

GOVERNORS CLUB PROPERTY OWNERS ASSOCIATION
ADMINISTRATIVE RESOLUTION NO. 3 (APPROVED)
DATED: 05/15/2012
TITLED: POA BOARD MEETING PROTOCOL

(Supersedes all previously enacted POA policies relating to open and close meetings of the Board)

WHEREAS, Section 1 of the Bylaws of Article IV assigns the Board of Directors (“Board”) duties and responsibility to manage the business and affairs of the Master Association incorporated as the Governors Club Property Owners Association (“GCPOA”), and The Declaration Article 3.4 states that the affairs of the Master Association shall be administered by the Board of Directors and in accordance with the Articles of Incorporation and the Bylaws;

WHEREAS, the Board wishes to establish standards and guiding principles for both volunteer leaders and Board Members for Open and Closed meeting sessions; and

NOW, THEREFORE, the Board has determined that it is in the best interests of the Board and Committee members to conduct Open Session meetings in accordance with the most recent edition of Robert’s Rules of Order newly revised;

At Regular Meetings (open session) of the Board of Directors meeting minutes will be taken to record the GCPOA’s actions, to show why the Board took the action and to preserve the Directors’ voting records. The minutes should reflect all matters brought before the Board of Directors, whether adopted, dismissed without discussion or vote, rejected, deferred, tabled, or simply presented as information. Meeting minutes stand as a record which when approved become “public” record and as such can be viewed by members of the GCPOA. Once approved, the minutes should be signed and dated by the presiding Secretary and placed in the Minutes Book as a permanent record of the GCPOA.

At Executive Session (closed session) of the Board of Directors meeting minutes will not be taken. The reason to convene in Executive Session is for discussion purposes only. A majority vote is required to adopt the motion to convene in Executive Session. The presiding officer should only give the general topic(s) to be discussed. The motion and reason to go into Executive Session are recorded in the Open Session minutes. Legitimate reasons for closing a meeting generally concern issues that—if discussed in public—could violate privacy laws or harm or cause embarrassment to the association or another party. Once the meeting is closed, non-members are asked to leave, but invitees may remain at the discretion of the Board. The presiding officer simply announces that the closed session is ended and reopens the meeting in open session. No contract, motion or other action adopted, passed or agreed to in executive session will become effective unless the Board of Directors reconvenes in open meeting and takes a vote on such action.

Valid reasons for going into closed session include:

- Consulting with the association counsel regarding legal issues;
- Discussing litigation or prospective litigation either by the association or against the association;
- Reviewing personal information that is confidential or should not be generally known, such as delinquencies in homeowner association dues;
- Conferring about contracts or property purchases;
- Reviewing association employees or personnel issues; or
- matters involving violations of the covenants or rules and regulations