

**VENTANA LAKES PROPERTY OWNERS ASSOCIATION BOARD OF DIRECTORS**  
**POLICY 2008 – 01** **ADOPTED MAY 10, 2008**

**RULES OF PRACTICE FOR THE BOARD.**

- A. The Board shall at all times comply with ARS § 33-1804, conducting all Association business in open meeting unless:
1. Receiving legal advice from an attorney.
  2. Discussing issues surrounding litigation. A possibility or expectation that the Association may be sued because of an action or contemplated action by the Board shall not be reason for the Board to discuss business or take any action in a closed session. The membership of the Association has the right to speak and be heard before the Association is committed to litigation, unless legal counsel, upon being given all of the known facts in the matter, provides reasonable argument otherwise to the Board.
  3. Personal matters involving residents or other individuals, or employee or contractor job performance, pursuant to ARS § 33-1804.
- B. Board members may distribute information to other Board members but shall not discuss Association business by e-mail, telephone, or in any manner other than in an open meeting.
- C. Board members shall not circumvent public discussion by splintering the quorum and having separate or serial discussions by meeting in person, by telephone, electronically, or through other means to discuss a topic that is or may be presented to the Board membership for a decision.
- D. The Board shall not make any verbal agreements regarding its own operations. Any internal policies for Board operation shall be formally adopted by the Board and made available for review by all Association members.
- E. Except in case of emergency, the Board shall post an agenda for all open meetings no less than 48 hours prior to the meeting. The agenda shall list the subject matter to be discussed by the Board. At a minimum, the agenda shall be posted at the Management Office, Recreation Center, and the Yacht Club, and sent by e-mail from the Management Office to the normally-maintained e-mail list of Association members. When necessary to avoid an additional Board meeting, an addendum to a regular open meeting agenda may be added and posted up to 24 hours in advance of the regular open meeting by the same method.
- F. An "emergency" meeting of the Board shall be allowed only if it is necessary that the Board take action to protect the health, safety, or welfare of an individual Association member or the Association at large, or the assets of the Association. In the event that an emergency meeting is necessary, the Board shall explain to the Association membership the reasons and action taken as soon thereafter as reasonably possible/
- G. The Board shall establish its regular schedule of Board meetings at the organizational meeting held within ten days of the annual meeting in March of each year. The Board may change the schedule of individual meetings with a minimum of 48 hours notice to the Association membership.
- H. Any member of the Association may place a subject on the agenda of a regularly-scheduled Board meeting by submitting it to the Board President no less than ten calendar days before the meeting. The President may at his discretion hold the item until the next regularly-scheduled meeting.
- I. Before adopting policies and procedures which affect the rights, duties, or privileges of any member or members of the Association, the Board shall:
1. Publish the proposed policy or procedure in the newsletter and allow at least 30 days for written comment from Association members to be provided to a designated person;
  2. Publish in the same newsletter the time, date and location at which Association members may give oral comments on the proposed policy or procedure;
  3. In an open meeting, the Board shall consider and evaluate the issues raised for and against the proposed policy or procedure by the Association membership before making any final decision on the policy or procedure.
- J. The Board shall maintain minutes of its open meetings reflecting the content and subject matter discussed so that future readers will be able to understand what decisions were made and the reasoning behind the decisions.

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Sue Alandar, President