

# DREAMLAND VILLA RETIREMENT COMMUNITY

## Administrative Policy and Procedure

**Subject:** Directors, Board of

**Adopted:** December 8, 2015

**Amended:** 10/11/2016, 11/13/17, 2/13/2019, 1/14/2023, 4/8/2023, 8/8/2023

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### **I. Policy Statement:**

A. Each director shall have the fiduciary duty to the general membership to execute the policies of DVRC. These policies include the Articles of Incorporation, By-Laws, Administrative Policy and Procedures, DVRC Rules and Regulations, and when applicable, the Arizona Revised Statutes. When the aforementioned are silent, Robert's Rules of Order, as revised shall be used as guidelines.

B. After the election, but before the April Board Meeting, at a time and date specified by the Board of Directors, a person shall present information as to the meaning of fiduciary duty and responsibility.

C. A director must be available for all Board meetings. A member of the Board who has two (2) unexcused absences from meetings of the Board may be subject to Membership Discipline and Suspension if approved by a majority vote of the Board at an executive session. The Board of Directors shall determine whether an absence is excused or unexcused.

1. Excused absence may include (1) being hospitalized or ill to the point that makes attending a Board of Directors meeting detrimental to the director or fellow directors, (2) dealing with a natural disaster, or (3) dealing with circumstances beyond the control of the director.

2. Scheduling a conflicting meeting or appointment should be considered an unexcused absence.

D. To the maximum extent possible, motions and questions to be presented to the Board of Directors for a study session or board meeting should be set forth in writing and should be presented to the other directors as agenda items about seven days prior to the meeting.

1. Each director should have read the items submitted for the study session and/or board meeting agenda, be conversant on the topic, and be prepared to move the agenda item forward, propose modifications thereto, or have valid reason to table the discussion or reject the agenda item.

2. Robert's Rules of Order, as revised, emphasize the importance of the wording of motions to be stated precisely. It shall be the responsibility of the director who originates the motion, to state *exactly* how the motion shall be worded, not the presiding officer nor the secretary.

3. Once a motion is passed by the Board of Directors, it may not be changed or amended until another properly convened Board of Directors meeting is held and a new motion is made and passed, amending or changing an earlier motion.

E. Attendance at an Executive Session is required. Executive Sessions are secret. General membership attendance is not allowed. Votes may be taken at an Executive Session. Subjects of an Executive Session should be limited to matters relating to employee issues, membership disciplinary issues, and legal matters. Minutes of Executive Sessions shall not be published.

F. As soon as possible after the Board of Directors study session or meeting, but before the next Board study session or meeting, the meeting minutes should be forwarded to each director as “draft minutes”. To expedite publication, meeting and study session minutes only may be approved by email, and the vote ratified at the next regular Board meeting. Directors shall propose their “corrections” by email. At the next Board meeting, the minutes should be identified as “minutes were approved as corrected”, without specifying the corrections.

G. The purpose of the study session shall be to discuss topics to be included at the next Board meeting, to set the agenda for the next Board meeting, and discuss additional topics of interest to the directors and members. Such meeting(s) should be scheduled at a date and time not less than five calendar days prior to the Board meeting.

(1). Study sessions and Board Meetings are open to all members and non-members may be permitted to participate in discussions if so invited by the presiding officer.

H. Fiduciary Responsibility: Each director has a fiduciary responsibility to the members of DVRC. These fiduciary responsibilities are both ethical and legal. When a DVRC member is sworn in as a DVRC director, the member knowingly accepts a fiduciary duty to act in the best interests of the DVRC members whose assets the directors are managing. Each director must act first and foremost with the needs of the DVRC members in mind and to preserve DVRC, its programs, activities and events, the county’s 55+ overlay, as well as DVRC’s real and personal property.

I. Precedent establishes Policy: DVRC has established policy by doing some things for a long time. This establishes precedent, and therefore DVRC policy has been created. Where such policy established by precedent is not addressed in DVRC’s governing documents, it shall take a vote of the Board of Directors at a regular meeting to approve a change to the policy established by precedent.

J. Directors should plan on participating in as many events held by DVRC as possible.

K. The President shall have the same rights and privileges as all other Directors, including the right to make motions, to speak in debate, and to vote on all motions.

L. DVRC Directors’ Meeting Agendas and Minutes. The following policies are applicable to the Board of Directors agenda and meeting minutes as required to implement the DVRC’s By Laws, ARTICLE IX, RULES Section 1, which state: All meetings shall be conducted in accordance with these By Laws, the Arizona statutes to the extent these By Laws are otherwise silent, and Robert’s Rules of Order (RRofO), as revised.

1. **AGENDAS:** At the time that an agenda is presented for adoption, it is in order for any member to move to amend the proposed agenda by adding an item that the member desires to add, or by proposing any other changes. This means the person preparing the agenda may not amend or revise a member's request agenda item or refuse to include an item in the agenda. <sup>1</sup>

2. **SMALL BOARDS:** If, however, not more than a dozen board members are present, a more informal procedure is followed. Two specific changes include: 1. Motions need not be seconded and 2. A motion does not have to be pending in order to discuss the subject informally. <sup>2</sup>

3. **MINUTES:** The minutes do not include the contents of reports of officers or committees, except as may be necessary to cover motions arising out of them. Past practice has been to state, Reports if given, are available in from the office. <sup>3</sup>

4. **MOTIONS:** The most frequent mistakes are trying to summarize the reports offered and arguments made in debate, and including all the amendments and other secondary motions. In fact, in standard form, the minutes should generally include only what was **done**, not what was **said**. Page 146, E. Prepare Draft Minutes. <sup>4</sup>

5. **SECONDED:** In the case of all main motions, the name of the mover - but not the seconder - should be given. <sup>5</sup> Further, small board procedures do not require motions to have a second. <sup>2</sup>

6. **BODY of MINUTES:** The body of the minutes should have a separate paragraph for each subject matter. It should never include the secretary's opinions on anything said or done. <sup>6</sup>

Footnotes: The following references are presented in the RRofO, newly revised, in brief, 11th edition.

<sup>1</sup> Page 120, Answer to Question 14, second paragraph.

<sup>2</sup> Page 158, Informal Procedures in Small Boards.

<sup>3</sup> Page 147, a) Reports.

<sup>4</sup> Page 146, E. Prepare Draft Minutes.

<sup>5</sup> Page 148, b) Main Motions Only, last sentence and <sup>2</sup> Page 158, Informal Procedures in Small Boards.

<sup>6</sup> Page 147, 2. Body of Minutes.

II. **Director's Resignation:** A Director may resign at any time by delivering written notice to the Board of Directors, its President or the Administrative Services Office. Written notice should be followed by an email. The resignation is effective when the written notice is delivered unless the notice specifies a later effective date or event. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

III. **Meetings:**

A. **Special Meetings.** Special meetings may be convened as deemed appropriate. The President shall call a special meeting of the Board of Directors when requested by twenty percent (20%) of the Directors then in office. Notice of special meetings should be placed on the official

bulletin board, on Social Media, and on the DVRC website at least ten days prior to the meeting date. The notice should include the date, time and location of the meeting and agenda items for the meeting. An assembly of a quorum of Directors for a social gathering or workshop shall not be considered a meeting, since such an assembly shall have no authority to take any action that would occur at a regular or special board of director meeting.

B. Executive Session. A session during which only Directors and invitees are permitted to attend and in which all discussion is to be held in confidence by those in attendance. The proceedings are considered secret. Executive Session subject material shall be limited to personnel issues, member disciplinary issues, and legal matters. Minutes of the meeting shall be recorded and approved by the Directors. The meeting minutes shall be filed in an Executive Meeting Minutes file in a locked file cabinet.

C. Electronic Meeting Attendance. A Director may participate in a meeting as long as all Directors participating may simultaneously hear each other. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Decisions of the Board of Directors cannot be approved by email.