

*Although we believe the following to be a true and faithful rendering of Policy Resolution No 4 of the Heritage Harbour Community Association, Inc., in the case of any conflict, the copy recorded in the Homeowners Depository of the Circuit Court of Anne Arundel County shall prevail.*

## HERITAGE HARBOUR COMMUNITY ASSOCIATION

### POLICY RESOLUTION NO. 4

#### MEETINGS OF MEMBERS

(Includes Amendment 1)

#### **I. GENERAL**

A. Annual Meetings. The Board of Directors shall call an annual meeting of the members of the Association on the third Wednesday of May each year.

B. Special Meetings. The President of the Association shall call a special meeting of the members:

1. Upon a motion carried at a meeting of the Board of Directors; or
2. Upon a petition, stating the purpose of the meeting, signed by at least twenty percent (20%) of the Class A members.

C. Time and Place. The Board of Directors is responsible for setting the time and place, convenient to the members, for annual and special meetings.

D. Notification. The Secretary of the Association is responsible for notifying each Class A member and Recreational member of annual or special meetings of the membership. Notice of the meeting shall be by mail sent to each member at the address in the Association's records. The notices must be mailed at least ten (10) days but not more than ninety (90) days before the date of the meeting. Notice of the meeting shall contain the following information.

1. The date, time, place and purpose of each meeting.
2. If business is to be transacted requiring a vote by the membership, the notice shall contain a description of the issue to be decided, including the recommendation of the Board of Directors, instructions for the appointment of a proxy, and provisions of the By-Laws related to voter eligibility.

E. Conduct of Meetings.

1. The President or, in his/her absence, the Vice President of the Association, or such other person designated by the President, will chair meetings of members.

2. The Secretary of the Association is responsible for determining the presence of a quorum, when required.
3. Robert's Rules of Order, The Standard Guide to Parliamentary Procedure, will generally apply. The Chair may appoint a Parliamentarian as an advisor on points of order; however, the ruling of the Chair will be final.
4. The following procedures shall apply to questions and statements by members.
  - a. Members may ask questions and make statements on any matter at the time designated on the agenda.
  - b. When recognized by the Chair, a member will state his/her name and address. He/she should address only the Chair.
  - c. A member may ask only one question until all others have had an opportunity to ask questions. The Chair may ask others to respond.
  - d. Each oral statement will be limited to three minutes. If a member wishes to submit a written statement for the record, he/she must provide the Secretary with a copy of the statement prior to the opening of the meeting.

F. Quorum. A quorum, as defined in the By-Laws, must be present for the consideration of any business on the agenda requiring a vote by the members. If a quorum is not present, the Board of Directors may take either of the following actions to obtain a vote by the membership.

1. Call a subsequent meeting in order to obtain a quorum. Notification for any subsequent meeting shall be in accordance with Section I.D. above.
2. Hold a referendum on the issue(s) requiring a vote. Ballots shall be mailed to each member eligible to vote on the issue(s) at his/her address as it appears on the membership records of the Association at least thirty (30) days prior to the deadline for casting of ballots.

## **II. ANNUAL MEETINGS**

A. The following items shall be included on the agenda for each annual meeting.

1. Report of the Secretary. The Secretary of the Association shall hand up a report on the following.
  - a. A statement of compliance with the provisions of the By-Laws related to calling and notification of the meeting; and

b. If there is business on the agenda which requires a vote by the members, the Secretary shall ascertain the presence of members holding proxies, report the number of members present in person or by proxy, and whether there is a quorum present.

2. Disposal of Minutes. Minutes of the previous annual meeting and any subsequent special meetings will be made available to the members at least one week prior to the meeting. These minutes will also be distributed to all members present. The Chair may waive the reading of the minutes.

3. Report of the President. The President of the Association or a designated representative shall hand up a report on the status of the Association to include significant achievements and problems and plans for coming year.

4. Report of the Treasurer. The Treasurer of the Association or a designated representative shall hand up a report of the financial condition of the Association and a summary of the most recent audit of the Association's records.

5. Report of the Management Agent. A representative of the Management Agent shall hand up a report of significant activities of the Management Agent since the last annual meeting and activities planned for the current year.

6. Business. Business subject to consideration at the annual meeting will be limited to issues which, in accordance with the Declaration or the By-Laws, require a vote by the membership of the Association or other business which the Board of Directors has placed on the agenda for a vote. Because of the need to provide advance information to members on issues requiring a vote and to allow members to make proxy appointments, no new business other than items on the agenda may be introduced during the meeting.

7. Voting. If a vote is taken, The Chair will state the voting requirements of the By-Laws, and will instruct the members on balloting procedures, whether by written ballot, voice vote or show of hands. The Secretary will report the vote of members present and the vote of all proxies. The Chair will state for the record whether the motion carried or failed.

8. Floor Open for Statements and Questions. Association members may comment on any matter related to the Association during the meeting, subject to the procedures in Section I.E.4 of this Resolution. The President may set a limit on the period for statements and questions.

B. Quorum. A quorum is not required to conduct an annual meeting unless there is business on the agenda which will be voted on by the membership.

### **III. SPECIAL MEETINGS**

A. Special meetings may be called to obtain a vote by the membership or to provide an open forum for discussion of current issues. The following items shall be included on the agenda for special meetings at which a vote is taken.

1. Report of the Secretary. The Secretary of the Association shall hand up a report on the following.

a. A statement of compliance with the provisions of the By-Laws related to the calling and notification of the meeting; and

b. The Secretary shall ascertain the presence of members holding proxies, report the number of members present in person or by proxy, and whether there is a quorum present.

2. Statement by the Chair. If a quorum is present, the Chair will state the business to be considered at the meeting and any special procedures for the conduct of the meeting. If a quorum is not present, the Chair may ask for a motion to hold a second meeting at a later date.

3. Business. The Chair will introduce each motion included on the agenda and, if seconded, may ask the initiator of the motion to make a statement concerning the motion. Members will be given an opportunity to speak to the motion under consideration. No business, other than that for which the meeting was called, may be considered.

4. Voting. The Chair will state the voting requirements of the By-Laws, and will instruct the members on balloting procedures, whether by written ballot, voice vote or show of hands. The Secretary will report the vote of members present and the vote of all proxies. The Chair will state for the record whether the motion carried or failed.

B. Quorum. A quorum is not required to conduct a special meeting unless there is business on the agenda which will be voted on by the membership.