

**ARROWCREEK HOA  
BOARD OF DIRECTOR'S RESOLUTION**

**PERTAINING TO PARLIAMENTARY PROCEDURES**

**AUTHORITY AND PURPOSE FOR THE RESOLUTION:**

**WHEREAS**, the ArrowCreek HOA is a Nevada Corporation duly organized and existing under the laws of the State of Nevada; and Bylaws Article III, Section 3.01(b) , gives the Board the power to make rules and regulations; and

**WHEREAS**, NRS 116 has specific provisions regarding the Board of Directors responsibility to detail in their Bylaws how meetings will be conducted; and

**WHEREAS**, NRS 116 states that the most current version of Robert's Rules of Order or a resolution regarding procedural rules for conducting a meeting, as adopted by the Board of Directors by Resolution will be used to conduct all Board and Member's meetings, and

**WHEREAS**, Robert's Rules allows the body itself to make rules on how their meetings will be conducted; and

**WHEREAS**, the ArrowCreek HOA Board of Directors feel it is important that a consistent standard is set for running the business meetings and affairs of the community to facilitate orderly and effective meetings.

**NOW THEREFORE, BE IT RESOLVED:**

All meetings will be conducted using the following format until otherwise changed by a majority vote of the members of the Board of Directors and memorialized and adopted in a formal resolution.

- 1) Owner comments will be taken at the beginning of each Board of Director's meeting as required by NRS 116 and no owner will speak for more than 3 minutes and no individual person may exceed the 3 minute limit. No owner is allowed to surrender his or her 3 minute time for another owner to use that time. Comments at the beginning shall be limited to agenda items only. Another comment period will be held at the end of the meeting which may pertain to any item, subject to the restrictions mentioned above. At the meeting of the member's owners comments will be shown on the agenda of the meeting and taken at that time or any other time appropriate for those comments as determined by the Chairperson.
- 2) Owners making comments or otherwise disrupting the meeting after the owners comment period, unless specifically requested by the Chairperson, will receive a verbal warning. A second incident will result in the member being asked to leave the meeting.
- 3) Before any action is taken on any item, a motion must be made. If at a Director's meeting, a Board Member must make the motion, but at a Member's meeting any owner may make a motion from the floor as long as the item was properly noticed on the members meeting agenda and distributed in accordance with NRS 116 laws.
- 4) Before any motion is made, unless an emergency as defined in NRS 116, the action for consideration must have been properly placed and noticed on the agenda of the meeting the action is being requested. The agenda must be prepared and distributed according to current NRS 116 requirements.
- 5) Each agenda will state that action may be taken on any item and each item will be specific enough to allow owners to know what action may be taken at any meeting.

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- 6) At a Board meeting, a Board member wishing to make a motion must be recognized by the Chairperson. The Chairperson for the Association will be the President unless otherwise determined in his or her absence. If the President is not available, the officers will chair in the following order: Vice President, Treasurer and then the Secretary. If none of the officers are available, the meeting will be adjourned and all action will be delayed until the next meeting unless a quorum has been established and the business is of an emergency nature.
- 7) At a member's meeting the Chairperson may be determined by the Board or the members through a majority vote should the meeting be of the nature requiring owners other than the Board to conduct the meeting.
- 8) All motions must be seconded before any discussion shall be held on any item. If the second is not received, the item will be immediately postponed until a later date.
- 9) Any discussion will follow the second, but is limited to each director addressing each motion one time.
- 10) A majority of the members of the Board present is required to pass any motion.
- 11) If the motion is tabled instead of postponed, a second must be received and the item may be addressed later in the meeting. There can be no discussion, just a vote.
- 12) A motion is required to resurrect an item that was placed on the table. The motion cannot be amended.
- 13) If the original motion is changed, the original person making the motion must approve of the amendment before a second is received and further discussion proceeds.
- 14) All motions made during a Board or Members meeting shall be recorded in the minutes according to current Nevada law.
- 15) If a majority of the Directors vote to amend a motion, a vote must be taken on the amendment before the original motion is voted upon.
- 16) The President can make motions and may vote as he or she is a Director first and an Officer of the Board second. In serving as an officer, the President does not give up his voting rights as a Director.
- 17) Abstentions are counted as absence and a majority of the votes cast decide the issue. Board Members will not abstain simply because they don't want to voice their opinions in front of the owners, but rather to state that they have a conflict of interest or were not at the last meeting, etc. As the Board packages are distributed approximately 5 days before all Board meetings, not reading the material is not a valid reason to abstain unless on vacation, out of town or did not receive the package.
- 18) The minutes of any Board meeting will reflect how each Board Member voted as required by current NRS 116 provisions.
- 19) A motion is needed to adjourn the meetings. It requires a second and cannot be amended.

This resolution is adopted in resolution format at the November 1, 2011, Board of Directors Meeting.

BY: \_\_\_\_\_

Rich Kenny President

ATTESTED: \_\_\_\_\_

Michael Henry, Secretary

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March 3, 2015

**Board of Directors**  
**ArrowCreek Homeowners' Association**  
c/o Associa Sierra North  
Attn: Jeanne Tarantino  
10509 Professional Circle, Suite 200  
Reno, Nevada 89521

*Sent Via U.S. Mail and e-mail*

**RE: Opinion Regarding Rules of Order**

Dear Directors:

You have requested our opinion regarding whether the parliamentary procedure adopted by the Arrowcreek Homeowners' Association ("ACHOA") is appropriate under Nevada law.

**Applicable Law**

NRS 116.3109(4) provides that "Meetings of the association must be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised, **unless the bylaws or a resolution of the executive board adopted before the meeting provide otherwise.**" Emphasis added.

An association "[s]hall adopt and, except as otherwise provided in the bylaws, may amend bylaws and **may adopt and amend rules and regulations.**" See NRS 116.3102(1)(a) (emphasis added).

NRS 116.3106(2) unequivocally further provides that "the bylaws may provide for any other necessary or appropriate matters, including, without limitation, **matters that could be adopted as rules.**" Emphasis added.

Regarding rules that an Association may adopt, NRS 116.31065 governs and provides that the rules adopted by an association:

1. Must be reasonably related to the purpose for which they are adopted.
2. Must be sufficiently explicit in their prohibition, direction or limitation to inform a person of any action or omission required for compliance.
3. Must not be adopted to evade any obligation of the association.



4. Must be consistent with the governing documents of the association and must not arbitrarily restrict conduct or require the construction of any capital improvement by a unit's owner that is not required by the governing documents of the association.
5. Must be uniformly enforced under the same or similar circumstances against all units' owners. Any rule that is not so uniformly enforced may not be enforced against any unit's owner.
6. May be enforced by the association through the imposition of a fine only if the association complies with the requirements set forth in NRS 116.31031.

See NRS 116.31065.

Page 486 of *Roberts Rules of Order Newly Revised*, which is the latest edition of such Rules, and the one specified in Nevada State law as the one to use if no Parliamentary procedure rule has been implemented, under Conduct of Business in Boards, states:

**The executive board of an organized society operates under the society's bylaws...Such a board may adopt its own special rules of order...A board that is not a part of a society can adopt its' own rules provided they do not conflict with anything in the legal instrument under which the board is constituted.**

See enclosed.

Section 2.05 of the Bylaws for ACHOA provides that “[t]he President or other officer of the corporation shall preside as chairman at all meetings of the members. The chairman shall conduct each such meeting in a businesslike and fair manner, **but shall not be obligated to follow any technical, formal or parliamentary rules or principles of procedure.**”



**Questions Presented**

- 1. Whether the parliamentary procedure adopted by ACHOA is appropriate under Nevada law.**

Based upon the foregoing, there is ample authority under Nevada law, under both Chapter 116 and Roberts Rules of Order, that allow the ACHOA to adopt its own parliamentary procedure. That is, both Roberts Rules of Order and NRS 116.3109(4) unequivocally allow an Association to adopt its own rules of order. Other provisions of Chapter 116 as iterated above echo Section 2.05 of the Bylaws for ACHOA and delineate that the Association may adopt its own parliamentary procedure, which the ACHOA has done, and which comply with Nevada law. Accordingly, the parliamentary procedure adopted by ACHOA is appropriate and compliant with Nevada law.

As always, please do not hesitate to contact us if you have any questions.

Respectfully,

**MADDOX, SEGERBLOM, AND CANEPA, LLP**



Eva G. Segerblom

1 committees report on the fulfillment of their assigned responsibilities. In such cases the committees are genuinely subordinate to the board and must ordinarily report back to it for authority to act (in contrast to an executive committee, which  
5 usually has power to act as the board, and in contrast to standing committees of the *society*, which are not subordinate to the board unless made so by a provision in the bylaws. Any board can appoint committees of the kind just described without authorization in the bylaws.

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### Conduct of Business in Boards

GENERAL PROCEDURE. The executive board of an organized society operates under the society's bylaws, the  
15 society's parliamentary authority, and any special rules of order or standing rules of the society which may be applicable to it. Such a board may adopt its own special rules of order or standing rules only to the extent that such rules do not conflict with any of the rules of the society listed above. It may  
20 protect itself against breaches of order by its members during board meetings, and against annoyance by nonmembers, by employing the procedures outlined on pages 645–49, but the maximum penalty which may be imposed upon a disorderly member of the board is that he be required to leave the meeting  
25 room during the remainder of the meeting. A board that is not a part of a society can adopt its own rules, provided that they do not conflict with anything in the legal instrument under which the board is constituted.

Under the general parliamentary law, business is transacted in large boards according to the same rules of procedure as in other deliberative assemblies. In smaller boards, these  
30 rules apply as far as practicable, with the exceptions noted below. In any case, a board can transact business only in a regular or properly called meeting of which every board member has been notified—or at an adjournment of one of these

meetings (pp. 93–94)—and at which a quorum (a majority of the total membership unless otherwise specified in the bylaws or established by the constituting power) is present. (See also *Electronic Meetings*, pp. 97–99.) The personal approval of a proposed action obtained separately by telephone, by  
5 individual interviews, or in writing, even from every member of the board, is not the approval of the board, since the members lacked the opportunity to mutually debate and decide the matter as a deliberative body. If action is taken on such a basis, it must be ratified (pp. 124–25) at a regular or properly  
10 called board meeting in order to become an official act of the board.

A record of the board's proceedings should be kept by the secretary, just as in any other assembly; these minutes are accessible only to the members of the board unless the board  
15 grants permission to a member of the society to inspect them, or unless the society by a two-thirds vote (or the vote of a majority of the total membership, or a majority vote if previous notice is given) orders the board's minutes to be produced and read to the society's assembly.

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At regular board meetings the executive committee, if there is one, should be required to make a report of its activities since the last board meeting. No action need be taken on this report, which is generally intended as information only.

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PROCEDURE IN SMALL BOARDS. In a board meeting where there are not more than about a dozen members present, some of the formality that is necessary in a large assembly would hinder business. The rules governing such  
30 meetings are different from the rules that hold in other assemblies, in the following respects:

- Members may raise a hand instead of standing when seeking to obtain the floor, and may remain seated while making motions or speaking.

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