

**BOARD RESOLUTION OF
WATERGATE COMMUNITY ASSOCIATION**
To Adopt Watergate Community Association Rules of Order

April 20, 2015

WHEREAS, there has been presented to the Board of Directors ("**Board**") of the Watergate Community Association ("**Association**") the attached Watergate Community Association Rules of Order ("**Rules of Order**") to establish a procedure for conducting meetings of the Board and its committees in an orderly fashion. Section 3.6 of the Association's By-Laws requires the membership meetings to be conducted in accordance with the parliamentary procedures under Robert's Rules of Order, but does not require the Board and committee meetings to be conducted in such system.

WHEREAS, it is deemed in the best interests of the Association to have its Board of Directors vote to adopt the Rules of Order.

NOW, THEREFORE, BE IT RESOLVED, that the following resolution is hereby consented to, approved, and adopted by a majority of a quorum of the Board of Directors pursuant to Section 4.14 of the Second Amended By-Laws.

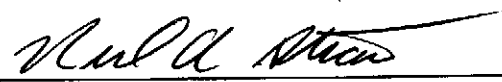
RESOLVED, that the Board will adopt and follow the Rules of Order which shall be kept at the principal executive office of this Association in accordance with California Associations Code Section 7160.

IN WITNESS WHEREOF, the Rules of Order shall be effective upon the date of adoption.

The motion was unanimously approved.

Dated: April 20, 2015

WATERGATE COMMUNITY ASSOCIATION

By: 
Its Secretary

Print Name: NEIL A STRAUS

BRD.15.040

Watergate Community Association Rules of Order for Board Meetings

WCA Rules of Order are derived from Robert's Rules of Order to govern the conduct of WCA Board meetings. For situations not dealt with by WCA Rules of Order, Robert's Rules of Order are to be used.

A. Board Procedural Rules:

1. Watergate Community Association (WCA) Board meetings are facilitated by the Chair. WCA's President is normally the Chair of every meeting. If the President is absent, the Order of responsibility for chairing the meeting is the Vice President, followed by the Secretary, followed by the Treasurer. However, at any time any Board Member may rise on a Point of Order and nominate any member of the Board to chair that specific meeting. The nomination must be seconded by someone other than the nominee. This Point of Order is not debatable and may only be passed by a two thirds majority of all Board Members present (5 out of 7 present, 4 out of 6 present, 3 out of 5 present or 3 out of 4 present).

2. Only Board Members may speak to a motion once the motion has been made and seconded.

3. Every Board Member must be given the opportunity to speak to the motion for a maximum of 5 minutes before other Board Members are given a second chance to debate the issue for a maximum of an additional 5 minutes.

4. To avoid offensive interaction, Board Members should speak as though they are speaking to the Chair who is in charge of seeing that motions are dealt with properly. The Chair is responsible for ensuring that Board Members treat each other with respect. However, all Board Members are ultimately responsible for the decorum of the meeting.

5. If the Chair wishes to speak on any matter he/she must pass the gavel to the Vice-Chair, until he/she has finished speaking. The Vice Chair is normally the Vice President, followed by the Secretary, followed by the Treasurer. In the absence of the three other Officers the acting Chair asks for the remaining three Board Members to select a Vice Chair.

6. The Chair may not move or second motions and may only vote to break a tie vote. The Chair may vote for motions requiring a unanimous vote or a vote requiring two thirds of the Board Members present.

7. Any Board Member may request and is automatically granted a recorded vote for any motion.

8. Any Board Member may stand up on a Point of Personal Privilege or a Point of Information at any time. Points of Privilege are intended to correct misinformation about himself/herself, someone else or past Board action. Points of Information are used to clear up misunderstandings or misinformation about a motion or to ask for crucial information that has not been made available to all Board Members. Points of Privilege or Information take precedence over everything else including Points of Order, and anyone who has the floor must yield. The Board Member who previously had the floor immediately regains the floor when the Points of Privilege or Information are resolved

B. Types of Motions and Order of Precedence:

1. Normal Business and Community Oriented Motions:

Normal business and community oriented items must appear on the Agenda for the meeting. Items may be placed on the Agenda by any two Board Members. Motions must be made and seconded before they may be discussed.

Architectural Control Committee recommendations are the only exceptions to this rule. Board Members may discuss Architectural Control Committee recommendations with staff, the owner, a representative of the owner and each other prior to moving a motion on the recommendation. However, only one person may have the floor at any time. After a motion is made normal rules of debate apply.

Normal business and community oriented motions are passed by a simple majority. A motion without a seconder is deemed to have failed. A motion may be withdrawn at any time during the debate. General discussion of topics cannot be part of any Open Board Meeting and no motion may be made for general discussion of a topic.

2. Motions to Amend or Divide a Motion.

Sometimes during debate it becomes clear that some parts of the motion are acceptable to some Board Members while others are not. Therefore, Board Members may move to amend the motion or divide the motion into two or more sections. These motions must be seconded unless they are accepted by the mover and seconder of the original motion. Debates on Amendments must be settled before the final motion is addressed. Amendments cannot be contrary to the motion.

3. Motions to Rescind a Motion Passed During the Same Meeting:

If a Board Member has second thoughts about a motion he/she voted for, he/she may make a motion to rescind the motion in question. Such a motion only stands if seconded by a Board Member who voted on the prevailing side and can only be rescinded by a two thirds vote of Board Members present. Such motions can only be made after any motion currently on the floor has been voted on and before a Motion to Adjourn has been voted on. Such a motion takes precedence over a Motion to Adjourn.

4. Motions to Revisit:

Motions to revisit an issue cannot be made during the meeting at which the issue was passed. Motions to revisit an issue may be made at any time during a board meeting providing no other issue is currently on the floor. Such a motion must be seconded and can only be passed by two thirds of all Board Members present. However, the original motion may not be discussed and voted on at the same meeting as the motion to revisit, but must be placed on a future Agenda and can only be revisited in the presence of all the members who voted on the prevailing side of the motion being revisited.

5. Motions to Table or Refer an Item:

Motions to table or refer discussion on a matter may be made at any time during the discussion of a matter after the current person who has the floor is finished. Such motions must be considered immediately if seconded. Motions to table or refer require a simple majority to pass and are only debatable as to time and the relationship of time to information about the motion. Motions to refer require that the motion be referred to either a Board Committee or WCA Staff.

6. Requesting a Vote on a Motion:

After every Board Member has had a chance to speak to the motion, any Board Member may call for a vote on the motion. This motion requires a second, is not debatable and requires a two thirds majority to pass.

7. Questions and Motions about Rules of Order:

At any time during a meeting any Board Member may rise on a Point of Order. Points of Order take precedence over other motions or business. Therefore, anyone on the floor must yield to the Point of Order. The Chairman makes a ruling on the Point of Order, at which point any Board Member may challenge the Chairman's ruling with his/her interpretation of the Rules of Order. The challenge is immediately placed before the meeting. A two thirds majority of all Board Members present is required to overturn the Chairman's ruling.

8. Suspension of the Rules of Order:

There are times during Executive Committee Meetings when Rules of Order interfere with a free exchange between Board Members and staff. For these times, any Board Member may move to suspend the Rules of Order. The motion requires a seconder, is not debatable and requires a two thirds majority of the Board Members present. However, during suspension of the rules, the Chair acts as a moderator and Board Members should refrain from talking over other members, (only one person speaks at a time). Board Members are also to treat others with respect.

Budget Sessions of the Board are special meetings of the Board where WHA's Rules of Order are automatically suspended save for two Rules. The Chair functions as a moderator of the information flow, and only one person is recognized at a time. These Sessions are informational only.

9. Motions to Adjourn or Recess:

Motions to Recess are meant to interrupt the meeting for a period of time, require a seconder, are debatable only as to the length of the recess, and require a simple majority to pass. A Motion to Adjourn is intended to terminate a meeting. This motion requires a seconder, is not debatable, and requires a simple majority.