



## COVES PHASE II

PROPERTY OWNERS ASSOCIATION

[www.covestwo.com](http://www.covestwo.com) – [covestwo@gmail.com](mailto:covestwo@gmail.com)

FILE NUMBER RES 2021-005

### Rules of Order of the Association

**WHEREAS**, Covenants of the POA, Section 4. Duties and Powers of the Association states “The affairs of the Association shall be conducted by its Board. In addition to the duties and powers of the Association as set forth in the Bylaws, or as hereinabove set forth, and in order to carry out the obligations of the Association, the Board shall have the following rights and powers (...); and

**WHEREAS**, the Bylaws of the Association states in Article II, part 2.3 General Authority. “The Association is charged with the duties and has the powers prescribed by Ark. Code Ann. S 4-28-601, et seq., and as set forth in the Declaration and these Bylaws, to perform all such acts as may be necessary or desirable to enforce the provisions of the Declaration, these Bylaws and any rules and regulations duly adopted by the Board of Directors with regard to the Subdivision”; and

**WHEREAS**, the Rules of Order for the Board of Directors and POA meetings have not been established.

NOW THEREFOR, BE IT RESOLVED BY THE BOARD OF DIRECTORS:

Section 1: Agenda. All items for discussion or action at any Board or POA meeting shall be included in a Final Agenda provided to the Board of Directors and viewable by all members on the [www.covestwo.com](http://www.covestwo.com) website at least 7 days prior to the meeting.

Section 2. Board Members and Quorum. The President of the POA shall be the presiding officer over all meetings of the Board of Directors and POA meetings. In his or her absence the Vice-President shall preside and in his or her absence the Secretary shall preside, in that order. The Board Member presiding over any meeting shall break any tie vote. A minimum quorum of 3 directors must be present in order for a Board of Directors or POA Meeting to occur.

Section 3: Rules of Conduct: All Directors shall monitor rules of conduct for all meetings of the Board of Directors and the POA with the following considerations:

- 3.1) All owners and Board Members must be recognized by the presiding officer prior to speaking to keep order in all meetings, unless open discussion is recognized by the presiding officer on any given topic. Such conduct will require a “Point of Order” from any Board member and the presiding officer shall determine if a point is made. If the point is made, the presiding officer



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may either give a verbal request for the action to discontinue, or may end the speaking time of the individual that was recognized.

- 3.2) All owners shall be prohibited from inappropriate language such as cursing, elevated voices, and accusations and inferences to character of other owners or Directors. Such conduct will require a “Point of Order” from any Board member and the presiding officer shall determine if a point is made. If the point is made, the presiding officer may either give a verbal request for the action to discontinue, or may end the speaking time of the individual that was recognized.
- 3.3) Any owners that have suspended voting rights pursuant to the Bylaws of the Association as described in the Covenants shall be announced by the presiding officer as **“As a Point of Order, the Chair revokes one vote from the (Ayes or Nays) pursuant to the Bylaws of the Association which have identified one member that has cast their vote in (favor or against) this item as ineligible. Pursuant to Resolution 20-008 - Privacy Policy, that member will not be publicly identified by the Chair.”**

Section 4: Rules of Order: The presiding officer will observe Robert’s Rules of Order to the best of his or her ability.

Section 5: Board of Directors Meetings.

- 5.1) The Board of Directors meetings may be called to order by the presiding officer if quorum is met at the time announced at least 10 days prior to the meeting.
- 5.2) The presiding officer shall request that the Secretary call roll.
- 5.3) Secretary shall call roll. In the absence of the Secretary, the presiding officer will call roll.
- 5.4) The presiding officer will request a motion for the approval of the minutes from the previous Board or POA meeting.
- 5.5) The presiding officer will request a Financial Report.
- 5.6) The presiding officer will present “Old Business” items as announced at least 10 days prior to the meeting.
- 5.7) The presiding officer will present “New Business” items as announced at least 10 days prior to the meeting.
- 5.8) The presiding officer will present any announcements.
- 5.9) The presiding officer will request a motion to adjourn, and upon the motion being seconded by another member, may adjourn the meeting without the need for a vote.

Section 6: POA Meetings



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6.1) The Annual or Special POA meetings may be called to order by the presiding officer if quorum is met at the time announced at least 30 days prior to the meeting.

I. To call an Annual Meeting to order the presiding officer shall read the following:

**“I, (state your name), the elected (state your position) of THE COVES II, A SUBDIVISION TO THE CITY OF FAYETTEVILLE, WASHINGTON COUNTY, ARKANSAS, hereby attest that pursuant to the Declaration of Covenants, Conditions and Restrictions of the POA that proper notice has been given to all owners as defined in the Covenants.**

**Quorum for this meeting will be determined as defined within the Bylaws of the Association as filed for record on the 19<sup>th</sup> day of February, 2016.**

**Madam (or Mister) Secretary, will you please call the roll and report.”**

6.2) Secretary shall call roll of all owners. In the absence of the Secretary, the presiding officer will call roll. The Secretary will report the number of owners present.

6.2)1. If at least **27 Members** are present, the presiding officer shall announce the following:

**“Pursuant to the Covenants and Bylaws of the Association, a 60% quorum has been achieved and therefore actions may be made to change the Covenants of the Association and changes to the Bylaws are therefore permitted by a vote in favor requiring 27 Aye votes to amend the Covenants, and requiring 23 Aye votes to amend the Bylaws.”**

6.2)2. If **23-26 Members** are present, the presiding officer shall announce the following:

**“Pursuant to the Covenants and Bylaws of the Association, a 60% quorum has not been achieved and therefore no actions may be made to change the Covenants of the Association. A 50% quorum has been achieved, and changes to the Bylaws are therefore permitted by a vote in favor requiring 23 Aye votes.”**

6.2)3. If less than 23 members are present, the presiding officer will announce the following:



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**“Pursuant to the Covenants and Bylaws of the Association, quorum has not been achieved for this meeting. No changes may be permitted to the Bylaws or Covenants of the Association, and further action is required by the Board of Directors. Do I have a motion from a member of the Board of Directors to Suspend the Rules and to allow New Business to be heard with a simple majority of those present and by-proxy to pass any resolutions here-in that may not request changes to the Covenants nor the Bylaws of the Association?”**

If the motion is approved, the presiding officer will move to the next item of business. If the motion is denied, the presiding officer must adjourn the meeting.

6.3) The presiding officer will announce the following:

**“The Annual Business Meeting is now in session. Please note that open commenting will be after regular business has concluded. Each item is subject to comments from each owner.”**

6.4) The presiding officer will request a motion for the approval of the minutes from the previous Board or POA meeting.

6.5) The presiding officer will request a Financial Report.

6.6) The presiding officer will present “Old Business” items as announced at least 30 days prior to the meeting.

6.7) The presiding officer will present “New Business” items as announced at least 30 days prior to the meeting.

6.8) The presiding officer will open the floor to questions, concerns, and discussion among all owners.

6.9) The presiding officer will present any announcements.

6.10) The presiding officer will request the following from the Secretary, or in the absence of the Secretary, a predetermined officer from the Board of Directors:

**“Madam (or Mister) Secretary, is there any additional business concerning matters of the Association?”**

6.11) The presiding officer will make the following open request:

**“Does any owner have any further business prior to the conclusion of the (year) Property Owners Association Meeting?”**

6.12) The presiding officer will state the following:



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“Seeing that all business of the Association has been settled at this time, Mr. Vice-President (or other officer if the Vice-President is not present), will you please provide the Motion to Adjourn?”

6.13) The Vice-President will read the following:

“Mister (or Madam) President. All business of THE COVES II, A SUBDIVISION TO THE CITY OF FAYETTEVILLE, WASHINGTON COUNTY, ARKANSAS is settled to date. Any matters of dispute or disagreement with respect to the interpretation or application of the provisions of the Covenants are now final and binding upon all Owners. Mister (or Madam) President, I move to adjourn this meeting of the POA.”

6.14) Any member may second the motion and the presiding officer shall adjourn the meeting.

*PASSED and APPROVED on (DATE)*

APPROVED:

ATTEST:

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Kristifier Paxton, President

Denise Corbin, SECRETARY