

RESOLUTION B-03

MEETINGS OF ASSOCIATION MEMBERS

1. **Purpose.** This Resolution supplements Robert's Rules of Order for the conduct of the meetings of the members of the Ocean Pines Association, Inc.
2. **Authority.** Section 4.06 of the By-laws of the Association Pines Association, Inc. provides for the use of Robert's Rules of Order to regulate and govern the conduct of Association members and provides that the Board of Directors may adopt Resolutions for the conduct of meetings.
3. **Meetings of the Members.** Section 4.02 of the By-laws provides that the annual meeting of the members of the Association for the validation of the results of an election of Directors and for the transaction of such other business as may properly come before the meeting shall be held on the second Saturday of August of each year. Section 4.03 of the By-Laws provides for special meetings. Meetings of the Association may be held as Virtual Meeting or a hybrid of a Virtual Meeting and in-person meeting as directed by the Association's President.
 - a. **Virtual Meeting Requirements.** To hold a Virtual Meeting or a hybrid meeting the following requirements must be met:
 - i. The equipment or system must permit any Member, Board Member or Committee Member in attendance to hear and be heard by all others participating in the meeting.
 - ii. The General Manager shall report to the Board not less than 30 days prior to the annual meeting that the equipment or system is able to ensure that only qualified members of Ocean Pines may be counted toward a quorum, to vote and to fully participate in the meeting.
 - iii. A link or instructions on how to access the Virtual Meeting shall be included in the notice of the meeting.
 - b. Any Member attending a Virtual Meeting shall be deemed present for quorum, voting purposes and full participation, as applicable in the particular meeting.
 - c. The inability of a Member to join a meeting due to technical difficulties with the Member's telephone, computer or other electronic device does not invalidate the meeting or any action taken at the meeting.
 - d. **Voting at Member Virtual Meetings.**
 - i. Any matter requiring a vote of the Association (Members) at the meeting, may be set by the President for a vote at the Virtual Meeting of the Members and a ballot may be delivered to Members with notice of the meeting.
 - ii. Only those Members present at the Virtual Meeting shall be authorized to vote a ballot in accordance with the subsection and Section 11B-113.b(c)(1)(i) of the Act and only is to be ballot voting at the Virtual Meeting.
 - iii. Members who are not present at the meeting may:

1. Vote by electronic transmission or
 2. Vote by proxy in accordance with the requirements of the Bylaws and Act; and be considered present for quorum purposes through their proxy.
 - iv. The President may set a reasonable deadline for return of a ballot to the Association, including return by electronic transmission, but the deadline for return of the ballot shall be not later than 24 hours after the conclusion of the meeting.
4. **The Presiding Officer.** The Presiding Officer shall be the President of the Association. In the event the President is unavailable or unwilling to serve or discharge these duties, the Vice President or a Director selected by a majority of the remaining Directors shall act as chairperson. The Presiding Officer shall:
- a. take the chair at every meeting of the members at the appointed time and call the meeting to order;
 - b. appoint a qualified person to act as recorder under the direction of the Secretary, appoint a qualified person to act as parliamentarian, and appoint a qualified person to act as timekeeper;
 - c. preserve order and decorum and, in case of disturbance or disorderly conduct, take such action as is necessary to restore order;
 - d. determine the method of voting to be used, in accordance with Section 3.05 of the By-laws; and
 - e. decide points of order. The Presiding Officer may consult the parliamentarian but all points of order shall be decided by the Presiding Officer.
5. **General Rules.**
- a. **Point of Order.** The Presiding Officer's decision on a point of order shall be final unless overruled by a majority vote of the voting members present in person.
 - b. **Determination of a Quorum.** The acceptance of the presence of a quorum of voting members either in person or by proxy shall be determined by a report from the Elections Committee.
 - c. **Decorum and Debate.**
 - 1) **Eligibility.** Association members or their agents shall be permitted the use and privilege of the floor. All others must be recognized by the Presiding Officer or obtain permission by a majority vote of the members present in person.
 - 2) **Procedure.** A member or member's agent desiring to address the meeting or make any motion shall rise and, on being recognized, proceed to the podium or a microphone and give his or her name and address. Agents shall identify themselves and state the name and address of the member they represent. Comments shall be delivered courteously. Negative personal comments about or directed to another person shall be ruled out of order.
 - 3) **Time limits.** Unless otherwise agreed to by the members present, no member may speak longer than five (5) minutes at a time or more than twice on the same question. No member may speak a second time on the same question as long as another member who has not spoken desires the floor, unless he be the mover,

proposer or introducer of the matter pending, in which case he shall be permitted to speak in reply to all questions directed through the Presiding Officer.

- 4) **Voting.** Voting on substantive issues shall be by proxy and by use of voting cards. Proxy voting shall be cast at the direction of the Presiding Officer but only on those issues qualifying under and in accordance with the provisions of the By-laws.

d. **Motions.** The following rules apply to all substantive motions.

- 1) **Writing.** Every substantive motion shall be reduced to writing and shall be entered in the minutes with the name of the member making it.
- 2) **Reading and Seconding.** When a motion has been made, the Presiding Officer shall cause it to be read aloud before being debated. A motion shall require a second before it is debated, and if the motion receives no second, the motion fails.
- 3) **Amendments.** No motion on a subject different from that under consideration shall be admitted as an amendment. When a motion is under consideration, a motion to amend and a motion to amend that amendment shall be in order. It shall also be in order to offer a further amendment by the way of substitute, to which one amendment may be offered.
- 4) **Calling the Question.** When it appears no additional comments on an issue are forthcoming, the Presiding Officer shall call the question. In addition, there may be a motion to vote on the previous question, which, being ordered by a two-thirds (2/3) affirmative vote of the members voting in person, shall terminate all debate and bring the body to direct vote upon the immediate question or questions on which it has been asked and ordered. All incidental questions of order arising after a motion is made for the previous question, and pending such motion, shall be decided, whether on appeal or otherwise, without debate.

6. **Order of Business.**

a. **For the Annual Meeting of the Members**

Call to order at the appointed time

Appointments

Recorder

Parliamentarian

Timekeeper

Others

Ascertainment of Quorum

Approval of Agenda

Approval of Minutes

Reports

Pending Business

Election Committee Report

Public Comments

Adjournment

b. For a Special Meeting of the Members

Call to order at the appointed time

Appointments

Recorder

Parliamentarian

Timekeeper

Others

Ascertainment of Quorum

Comments by the Presiding Officer

Introduction and discussion of items(s) contained in the call of the meeting.

Public Comments

Adjournment

7. Effective Date: July 15, 2023

Adopted by the Board of Directors on July 15, 2023

[Signature] President . Attest [Signature] Secretary

Review History:

General Manager: [Signature] Date: _____

Legal: _____ Date: _____

By-laws and Resolutions Advisory Committee: [Signature] 10/13/23