

## Rules of Procedure for Board Meetings

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To address various issues of procedure and decorum that may occur at board meetings from time to time, a community association board of directors might decide to enact procedural rules to govern meeting conduct.<sup>1</sup> While some community associations' governing documents specify a particular "order of business" or parliamentary procedure (*e.g.*, *Robert's Rules of Order*), most do not (and if they do, are more likely prescribed for meetings of the membership, rather than of the board). Thus, the majority of boards are left with little guidance on how to hold the kind of effective meetings which allow for efficient conduct of business and also facilitate healthy member input.

Board meetings are supposed to enable the conduct of essential community association business; they are not social events. From prohibiting consumption of alcoholic beverages at meetings to establishing time periods and guidelines for owner input, standing rules of meeting procedure can help provide an atmosphere conducive to conducting business, preserving decorum, and facilitating member contribution.

The Open Meeting Act restricts the ability of community association boards to take action on non-agenda items, albeit with certain limited exceptions. (Civil Code §1363.05(i)) In certain respects, these statutory restrictions can be helpful to boards challenged by meeting interruptions and by the temptation to engage in excessive dialogue with those in the "audience." It is, of course, still important to encourage member attendance and participation at meetings, so more members become interested in and begin to participate in community activities. Directors should try to make the effort to recognize that although members will not always agree with every action taken by the board, their participation typically brings with it the potential to improve the board's chances for achieving better long-term results and minimize claims that the board lacks "transparency." On the other hand, as those elected to handle the business of the community association, the Board must be permitted to conduct that business without unreasonable interference. Thus, owner participation should remain orderly and be limited to the portions of meetings specifically set aside for such participation.

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<sup>1</sup> Note that these procedural rules are not "operating rules" subject to the rule-making procedures of Civil Code §1357.100 *et seq.*

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Consider, too, the fact that the California Legislature has enacted laws to prevent disturbances (1) in meetings of the Legislature and other state and local governmental bodies (Govt. Code §§ 9050, 9051, 11126.5 and 54957.9), (2) in religious worship services (Penal Code §302) and (3) in other public meetings (Penal Code §403). When considering options for handling the more significant interruptions, boards should keep in mind that Penal Code §403 states, in part, as follows:

Every person who, without authority of law, willfully disturbs or breaks up any assembly or meeting that is not unlawful in its character...is guilty of a misdemeanor.

This is not to suggest that every meeting interruption rises to the level of a misdemeanor, and we expect that few do. But, when developing a standing procedure for meeting conduct, Penal Code §403 could be cited.

From establishing a “first, second, final warning” or similar system for admonishing those who interrupt board meetings, to setting forth the process and criteria for recessing and adjourning unmanageable meetings, and setting time periods and guidelines for member input, standing procedures for meeting conduct can be effective tools for conducting effective board business and ensuring healthy participation from the membership.

Before adopting your own set of parliamentary procedures for meetings, we suggest that you at least consult with your community association’s attorneys to review your proposed rules or to assist you in drafting rules designed to suit your particular needs and concerns.