

**HIGHLAND HILLS MAINTENANCE COMMISSION
Board of Trustees**

BOARD POLICY No: 1-3A

Dated: 6 Sep 2000

Last Revised: 19 Nov 2006

**TITLE: GENERAL ADMINISTRATION: RULES GOVERNING THE ANNUAL
GENERAL MEETING AND SPECIAL MEMBERSHIP MEETINGS**

PRIMARY RESPONSIBILITY: Presiding Officer of the Board of Trustees, HHMC

RELATED DOCUMENTS:

- 1) By-laws, Article IV, Sections 4E & F
- 2) Policy 1-3
- 3) RCW 9.73.030

PURPOSE:

Annual General Meeting: Conduct elections, ratify budget, officer and committee reports to the membership, other business as may properly be brought before the meeting.

Special Membership Meetings: Provide a forum for the business that was stated in the meeting notice. No other business may be conducted.

AGENDA PREPARATION:

Order of business: The order of business at the Annual General Meeting of the membership should as, far as practical, be as follows. The order of business at Special Membership meeting will follow the same outline as the Annual Meeting but will be limited to those agenda items followed by the letters SM.

- A. Certification of Proxies (SM)
- B. Verification that a quorum is present in person or by proxy (SM)
- C. Proof of notice to membership or waiver of notice (SM)
- D. Reading and or disposition of minutes for previous special/annual meeting
- E. Reports by officers of the BOT
- F. Reports by major committee chairs

- G. Results of the proxy/ballot count on the budget and other ballot issues
- H. Announcement of the results for the election of trustees
- I. Unfinished business (SM)
- J. New business (SM)
- K. Adjournment (SM)

Adjournment: Any meeting of the Commission may be adjourned from time to time to such place and time as may be determined by a majority vote of the members present, whether a quorum be present or not, without notice other than announcement at the meeting. At any adjournment meeting at which a quorum is present, any business may be transacted which might have been transacted by a quorum at the meeting as originally called.

General Theme of the Annual General Meeting: An Opportunity for the Board and its officers and committee chairpersons to outline the events and accomplishments of the previous year and to describe the vision for the coming year. Under the new business section members may express their wishes and concerns as to what they would like the Board to investigate/study in the future.

ELECTRONIC OR STENOGRAPHIC RECORDINGS:

To protect the privacy of HHMC's internal affairs and HHMC's proprietary interest in the information generated in the course of those affairs, and to promote free discourse at meetings of the Commission: With the exception of the Secretary (or Secretary pro tempore for a particular meeting of the Commission), and except as the Board may otherwise approve, no member, agent of a member, or other third party may hereafter make or cause to be made, or hereafter use or caused to be used (whenever made), any electronic or stenographic recording of a meeting of the Commission or any portion thereof. A "stenographic" recording is one written in shorthand or taken as verbatim dictation, whether manually or using a machine; it does not include longhand notes. Violation of the foregoing record-making provision will subject the violator (and, if the violator is an agent and his or her principal is also present, his or her principal) to expulsion from the meeting of the Commission and to penalty under Board Policy 1-4. Violation of the foregoing record-using provision will, in addition to all available legal remedies for enforcement, including without limitation injunctive relief, cause the violator (or, if the violator is an agent, his or her principal) to be subject to penalty under Board Policy 1-4. Electronic or stenographic recordings made by or for the Secretary (or Secretary pro tempore for a particular meeting of the Commission) shall be destroyed, erased or copied over once the minutes of such meeting have been approved by the members.

BASIC RULES OF ORDER:

1. Speak only when recognized by the chair – raise your hand to be noticed, do not speak until requested to do so by the chair.
2. Address all questions and comments to the chair, all members speaking at HHMC meetings should address their comments directly to the chair and not to each other.
3. Speak one at a time to a subject – Follow-up comment by the same individual during a discussion session should be limited to clarification of the original comment.
4. Speakers may not speak again after follow-up comment (See Section 3 above) until all others who wish to do so have spoken.
5. The chair may limit the time allotted to any discussion as deemed appropriate.

FORMAL VOTES:

In addition to any other provisions applicable under law, the Articles of Incorporation, the By-Laws or other Board Policies, the following provisions shall apply to formal votes (i.e., votes other than straw votes):

Voting by Ballot

The vote on any issue submitted to the members shall be by ballot.

Ballot Request Requirement

In order for a member or members to obtain a ballot to directly cast the vote for a property, and in order for a proxy to obtain a ballot to cast the vote(s) of one or more members, the person(s) seeking to obtain the ballot must sign a ballot request form provided by the Board of Trustees.

Signature Requirement

In the interest of certainty, it is important that the member(s) who sign an appointment of a proxy to cast the vote for a property, or who sign a revocation of such an appointment, or who request a ballot to cast the vote directly for a property, sign legibly and exactly as the name(s) of such member(s) appear in the title records for the property, as determined from a file maintained by or for the Treasurer of the Commission.

In the interest of certainty, it is important that any proxy who signs a ballot request signs legibly and exactly as his or her name is set forth in his or her appointment.

A proxy appointment, revocation of appointment or ballot request not signed as described above shall be invalid unless it is determined that the signature(s) on it correspond(s) to the relevant name(s). The determination whether or not a signature corresponds to the relevant name (including without limitation the deciphering of illegible signatures) shall be made by the Inspector of Election for the meeting.

Certifications

1. Representative Capacity. Any person who signs a proxy appointment, revocation of appointment or ballot request in a representative capacity (on behalf of a corporation or partnership, as trustee or in some other fiduciary capacity, as attorney-in-fact, or otherwise) must certify that such person is duly authorized to sign the same in such representative capacity. Such certification shall be conclusive unless the entity or individual purported to be represented challenges such certification in a writing delivered to the Inspector of Election for the meeting prior to the vote of such representative being cast. In the event such a challenge is filed, the proxy appointment, revocation of appointment or ballot request shall be invalid unless written evidence is delivered to the Inspector of Election for the meeting that demonstrates to the satisfaction of the Inspector of Election that the person asserting the right to act in a representative capacity is entitled to do so.

2. Multiple-Owner Properties. If a proxy appointment or ballot request is signed by fewer than all of the owners of a property, the owner(s) who sign the same must certify that such person(s) is (are) authorized to exercise the vote for the property by a determination among all the owners of the property. Such certification shall be conclusive unless another of the owners of the property challenges such certification in a writing delivered to the Inspector of Election for the meeting prior to the vote for the property being cast. In the event such a challenge is filed, the proxy appointment or ballot shall be invalid unless a written agreement signed by all the owners of the property is delivered to the Inspector of Election for the meeting, prior to the relevant vote at the meeting, that demonstrates to the satisfaction of the Inspector of Election that the person(s) asserting the right to exercise the vote are entitled to do so.

3. Statements in Forms. The forms of proxy appointment and ballot request provided by the Board of Trustees shall state in effect that the signature(s) thereon constitute the foregoing certifications, to the extent applicable in the particular instance.

STRAW VOTES:

Any member wishing to show the BOT the degree of agreement on any issue may request a straw vote. Since straw votes are non-binding they will be conducted by either a voice vote or show of hands at the discretion of the chair.

TIME LIMIT:

Each Annual General Meeting and Special Meeting time duration (or absence of a limit) will be determined by the Board of Trustees and specified in the notice, dependent on the content of the agenda. The Chair may extend any specified duration if necessary to complete the meeting. If the counting of ballots is the reason for the delay, the Chair may choose to adjourn and report election results in The Highlander.