

Board of Directors - Guidelines for Meetings (Procedures based on organizational bylaws)

To the extent that the organization is subject to the State of _____ open meetings law, the organization will follow all provisions of that law regarding closed meetings, executive session, notification, agenda posting, agenda content and all other meeting elements.

Conduct of meetings

So meetings may be conducted in the most orderly manner, discussion of agenda items will be limited to communications among board members, between the board and staff, and among the board, staff and those the board and staff request to make presentations.

Board calendar

A calendar of agenda items will be established by the Board of Directors annually before the beginning of the board year. The calendar will list agenda items that regularly require board action during specific time frames each year, such as approval of the budget, renewal of contracts, evaluation of staff, board development and other standard annual events. At its organizational meeting each year, the board will determine the regular meeting dates, time and place for the next year.

Regular meetings

Regular meetings of the board will be held at least quarterly. So that board members can schedule for the meetings well in advance, the specific dates will be established for the full year at the board's organizational meeting each year. The board will make every effort to maintain those dates as board meeting dates.

Special meetings

Special meetings of the board should be called only rarely when the business to be addressed cannot wait until the next regularly scheduled meeting. A special meeting of the board may be called by the president of the board or one quarter of the board members. A call for a special meeting will state the business to be addressed by the board at the special meeting. Every member of the board must be notified of the special meeting at least twenty-four hours prior to the established meeting time.

Absence from meetings

A board member who is absent from three consecutive regular board meetings or five regularly scheduled board meetings in the preceding twelve months period shall be deemed to have resigned the position. Such person will be notified by certified mail. The vacancy will be filled by the board within 60 days of the declaration of vacancy.

Open board meetings

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It is the policy of the Board of Directors to hold open board meetings using the following guidelines:

- Notice of meetings will be given to the local news media
- Agendas will be provided to guests at the beginning of the meeting
- Guests may comment to the board only at the designated "Open Forum" section on the agenda or when the board requests public comment
- When dealing with confidential matters the board may elect to go into closed session
- Board committee meetings are not generally open to non-board members or designated staff except at the invitation of the committee

Closed meetings

All regular meetings of the board will be open to (members, public) except as specified below. The board will close its meetings only when:

- Discussion by the board could harm the reputation and character of any person
- Information discussed by the board could have an adverse legal impact on the organization's legal position if the information were public knowledge the
- Information discussed by the board could have an adverse financial impact on the organization if the information were public knowledge on

To close a meeting, a motion must be made and approved by a majority of the board stating the specific reasons for closing the meeting. Business conducted in the closed session must pertain directly to the stated purpose for closing the meeting.

Staff attendance at board meetings

Since it is the policy of the Board of Directors to hold staff accountable for all management decisions, it is left to the staff to invite any support personnel to the board meeting that staff needs as resource for issues the board will consider during the meeting.

Meeting agenda packet

All matters to be considered by the Board of Directors at a meeting will be included on the agenda and in the board packets delivered to board members at least one week prior to the meeting. These "packets" or information may be delivered by a postal service, by electronic mail or posted on the website. The board may vote to waive this requirement to discuss only items on the published agenda by a majority vote of the board.

Meeting agendas will be developed by the President and approved by the board prior to distribution.

Meetings 3

All board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.

The agenda may be amended after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for board information, and only by consensus of a majority of the board members. A board member or staff may request changes to the agenda during the item on the agenda that asks the board to approve the agenda.

The Board of Directors meeting agenda will approximate the following outline:

- Call to order by the board chairperson or other presiding officer and determination of a quorum
- Approval of agenda
- Consideration, correction and approval of minutes of the previous meeting
- Public forum or member forum
- Consideration and acceptance of the financial report
- Standing committee reports and recommendations for board action
- Special committee/task force reports and recommendation for board action
- Unfinished business
- New business
- Adjournment

Meetings by conference call

It is not the practice of Board to hold meetings by conference telephone calls. However, emergency situations may dictate that some board members cannot attend the meeting in person, but may attend via telephone conference call. In those cases, any or all of the board members may participate in the meeting by conference telephone.

All board meetings in which one or more of the board members are participating by telephone will be conducted under the following rules:

- All board members participating in the meeting must be able to hear each other
- All rules for calling meetings and notification of board members as spelled out in other sections of this policy manual will apply
- All rules for conduct of meetings, including role call and quorum, will be followed
- Minutes of the meeting will be kept. Minutes will be reviewed and adopted by the board at the next regularly scheduled board meeting

Quorum

Meetings 4

A majority of all currently elected members of the Board of Directors will constitute a quorum for the purpose of conducting official board business.

Voting

All members of the Board of Directors who are present when a question is put will vote upon the question unless excused by the other members present or unless disqualified by conflict of interests. Results of the vote will be recorded.

Voting on all motions will be by voice unless requested otherwise by a member of the board, at the direction of the president, or required by these policies.

All voting by which funds are appropriated must be by roll call and the results will be recorded by names of board members.

A board member who is present at a meeting of the Board at which action is taken on any corporate matter, will be presumed to have concurred in the action taken unless the dissent of the board member is entered in the minutes of the meeting. Such dissent will be indicated by a simple "no" vote on the action.

A board member who is absent from a meeting of the board at which action is taken will be presumed to have concurred in the action unless the trustee will file a written dissent with the secretary of the board within a reasonable time after learning of the action.

Disqualification for voting

No member of the Board of Directors may vote on any matter in which the board member has a direct or indirect financial interest .

No member of the board nor any employee of the organization will have proprietary business dealings with the rganization which directly or indirectly results in gain or profit to such board member or employee unless he/she first files a sworn statement with the president of the board of the intent to have such business dealings, and states therein the nature, type, and extent of the transaction and interest of the board member. Remaining board members must, by majority vote, give approval.

Minutes of the board meeting

Records of all actions of the board will be set forth in the minutes of the meeting. Minutes will be kept on file as the official record of the Board of Directors.

Minutes of the meeting are a record of the actions of the board, not a record of discussion. Minutes of Board of Directors meetings will include:

- The date, time and place the meeting was called to order
- The type of meeting--regular, special or continued
- The name of the presiding officer

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- A statement that a quorum was or was not present
- The names of those board members present and the names of those board members absent from the meeting
- The exact wording of all motions, whether passed or failed
- Disposition of each motion made--passed or failed. (If the vote is by roll call, each board member's vote will be recorded by name. When a ballot vote is taken, the number voting for and the number voting against will be recorded. No views, protests or explanations from board members about the vote will be recorded in the minutes unless the full board votes to allow such entries.)
- Notation of each committee report
- Notation that financial reports were examined by the board
- Notation of time of adjournment of the meeting

Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

Public Forum Policy For the Board And Request To Be Heard

The Board welcomes you to this meeting. We conduct our meetings in strict compliance with the state open meetings law. That law requires that our board meetings be open for public observation, but it does not require that the public be allowed to participate in the meetings.

However, we value the ideas and insights of others. Therefore, it is the policy of this board to allow 15 minutes of each meeting for a forum. If you wish to speak to this board during the "forum" section of our agenda, please complete the form on the bottom of this paper and hand it to one of the board members before the meeting. Only persons who have completed the form and given it to a board member prior to the convening of the meeting will be allowed to speak.

When the board reaches the "forum" section of the agenda, the board chairperson will divide the 15-minute segment by the number of persons who have requested to speak to the board to determine the amount of time allocated to each person. The board chairperson will then call on those people one at a time to stand and address the board for no more than the allocated time.

Do not expect the board to respond at this meeting to your questions or requests for information or requests for action. The board will note your request and respond at a later appropriate time after board members have an opportunity to deliberate about the request.

At other times during this meeting, board members may wish to ask for information from persons in the audience, but please refrain from comment unless the board asks you to comment. Board members are always anxious to hear from constituents outside the meeting, but our meeting agenda is usually full and does not allow us time for a continuous open forum. Thanks for helping us conduct an open and orderly meeting.



Request to speak to the IYSA Board during the forum

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This form must be completed and handed to a board member before the meeting if you wish to speak to the Board during the "forum" section of the meeting agenda. The forum will be conducted according to the format explained above.

Your name: _____

Group/Organization your represent, if any: _____

Subject about which you will speak: _____

Public forum

Each meeting agenda, except special meetings of the board, will include an item that is allocated no more than 15 minutes and labeled "Persons to be Heard." All persons, other than board members, wishing to speak during the forum will, prior to the meeting, complete a written form, like the one shown below, listing the speaker's name, issue to be addressed and name of organization represented. The form will be handed to the board chairperson. Procedures for the forum will follow the outline on the form below.

Electronic recording of meetings

To ensure free discussion and debate at meetings of the board, no electronic recording devices may be used.

Parliamentary authority

Meetings of the Board will be governed by the parliamentary rules as outlined in Robert's Rules of Order Newly Revised in all cases where current bylaws and current board policies do not apply.