

**CHAPTER THREE - Section 03.03  
MEETINGS OF THE BOARD OF DIRECTORS**

Date:	February 20, 1984
Amended:	January 23, 1986
Amended:	October 21, 1987
Amended:	September 21, 1989
Amended:	August 26, 1993
Amended:	September 22, 1994
Amended:	December 1, 1994
Amended:	November 19, 1998
Amended:	March 23, 2000
Amended:	September 27, 2001
Amended:	October 23, 2003
Amended:	August 26, 2004
Amended:	October 28, 2004
Amended:	January 22, 2009

**I. POLICY**

- A. It is the policy of the LMOA Board of Directors to clearly define the role and scope of Board meetings and the standards of communication between the sitting Board and the members of the Association.
- B. Board meetings are solely for the purpose of conducting Association business and affairs. They also set the tone, manner and spirit that will help maintain and foster a credible and positive internal and external view and understanding of the Association, its policies, practices and positions.

**II. APPLICATIONS**

*([Ref:] Refer to the LMOA Articles of Incorporation and Bylaws for further information.)*

- A. Regular Meetings of the Board of Directors: There shall be a regularly scheduled monthly meeting date and time set by the Board.
- B. Special Meetings of the Board of Directors: Special meetings for specified topics may be called by the Board, by the President or by any two or more directors as outlined in the By-Laws.

Working Sessions may be conducted under the conditions which apply to Special Meetings as above and in conformance with the [Ref:] POAA Section 55-510.1. No contract, motion or other action shall take place. Members will be allowed to address the Board on topics on the agenda. Working Sessions may be in the form of roundtable discussions, and the Board may invite members with relevant information regarding specified topics to join in the discussions at the round table.

- C. Executive (Closed) Session: This is a private meeting at which members of the Association are excluded. Attendance at Executive sessions shall be limited to Board members and persons invited by the Board to present testimony or opinion pertinent to matters before the Board. The minutes of such sessions shall disclose all persons who are in attendance. Board members or the General Manager or his staff shall not reveal confidential information originating from Board Executive Session meetings. Such action will make that Board member subject to disciplinary action by the Board.

- D. Annual Meeting of Members: The annual meeting of members shall be held on the last Saturday in June unless the Board of Directors, for a good cause so stated, changes the date of the meeting.
- E. Special Meeting of Members: Special Meetings of Members shall be called in accordance with [Ref:] Section 4.02 of the Bylaws.
- F. Open and Executive Session (Closed) Meetings: All business meetings of Directors at which a quorum of directors is present shall be held in sessions open to the LMOA membership except for executive or closed meetings which may be held only for those purposes and on those conditions set forth in the [Ref:] Articles of Incorporation and the [Ref:] Virginia Property Owners' Association Act.
- G. Format: All meetings shall be conducted based on the general but not necessarily strictly applied principles, rules and practices of Robert's Rules of Order.
- H. Minutes: All Board and Steering Committee meetings shall have properly recorded minutes which shall reflect accurately the action taken at the meeting. The vote of each director on an issue shall be recorded in the minutes of the session at which the vote was taken, with one exception: voting to elect officers of the Association may take place by secret ballot, and the vote of each director on that single issue need not be recorded or reported.
- I. Regular Meetings - Agenda and Board Meeting Packet:
  - 1. An agenda of each regular meeting shall be developed by the Steering Committee and posted on all LMOA community bulletin boards prior to the meeting. Board packets shall contain an agenda with appropriate and relevant information to the agenda. Extra copies of the meeting agenda may be made available at regular meetings for members of the Association.
  - 2. Member Reading Files, containing background information on open session agenda items shall be available for member's review not later than 5PM in the scheduled meeting room on the day of each regular monthly Board meeting.
  - 3. Member Comments: Members may speak during regular monthly Board meetings on any matter related to the Association. Members who wish to speak are asked to register on the member comment registration log prior to the start of the meeting. The log is available in the Administrative Office until 5PM on the day of the meeting and in the meeting room after 5PM. Members may make their comments orally, use charts or provide written handouts; however, electronic presentations are not permitted.
  - 4. Member Reading Files shall be available in the Administration Office, Terrace Room, Crofton Room and Resource Room. Board meeting agendas and packets shall be placed in these files approximately six days prior to the Board meeting.
  - 5. All proposals for amendment to the LMOA Bylaws and/or Policy Manual shall be submitted in the Board Meeting packet to each Director and to each committee. At the same meeting for which the packet is issued, the proposal shall be presented to the Board and membership as a first reading. No action shall be taken at this meeting, and discussion may be limited at the discretion of the President or Chair. At the next regular meeting of the Board of Directors, the proposal shall be considered and acted upon by the Board. All such proposals shall require time for member comment and committee comment prior to any action being taken by the Board of Directors.

Where proposals must be brought before the membership for final approval, this procedure shall apply prior to the Board approving the proposal for inclusion on the

ballot.

- J. Board Action on Proposed Bylaw or Policy Changes: In those instances where the Finance Committee or the General Manager have determined that adoption of a proposed amendment to the Bylaws or Policy Manual will impact a previously approved budget, the motion presented to the Board for adoption shall specify the dollar impact(s) and shall include authorization to revise the effected budget accordingly.
- K. Attendance by Board Members: Board members are requested to notify the President if unable to attend a Board meeting since a quorum is required to conduct Association business.
- L. Recording, broadcasting, or photographing regular meetings: The right of any Association member or other individual to broadcast or photograph a meeting shall be at the sole discretion of the Board. If permission is granted, the individual(s) shall be required to handle the equipment and procedures as inconspicuously as possible and in such manner as not to disturb the proceedings of the meeting. In accordance with [Ref:] POAA 55.510.1.B., any member may make an audio recording of any open session meeting, subject to Board rules to prevent interference with the proceedings.
- M. Conduct of Open Meetings: Regular meetings are open to all categories of members of the Association. Open meetings are to provide an opportunity for members of the Association to listen to the deliberation and action taken by the Board. The President (or chairman) may grant individuals in the audience the right to address the Board during discussions or after completion of the agenda. No individual or group of individuals may willfully interrupt the meeting. The President (or chairman) may order the meeting room cleared of any disruptive individuals and then continue in session.
- N. Time-Length of Regular Meetings:
  - 1. The LMOA Board should meet once per month. The meeting shall begin at the time established in the posted agenda for the meeting; however, an evening session of the Board shall not convene, except in order to hold a properly called executive session, earlier than 7PM.
  - 2. No meeting of the Board shall continue beyond 10:30PM without the simple majority concurrence of the Board members in attendance.
  - 3. Any business that cannot be concluded before the 10:30PM adjournment should either be
    - a. held over until the next regular session of the Board; or
    - b. considered at a special meeting to be called if the item is of sufficient importance in the minds of the members; or
    - c. referred to the Steering Committee for disposition.
- O. Board Meeting Packets - Distribution to the Media  
Editors of the *FLUVANNA REVIEW*, the *LMOA NEWS* (Association's newsletter), and any other generally recognized newspaper serving the Lake Monticello community will be provided copies of the Open Session Board Packets.

### **III. APPLICATION**

All Board members are to act in accordance with this policy and to expect members of the Association to do so.