (is)/(is not) permitted."

(After property management has finished) "Is there anybody who needs further clarification of the ballot procedure?" *(Make sure that everybody understands the balloting.)*

"Will the Tellers please stand up so they can be identified by the owners? *(pause)* After you have voted, make sure you hand your ballot to one of the Tellers."

RECESS DURING VOTING - if desirable

"If there is no objection, the meeting will be recessed for 10 minutes while the ballots are collected. *(pause)* Since there is no objection, this meeting is **recessed** for 10 minutes."

RESUMPTION OF MEETING

Make sure the members at the head table turn in their ballots! Call the meeting back to order.

CLOSING THE POLLS

When everybody appears to have voted, inquire, "Have all voted who wish to do so? (pause) If no one else wishes to vote (pause) voting is closed."

CONTINUING THE BUSINESS - if desirable

"If there is no objection, we will continue our business while the ballots are counted. *(pause)* Since there is no objection, the next item of business is..." *(Usually New Business is done next.)*

QUORUM UPDATE - If available

"The Chair has received the updated quorum information. The total percent present is ___, consisting of ___ percent in person and ___ percent by proxy."

ELECTION RESULTS

(Make sure that the first teller appointed is ready to read the counts from the election.)

"The results of the election will be read **twice**, once by the teller and once by the Chair. The Chair recognizes the election teller to read the results of the election." *(pause) After the teller is finished, ask for the report to be brought to the Chair.*

The Chair should re-read all of the results to the members. (The counts will go in the minutes.) Then announce the members who have been elected to the board and their term lengths.

Congratulate the new Directors and announce, "There will be a brief organizational meeting immediately following this meeting (or the owners' forum) for all directors."

I. UNFINISHED BUSINESS - *Doesn't usually apply to Annual Meetings. Skip this item if there is no Unfinished Business.*

J. NEW BUSINESS

Resolution on Assessments - "There is a standard resolution that must be considered and adopted in order to make a proper filing of our tax return. Basically, the resolution covers maintenance fees and unrelated income paid during the year. We collect maintenance fees from all of our owners on a monthly basis to cover the cost of running and maintaining the project. At year-end, we may have a balance in our checking account, operating reserve account and other specific accounts that will carry forward to the next year. Present tax rulings indicate that these funds, if not specifically designated to be used in the following year, would be taxable. Consequently, the resolution to cover the 'rollover' of these funds meets the necessary requirements."

"The resolution is as follows: Resolved by the owners of the Association, That the amount by which each member's assessment in 20** exceeds the total payments of the Association for maintenance, repairs and other expenses and capital expenditures of the Association as the Board of Directors has appropriately paid or determined payable, shall be applied to regular member assessments in the year 20** [+1]. If there is no objection the resolution **will** be adopted. *(short pause)* Since there is no objection, the resolution **is** adopted."

Approval of Property Management Contract - *(If objection to the property management contract is expected, proceed directly to entertaining a motion to approve the contract.)*

"In accordance with Article **, Section ** of the bylaws approval of the property management contract is required by a majority of the owners."

(Use the following if general consent is desired:) "The Board has recommended approval of the property management contract. If there is no objection, the property management contract **will** be approved." *(short pause)*

"Since there is no objection, the property management contract **is** approved."

-OR-

"An objection has been raised. The Chair will entertain a motion to approve the property management contract." *(pause – Make sure the name of the maker of the motion is provided.)* "It is moved and seconded to approve the property management contract. Is there any discussion?" *(Pause and permit discussion. Maker of the motion speaks first.)*

(After discussion is concluded, state:) "The Chair recognizes property management to explain the ballot."

(Perform voting and closing the polls as in the election of directors. Announce results when provided. Make sure you indicate whether the motion was adopted or lost.)

Ratification of Board's Selection of Auditor - "In accordance with Article **, Section ** of the bylaws, Association approval of the Board's selection of _____ as Auditor is required. If there is no objection, the Board's selection of the Auditor **will be** approved." *(short pause)* Since there is no objection, the Board's selection of the Auditor **is** approved."

"Is there any further new business **requiring a motion?**"

K. ANNOUNCEMENTS - if any.

Thank the tellers for taking time away from the meeting to count the ballots.

Remind the board members of the organizational meeting.

L. ADJOURNMENT

"Is there any further business **requiring a motion before the meeting is adjourned?** *(pause)* Since there is no further business requiring a motion, *(short pause)* the meeting is **adjourned.**"

If applicable - state the following:

"Now that the meeting is adjourned those owners who wish to leave may do so. There will be a short owners' forum after a five minute break if there are suggestions to be provided to the new board. Thank you for attending the annual meeting."

M. OWNERS' FORUM (if requested)

"Welcome to the Owners' forum. The Chair will recognize individuals for up to 2 minutes for each speech and will give preference to those individuals who have not had a chance to speak. Are there any items to be presented to the new board?"

Generic Annual Meeting Supplements

These scripts have also been reduced in size for printing purposes. It is recommended that the script be printed in 24 point size for the presiding officer in order to improve ease of readability.

**Handling Motions/Concerns outside scope of
Association's Duties**

If an owner stands and speaks about a matter that is not related to the Association's powers and duties, immediately interrupt the owner...

"Excuse me _____. This meeting is not the place to discuss the topic relating to _____."

"Article __, section __ of our bylaws authorizes the board of directors, not this annual meeting, to deal with that topic. As you know the board meets monthly. Please bring your concerns directly to the board. If your concern **cannot wait** for our next board meeting, we will have an owners' forum **after the end** of this meeting. The new board will be present at that time to listen to your concerns. Thank you." *(Immediately continue the proceedings.)*

Handling Executive Session Issues

Whenever anyone brings up a topic that involves prospective litigation or pending litigation, consider using the following response:

"Excuse me _____. This meeting is not the place to discuss the topic relating to _____."

"The board of directors must act in the best interests of the association. This matter relates to a subject that could end up in court. The board of directors must protect our association. The association members **cannot** and **will not** jeopardize our association by discussing this matter."

(If a board member starts talking:) "The chair will caution the board member to refrain from discussing this matter since any discussion of this subject could jeopardize the association and violate our fiduciary duty as board members."

Chair's Ruling on a Motion

The chair has several responsibilities defined in Robert's Rules of Order Newly Revised (RONR). RONR pages 433-435 state in part,

"It is the duty of the presiding officer of an assembly: 4) 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 in the manner noted below), and to announce the result of each vote (4); or, **if a motion that is not in order is made, to rule it out of order.**" (Emphasis added.)

The chair may be uncertain about whether a motion is out of order. If this occurs, the chair may ask the assembly to decide, in which case the decision is handled similar to the motion to *Appeal*.

A. Member makes the motion and it is seconded

B. Chair's Ruling

"The Chair rules that the motion is out of order because ..." *(Specify clear and simple reasons. The reasons should go in the minutes.)*

*(The Chair's ruling is **not subject** to debate unless it is appealed.)*

(Continue with the business as if the motion was not made unless an appeal of the Chair's ruling is raised.)

Point of Order

A *Point of Order* is an incidental motion that is made when a member:

- (a) perceives that a particular rule is being broken,
- (b) wishes to formally call the chair's attention to the issue, and
- (c) calls upon the chair take appropriate corrective action.

The motion requires no second, can interrupt a speaker if urgent, is not debatable (unless referred to the assembly for decision), and is ruled upon by the chair.

The *Point of Order* must be made at the time that the breach occurs **unless** the breach is of a "continuing nature." (See Robert's Rules of Order Newly Revised, page 244 for more details.)

No vote is taken on the *Point of Order* unless the chair refers the *Point of Order* to the assembly for decision or a followup motion to *Appeal* is made.

The chair may consult knowledgeable individuals for information prior to ruling on the *Point of Order*.

A. Chair agrees with the *Point of Order*

"The Chair rules that the *Point of Order* **is well-taken** because ... "

(Specify clear and simple reasons. The reasons should go in the minutes.)

*(Since the chair agrees with the member making the *Point of Order*, the chair should state the appropriate corrective action. If there is no *Appeal*, perform the appropriate corrective action and continue.)*

B. Chair disagrees with the *Point of Order*

"The Chair rules that the *Point of Order* is **not well-taken** because ... "

(Specify clear and simple reasons. The reasons should go in the minutes.)

*(Since the chair disagrees with the member making the *Point of Order*, the chair should continue as if the *Point of Order* was never made.)*

Appeal

An *Appeal* is an incidental motion that is made when:

- (a) a member wishes to override the chair's ruling by presenting it to the assembly, or
- (b) the chair presents the issue raised by a *Point of Order* to the assembly for decision.

If the basis for the *Appeal* is (a) above then the chair's ruling can originate from a *Point of Order* or an unsolicited ruling, e.g. that a motion is out of order. The *Appeal* will require a second (except in a small board or committee) and can interrupt a speaker if urgent.

The *Appeal* may be debatable (depending upon circumstances) and is voted on by the assembly. The *Appeal* is not debatable if:

- (a) it relates to indecorum or transgression of the rules of speaking,
- (b) the priority of business, or
- (c) it is made while the immediately pending motion is undebatable.

The *Appeal* should be ruled "out of order" when, in the chair's judgment, there cannot be two reasonable opinions. An *Appeal* can not be raised while another *Appeal* is pending.

The *Appeal* should be presented to the members as a question on "whether to sustain the chair's decision." A majority vote **in the negative** is required to reverse the chair's decision.

Rules for Debating the motion to *Appeal*:

- (a) The chair may speak in debate first and last if the *Appeal* is debatable.
- (b) Members may only speak once in debate if the *Appeal* is debatable.
- (c) If the *Appeal* is not debatable then the chair is still permitted to speak once.

A. Member appeals the Chair's decision

Member: "I appeal the decision of the Chair."

Another Member: "I second the appeal."

B. Chair's Response

"It is moved and seconded to appeal the Chair's decision regarding..."

(Chair speaks first regardless of whether appeal is debatable.)

(Members debate only once if the appeal is debatable. Members are not permitted to debate if the appeal is undebatable.)

(Chair speaks last if appeal is debatable.)

C. Members vote on sustaining the Chair's decision

"The question is whether the members will sustain the Chair's decision."

"The Chair will explain the ballot. Please remove ballot # __ from the packet. If you are a proxy holder or have not received your ballot, check with the clerk during the recess."

"If you support the Chair's decision, mark an X in the box labeled "YES/APPROVE."

"If you **do not** support the Chair's decision, mark an X in the box labeled "NO/DISAPPROVE."

"Does anybody need clarification of the ballot?"

"If there is no objection, the meeting **will be recessed** subject to the call of the Chair while the ballots are collected. (*short pause*) Since there is no objection, this meeting **is recessed** subject to the call of the Chair."

D. Chair calls meeting back to order and closes voting

"The meeting will come to order."

After everybody appears to have voted, ask "Have all voted who wish to do so? (pause) If no one else wishes to vote (pause) voting is closed."

E. Chair announces results of voting

"The results of the voting on the Appeal will be read **twice**, once by the teller and once by the Chair. The Chair recognizes the teller to read the results of the voting." (*pause*) *The Chair should re-read all of the results to the members. (Voting results will go in the minutes.)*

Announce whether or not the Chair's decision has been sustained or reversed. Take the appropriate action based upon the assembly's decision.

Debate Time Expired

Whenever a speaker's debate time has expired, consider using the following response:

"Excuse me _____. The two minute debate limit has expired. (*Very short pause*) Is there another member who wishes to speak on this motion?" (*Turn towards another speaker.*)

Debate Without Motion

Whenever a speaker starts a speech with no pending motion, consider the following response:

"Excuse me _____. Is this a motion? (*Obtain a response, usually no.*) Discussion requires that a proper motion be presented. If there is no motion then this issue can be brought up to the board at their regular meeting or an owners' forum after this meeting." (*Continue meeting.*)

Generic Association Meeting Rules

The rules have been reprinted at the actual printing size. They usually fit on one page. Note: Rule number one is not needed with groups that have the RONR requirement in their bylaws.

1. This meeting shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised.
2. Smoking is not permitted in the meeting area.
3. This is a private meeting and attendance is restricted to owners and proxy holders representing owners, staff, and other persons who have been specifically invited by the Board. All others are required to leave.
4. Owners desiring to speak must stand and be recognized by the Chairman. Please state your name **each time** for the official record of the meeting. You must **use the microphone**, if present, so that everybody else can hear.
5. Long and complicated motions must be in writing and delivered to the Chairman, signed by the maker and seconder. This will help avoid confusion and insure that everybody knows the exact wording of the motion.
6. Discussion is normally limited to the motion being considered. Therefore, please don't start a long discussion unless a motion is already pending for consideration.
7. In order to be sure that everybody has a chance to speak, the debate limit is reduced to 2 minutes for each speech. Nominating speeches shall be limited to one speech per nominee or delegate for a maximum of 2 minutes.
8. Ballot voting on any motion (including the election) will remain open for 10 minutes, unless extended by the owners.
9. All remarks are to be directed to the Chairman, not directly to other members. Personal attacks, vulgarity, or offensive language can result in loss of debate privileges.
10. No video-taping or other electronic recording is permitted (except for production of the minutes) during any of the proceedings unless first approved by the Association members at the meeting.