

**Chapter 1 : Company Law Club // Board meetings**

*Note that board meeting minutes are very important. Minutes are considered legal documents by the auditors, IRS and courts, and they represent the actions of the board. Many assert that if it's not in the minutes, it didn't happen.*

This article throws light upon the eight main types of company meetings. Annual General Meeting 3. Extraordinary General Meeting 4. Meeting of the Board of Directors 5. Meeting of Creditors 7. Meeting of Debenture Holders 8. Meeting of Creditors and Contributories. Company Meeting Type 1. Every public company limited by shares and every company limited by guarantee and having a share capital must, within a period of not less than one month and not more than six months from the date at which the company is entitled to commence business, hold a general meeting of the members which is to be called the Statutory Meeting. In this meeting the members are to discuss a report by the Directors, known as the Statutory Report, which contains particulars relating to the formation of the company. Private companies are exempted from holding this meeting. A copy of the report must be sent to every member at least 21 days before the date of the meeting. A copy is also to be sent to the Registrar for registration. Particulars as regards cash in the Statutory Report are to be certified as correct by the auditors of the company. Company Meeting Type 2. There are two kinds of General Meetings: Not more than 15 months shall elapse between the date of one Annual General Meeting and the next. The notice, by which an Annual General Meeting is called, must specify it as such. Other private companies may do so by a resolution agreed to by all the members thereof. The Court has no power to direct the calling of the Annual General Meeting. Company Meeting Type 3. The Board must, within 21 days of the receipt of a valid requisition, issue a notice for the holding of the meeting on a date fixed within 45 days of the receipt of the requisition. If the Board does not hold the meeting as aforesaid, the requisitionists can call a meeting to be held on a date fixed within 3 months of the date of requisition. Company Meeting Type 4. Meeting of the Board of Directors: The management of the company is vested on the Board of Directors. The provisions regarding Board Meeting are: Board Meeting must be held once in every three calendar months and at least four times in every year. This provision may be exempted by the Central Govt. Notice of Board Meeting shall be given in writing to every director for the time being in India and at his usual address in India. According to the Act, quorum is constituted by 5 members personally present in the case of a public company and 2 members personally present in the case of other companies. The articles may prescribe a larger number. No quorum is necessary in any adjourned meeting. If, however, no quorum is fixed in the constitution or articles, the first meeting should decide what should constitute the quorum of the meeting. The quorum of members must be present not only at the beginning but it also be maintained throughout the meeting. Otherwise the business transacted at the meeting will be invalid. If even the quorum is not present, the meeting shall stand adjourned and will be held again at a place, time and date as may be determined by the Chairman. It is the list of businesses to be transacted at the meeting. The Secretary prepares the agenda in consultation with the Chairman. The notice of every meeting must specify the business to be transacted in the meeting. Any other business is special business. But if a poll is demanded, it must be taken forthwith with a Chairman elected for the purpose. Every director has one vote but the Chairman has an extra vote known as casting vote, i. Any member, entitled to attend and vote in a meeting, can appoint another person to attend and vote on his behalf. The person appointed is called the Proxy. The appointment of a Proxy must be made by a written instruction signed by the appointer and deposited with the company, not more than 48 hours before the meeting. A Proxy is not entitled to speak in the meeting and vote only in a poll unless the articles provide otherwise. A Proxy need not be a member of the company. A member of a private company cannot appoint more than one Proxy to attend on the same occasion, unless the articles otherwise provide. The President of India or the Governor of a State, if he is a member of a company, may appoint any person to act as his representative in a meeting. Resolutions are to be voted upon, in the first instance, by show of hands. A poll is to be taken: In other cases it is to be taken when the Chairman decides, but it must be within 48 hours of the demand for poll. A poll is to be taken in the manner decided by the Chairman. The Chairman shall appoint two scrutinizers to scrutinize the ballot papers. Requisites of a valid notice are: Oral notice may also be sufficient.

A meeting may be called by a shorter notice if all members give their consent. It must clearly state the place, date and hour of the meeting. Company Meeting Type 5. The provision for variation must be contained in the Memorandum or Articles and this variation must not be prohibited by the terms of issue of shares of that particular class. Company Meeting Type 6. These meetings are called when the company proposes to make a scheme of arrangement with its creditors. Such a meeting is held and conducted in such a manner as the Court directs. If arrangement is passed by a majority of three-fourth in value of creditors and the same is sanctioned by the Court, it is binding on all the creditors. Company Meeting Type 7. Meeting of Debenture Holders: These meeting are called according to the rules and regulations of the Trust Deed or Debenture Bond. Company Meeting Type 8. Meeting of Creditors and Contributories: These meetings are held when the company has gone into liquidation to ascertain the total amount due by the company to its creditors. The main purpose of these meetings is to obtain the approval of the creditors and contributories to the scheme of compromise or rearrangement to save the company from financial difficulties. Sometimes, the Court may also order for such a meeting to be held.

**Chapter 2 : Company Meetings: 8 Main Types of Company Meetings**

*This article throws light upon the eight main types of company meetings. The types are: 1. Statutory Meeting 2. Annual General Meeting 3. Extraordinary General Meeting 4. Meeting of the Board of Directors 5. Class Meeting 6. Meeting of Creditors 7. Meeting of Debenture Holders 8. Meeting of.*

Boards of Managers, etc. Ex-Officio Members of Boards and Committees Committees, Special and Standing Reception of Reports Adoption or Acceptance of Reports Committee of the Whole As if in Committee of the Whole A Committee is a body of one or more persons appointed or elected by an assembly or society to consider, or investigate, or take action in regard to, certain matters or subjects, or to do all of these things. Committees may be divided into two distinct classes: These different kinds of committees are considered separately in the following five sections. Committees of this class are essentially small deliberative assemblies, subordinate to the body that appoints them, with their duties and authority, and the number of their regular meetings and their quorums, defined by the parent body, or by its authority. Boards or Committees of this class are usually appointed by organizations that meet only annually or quarterly. With such an organization it is customary and necessary to delegate to a committee, usually known as the Board of Managers or Directors, all its authority, with slight limitations, to be exercised between its meetings. The by-laws of the Board are adopted by the parent body, or the Board may be authorized to adopt its own by-laws. It is usual to authorize the Board to appoint from its membership an Executive Committee of a specified number who shall have all the power of the Board between the meetings of the Board, just as the Board has all the power of the Society between the meetings of the Society, except that the subordinate body cannot modify any action taken by its superior. The Executive Committee should be small and the members should live near enough each other to be able to have frequent regular meetings, besides special meetings in emergencies. Where the organization is local, such as a society for sustaining an orphan asylum, the Board of Managers usually divides itself into committees having charge of different branches of the work during the intervals between the monthly or quarterly meetings of the Board, when these committees report on the work done. It is seldom that resolutions or other matters are referred to boards or committees of this class for them to report back to the society with recommendations. If papers are referred to them it is usually for their information and action. They are organized as any other deliberative assembly with a chairman and a secretary, whom they elect if they are not appointed by the society. Frequently the by-laws of the society make its president and its corresponding, or executive secretary, ex-officio, [ 51 ] president and secretary of the Board of Managers. In large boards business is transacted the same as in the society meetings; but in small boards the same formality is not necessary or usual, the informality observed by committees being generally allowed. In a board meeting where there are not more than about a dozen present, for instance, it is not necessary to rise in order to make a motion, nor to wait for recognition by the chair before speaking or making a motion, nor for a motion to have a second; nor is there any limit to the number of speeches, nor does the chairman leave the chair when making a motion or discussing a question. The formalities necessary in order to transact business in a large assembly would hinder business in so small a body. Boards are often constituted so that the term of office of, say, one-third of its members expires each year. After each annual meeting in such case, the board elects new officers and committees, the same as if the entire board had been re-elected. All unfinished business falls to the ground when the new board is elected. It is customary for the by-laws to require an annual report from the Board of Managers, which usually gives a brief account of its doings for the year with recommendations for the future. After discussion, and amendment if necessary, the report is usually adopted by the society and published in its annual proceedings as the report of the board. In such a case, care should be taken in publishing it to inclose in brackets all that has been struck out, and to put in italics whatever has been inserted, and to insert a note to that effect at the beginning of the report, so that exactly what the board recommended can readily be seen. The minutes should read thus: It may decline to indorse it, or even to allow it to be printed, but it cannot make it appear that the board stated anything different from what it has reported. By the above plan is shown exactly what the board reported and what the society adopted, or

endorsed. Ex-Officio Members of Boards and Committees. Frequently boards and committees contain some members who are members by virtue of their office, and, therefore, are termed ex-officio members. When such a member ceases to hold the office his membership of the board terminates automatically. If the ex-officio member is under the control of the society, there is no distinction between him and the other members except where the president is ex-officio member of all committees, in which case it is evidently the intention to permit, not to require, him to act as a member of the various committees, and therefore in counting a quorum he should not be counted as a member. The president is not a member of any committee except by virtue of a special rule, unless he is so appointed by the assembly. If the ex-officio member is not under the authority of the society, he has all the privileges, including the right to vote, but none of the obligations of membership; as when the governor of a state is, ex-officio, a manager or a trustee of a private academy.

Committees, Special and Standing. It is usual in deliberative assemblies, to have all preliminary work in the preparation of matter for their action done by means of committees. The committee may be either a "standing committee," appointed for a definite time, as a session or a year; or a "special [or select] committee," appointed for a special purpose; or a "committee of the whole" consisting of the entire assembly. Unless the assembly has appointed a chairman, either directly or through its presiding officer, the first named on a committee, and in his absence the next named member, becomes chairman, and so on and should act as such unless the committee by a majority of its number elects a chairman, which it has the right to do if the assembly has not appointed one, and which a standing committee usually does. The clerk should furnish him, or, in his absence, some other member of the committee, with notice of the appointment of the committee, the names of the members, the papers or matter referred to it, and such instructions as the assembly has decided upon. It is the duty of the chairman to call the committee together, but, if he is absent, or neglects or declines to call a meeting of the committee? In small special committees the chairman usually acts as secretary, but in large ones and in all standing committees, it is customary to elect a secretary, who keeps a brief memorandum of what is done, for the use of the committee. Members of the society have a right to appear at the committee meetings and present their views on the subject before it at such reasonable times as, upon request, the committee may appoint. But during the deliberations of the committee no one has a right to be present, except members of the committee. The rules of the assembly, as far as possible, apply to the committee, but motions to close or limit debate are not allowed, and there is no limit to the number of times a member may speak, and unless the committee is very large, it is not necessary for any one to rise and address the chair before making a motion or speaking, nor does the chairman rise to put the question, nor does he leave the chair to speak or make motions, nor are motions seconded. These formalities are unnecessary because the committee is so small, but, unless agreed to by general consent, all questions must be put to vote. In order that the assembly may have the benefit of the matured judgment of the committee, a reconsideration of a vote must be allowed regardless of the time and of previous reconsideration, and it may be moved by any one who did not vote with the minority, even if he was absent when the previous vote was taken; but it shall require a two-thirds vote for its adoption unless every member who voted with the majority is either present or received ample notice of the meeting and that the reconsideration was to be moved. This prevents taking advantage of the absence of members to reverse action, and enables members who were absent to bring up the question of reconsideration. The committee constitute a miniature assembly, being able to act only when a quorum a majority of the members is present. If a paper is referred to them, they must not write on it, but should write their amendments on a separate sheet. If the amendments are numerous it is better to write out a substitute and submit it. If a resolution is referred to a committee while a motion to postpone indefinitely is pending, only the resolution is referred to the committee, the motion to postpone indefinitely being ignored. If amendments are pending they go to the committee, who may recommend their adoption or rejection, or make no recommendation in regard to them. If the committee originate the paper, all amendments must be incorporated in it. When they originate it, usually one member has previously prepared a draft, which is read entirely through, and then read by paragraphs, the chairman pausing after each paragraph, and asking: If there is a preamble it is considered last. When the entire paper has been amended to suit the committee, they should adopt it as their report, and direct the chairman or some other member to report it to the assembly. When committees are appointed to

investigate, or to report upon, certain matters, the report should close with, or be accompanied by, formal resolutions covering all recommendations, so that when their report is made no motion is necessary except to adopt the resolutions. If the report is written in this form, "Your committee are of the opinion that Mr. The report should close with a recommendation that the following order be adopted: B, it should close with recommending the adoption of resolutions, which should be written out, providing for holding an adjourned meeting, and for citing the member to appear at the adjourned meeting for trial on charges that must be specified. These should be prepared by the committee and submitted as a part of their report. The committee should never leave to others the responsibility of preparing resolutions to carry out their recommendations. They should consider this as one of their most important duties. When the report has been adopted by the committee a clear copy is made, usually commencing in a style similar to this: If the report is of much importance it should be signed by all the members concurring in the report; but when it is of little importance, or merely recommends amendments, etc. The report must always be in the third person though written and signed by only one. The signature may be preceded by the words, "Respectfully submitted," but it is not necessary. Usually the report is not dated or addressed, and sometimes it consists merely of a resolution, or a set of resolutions. In the latter case the chairman states he is instructed by the committee to submit and to move the adoption of the resolutions. The report of the majority is the report of the committee and should never be referred to as the majority report. If the minority submit a report, or more properly, their "views," it may commence thus: It requires a majority vote to receive it, the question being undebatable. When the minority report is read it is for information, and it cannot be acted upon except by a motion to substitute it for the report of the committee. Whether the views of the minority are read or not, any one can move to substitute the resolutions they recommend for those recommended by the committee. Where the minority cannot agree, each member may submit his views separately. In some cases a member agrees to the report with a single exception, in which case instead of submitting his views separately, after all have signed who agree to the report he may write that he agrees to the report except the part which he specifies, and then sign the statement. If a committee is appointed from different sections of the country with the expectation that its work will be done by correspondence, its report can contain only what is agreed to by a majority of the members. A committee, except a committee of the whole, can appoint a sub-committee which, however, reports to the committee, and never to the assembly. This sub-committee must consist of members of the committee, except in cases where the committee is appointed to take action that requires the assistance of others, as to make arrangements for holding a bazaar. In such a case it is best to appoint the committee with power to appoint such subcommittees as are required; or, as is frequently done, to appoint the committee "with power," which means with power to take all the steps necessary to carry out its instructions. A committee has no power to punish its members for disorderly conduct, its recourse being to report the facts to the assembly. No allusion can be made in the assembly to what has occurred during the deliberations of the committee, unless it is by a report of the committee or by general consent. When a special committee is through with the business assigned it, a motion is made for the committee to "rise" which is equivalent to the motion to adjourn without day, and that the chairman or some member who is more familiar with the subject make its report to the assembly. A special committee ceases to exist as soon as the assembly receives its report. When a committee adjourns without appointing a time for the next meeting, it is considered as having adjourned at the call of the chair, so that all the meetings of a special committee constitute one session. A meeting of a special committee may be called at any time by the chairman or by any two of its members, every member being notified. When a committee adjourns to meet at another time, it is not necessary though usually advisable that absent members should be notified of the adjourned meeting. A standing committee is either wholly, or partially, elected at each annual meeting in ordinary societies, and immediately thereafter it reorganizes by electing a chairman unless he has been appointed by the assembly and a secretary. Therefore, a standing committee must report at the annual meeting, or before, on everything referred to it during the year. The motion to rise is never used in standing committees or boards, nor is it used in other committees except when the committee is ready to report so that it will never meet again. A special committee is appointed for a specific purpose, and until the duty assigned it by the society is accomplished it continues to exist, unless sooner discharged, which requires a

two-thirds vote if done without notice being given. The fact that an annual meeting has intervened does not discharge a special committee appointed by a society. But in an elected or appointed body, as a convention, special committees that have not reported cease to exist when the new officers assume their duties at the next annual meeting. When discharged, the chairman of the committee returns to the secretary all documents received from him.

## Chapter 3 : Effective Board Meetings | Literacy Basics

*Generally officers and the board of managers, etc., are elected annually; but some constitutions make the term of office two years, and some provide, in addition, that only about half the officers shall be elected at any one annual meeting.*

Share 20 Shares What do you talk about at your board meetings? What is the purpose of a board? The purpose of the board is to do governance, the process carried out by a group of people to ensure the health and effectiveness of the corporation. The board does governance at its meetings. In fact, the only time that governance happens is when the board convenes at its meetings. What are the elements of governance, the processes of ensuring the health and effectiveness of the corporation? These are things like defining values, mission, vision, and overall direction – and adhering to same. These are things like defining the rules of governance, e. Defining the performance expectations of board members. Hiring, appraising, and setting compensation for the executive director. So what do you talk about at your board meetings? You can read reports. Instead, design board meetings for strategic conversation about important items. The board may talk about information provided by staff. You remind us of the staff role. Board meetings require intentional design and good facilitation. Board meetings should be a gathering of wise and experienced people who talk about important things. Sometimes the board makes decisions. Sometimes the board learns and explores through conversation, preparing to make decisions in the future. Definitely, board members ask strategic questions, even cage-rattling questions. Board members probe to ensure that they are drawing on information that is accurate, insightful, and useful. Instead, design the agenda based on what is most important to your organization at this time. Handle routine matters quickly. Put the most important items at the top of the agenda. Provide adequate background information in advance of the meeting so that people come prepared. You must talk about governance – do governance – at board meetings. Step back a moment. Think about Penn State and the debacle there. How does a board ensure that the staff is telling the board everything that matters? The board takes the time to ask staff if there is anything that might cause public embarrassment or threaten beneficiaries or programs or mission. Board members probe without suspicion or insult. Board members and staff together – especially the CEO – identify a series of strategic and cage-rattling questions that can help anticipate and avoid red flags and rusty nails. How about these questions for periodic board meeting agendas? How is our adaptive capacity? How are we foreseeing the unforeseeable? How effectively do we recognize, anticipate, prepare for and respond to different situations? How effectively do we anticipate unintended consequences? What might have once been inconceivable – but now seems as if it might become inevitable? Do not provide extra copies of materials at meetings. Expect – insist – that your board members come prepared, with their materials in hand. Board members should read the material in advance of the meeting, making notes, highlighting key items, whatever. Advance preparation – by staff and board members – is essential for effective meetings. If your board members went to a meeting at work without being prepared, what would happen?

**Chapter 4 : How to Make a Motion at a Board of Directors Meeting**

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Still, minutes kept by associations often fail to accurately record board action, or they include extraneous statements that are a detriment to the association. Commonly, these issues come to light in litigation when it is too late to correct the problem. A common topic of debate is how much information should be included in the minutes, whether the minutes are adequately detailed and whether the secretary should memorialize every item of business addressed at a meeting. Therefore, all board votes must be included in the minutes of board meetings. An association speaks through its official records, and the minutes are an important part of that record. If the subject matter is one that merits a detailed factual background for the record, the background notes should be kept in a separate resolution. The secretary, or other designated representative, should take concise, detailed notes of the discussions that take place and all actions taken at the meeting in order to ensure the minutes are accurate and fully report the proceedings. All matters of importance should be noted in a simple manner. Later, the notes should be transcribed into a summary of the proceedings and approved by the board of directors. After approval by the board, the secretary should destroy the notes used in preparation of the minutes. Likewise, any video or audio recording of the meeting maintained for the purpose of assisting with preparation of minutes should be destroyed. An association is not required to keep video or audio recordings of meetings, and it is not always a good idea to do so. The following information should be included in the minutes: A written agenda distributed in advance of the meeting that allows attendees to follow the issues at hand and also assist the secretary with properly recording each item of business that is discussed. Each pertinent discussion should be detailed in a clear, short summary that illustrates only the key points. Only sparingly should a comment be included to help explain a decision arrived at, but it, too, should be short and to the point. The vote of every director. A director who is present at a meeting of its board at which action on any corporate matter is taken is presumed to have assented unless he or she votes against such action or abstains from voting. A director who abstains from voting on any action is presumed to have taken no position with regard to the action. An abstention is to be recorded in the minutes. If applicable, a note identifying any director who is personally or financially interested in a transaction and abstained as a result of the conflict of interest. Confirmation that a quorum was present, proof of proper notice of the meeting, disposal of any unapproved minutes, unfinished business, new business and adjournment. A copy of the minutes should be sent to each director ahead of the next meeting for review in order to facilitate efficient approval. A motion should be placed to approve the minutes, and the minutes should then be adopted. Another issue is whether minutes should be kept of closed sessions. Generally, all meetings of the board should be open to the members, but the exception is to allow closed sessions to address confidential or legal matters. For instance, if an association has chosen to become involved in litigation, the association can be apprised of that development without the disclosure of legal strategy or potential weaknesses that could be shared with the adverse party or its counsel. By following these suggestions, the association can shorten the duration of its meetings, reduce its exposure to liability, and properly maintain a permanent record of proceedings to guide future boards and inform the ownership. Minutes of the association are the permanent record of all association business. They should concisely reflect the specific motions and resolutions adopted with a very short summary of any significant discussion. Minutes should never be a verbatim record of the meeting.

**Chapter 5 : ETC Board of Directors meeting. - DRS**

*Taking good meeting minutes at a board meeting is an important and fulfilling role. Board meeting minutes are more than a general accounting of board discussions; they serve as an official and legal record of the meeting of the Board of Directors. Minutes are used in a variety of ways including.*

They may vote solely in accordance with their own self interest at Unit Owner meetings and have no fiduciary duty to the Association or to other Unit Owners. Their vote is limited to election of the Board of Managers and to certain Association actions considered of such importance as to not be controlled solely by the officers and directors of the Association, such as sale of all or substantially all of the Association property, merger or consolidation, etc. Association Unit Owners are given the right to attend Board of Managers Meetings, subject to certain exceptions, and to meet to discuss proposed rules and regulations. The officers conduct the day to day business of the Association subject to control and supervision of the Board and also have a fiduciary duty to the Association. However, if the Condominium Act does not specifically require a percentage interest vote on a particular matter, the By-Laws can provide for a single equally weighted vote as to such matter for each unit. Secret ballots are ballots where only the percentage interest of the unit being voted and the vote itself need be marked. The notice should state the time, date, place and purpose of the meeting. Special rules apply for absentee ballots: Further, only one vote may be cast for a given unit, even if there are multiple owners of a given unit. Whether or not and the extent to which closed meetings are a good idea are completely different issues from whether they may be legally held. Meetings can be conducted either very formally or quite informally. Some Boards choose to use such procedural frameworks as Roberts Rules of Order. Others create their own set of procedures. A second by another Board member is usually required before a given resolution is then discussed and voted upon. If passed, the resolution becomes the official decision of the Board and is then incorporated into the minutes of the meeting. However, to do so, the Board must first call a meeting of Unit Owners to discuss the proposed rules and regulations. The full text of the proposed rules and regulations must be included with the notice of the meeting. After that meeting of Unit Owners is held, the Board may adopt the proposed rules and regulations, even if the consensus at the meeting disapproves all or some of the proposed rules. However, a committee formed by the Board or otherwise authorized by the By-Laws relating to the election, nomination, qualifications or credentials of directors or other committees involved in the process of electing directors may be composed entirely of non-directors. The Association must maintain the following records regarding its meetings and elections: Laws relating in General to Condominium Associations click on the topic for information: Use of Evictions in Collection of past due condominium or townhome assessments, late charges and fines; for a published article on the subject by Barry Kreisler For more information about the eviction services offered to Condominium and Townhouse Associations by the Law Offices of Barry Kreisler, P.

**Chapter 6 : Board of Managers Meetings Sample Clauses**

*Mode Of Conducting Business In A Society, Board Of Managers, Etc Promptly at the time named in the notice issued for the meeting, the President \* should take the chair. The custom of permitting a delay, or allowing "grace," as it is called, is rapidly falling into disuse.*

An Occasional Or Mass Meeting. A mass meeting is a meeting of an unorganized group. It provides a meeting place and an orderly way to bring people of the same interests and concerns together for the purpose of forming an organization or solving a community problem. Because a mass meeting has no written rules regarding meeting conduct, some basic parliamentary principles govern it: The individuals sponsoring the meeting have the right to restrict the discussion and any proposals to the purpose that they have announced. Those attending have the right to determine the action taken by making motions, debating, and voting on proposals. The sponsors have the right to keep out of the meeting anyone who is opposed to the purpose or would try to subvert the purpose. After all, the organizers have invested both time and expense in calling the meeting. Before calling a meeting that is not one of an organization, the following Preliminary Steps should be taken: Those who are responsible for the call should consult together and agree upon the place and time of the meeting, how the notice shall be given, who shall call the meeting to order and nominate the chairman, who shall be nominated for chairman, and who shall explain the object of the meeting. It is also good policy sometimes to have a set of resolutions drafted in advance to submit to the meeting. It is not customary to call mass meetings to order promptly at the appointed time, but to wait ten or fifteen minutes, when the one chosen for the purpose steps to the front and says: A act as [or I nominate Mr. A for] chairman of this meeting. A act as [or Mr. A has been nominated for] chairman of this meeting; those in favor of the motion [or nomination] say aye;" and then the affirmative vote is taken, he says, "Those opposed say no. A is elected chairman. He will please take the chair. The member who calls the meeting to order, instead of making the motion himself, may act as temporary chairman, and say, "The meeting will please come to order; will some one nominate a chairman? This is dangerous, however, in large meetings, where an incompetent person may be nominated and elected chairman. In large assemblies, the member who nominates, with one other member, frequently conducts the presiding officer to the chair, and the chairman makes a short speech, thanking the assembly for the honor conferred on him. When the chairman takes the chair he says, "The first business in order is the election of a secretary. B," when the chairman puts the question as below. Sometimes several names are called out, and the chairman, as he hears them, says, "Mr. B is nominated; Mr. C is nominated," etc. B for secretary say aye; those opposed say no. The chair is in doubt: B for secretary will rise; those opposed will rise. The negative has it and the motion is lost. As many as are in favor of Mr. C for secretary say aye; those opposed say no. The ayes have it, and Mr. C is elected secretary. He will please take his place at the desk. C fails of election the vote is taken on the next nominee, and so on until one is elected. The secretary should take his seat near the chairman, and keep a record of the proceedings, as described in The chairman should always stand in putting the question to vote, and in large assemblies it is better for him to stand while stating the question. During debate he should be seated, and pay attention to the discussion. When nominations are made it is optional whether they are seconded or not. They are usually not debated, though sometimes the one making the nomination and the one seconding it say a few words at the time in favor of their nominee. A nomination cannot be amended. If additional officers are desired, they may be elected in the same manner as the secretary. These two officers are all that are usually necessary, so as soon as the secretary is elected, the chairman directs the secretary to read the call for the meeting and then calls on the person most familiar with the question to explain the object of the meeting more fully, or he may do this himself. Chairman;" the chairman responds, "Mr. C, having thus obtained the floor, says, "I move the adoption of the following resolutions," which he reads and hands to the chairman. Some one else says, "I second the motion. They may be referred to a committee, or may have any other subsidiary motion applied to them. When the debate appears to be finished, the chair again asks, "Are you ready for the question? In such bodies, however, there are several clerks and only one chairman. In most assemblies there is but one clerk or secretary, and as he has

to keep the minutes, there is no reason for his being constantly interrupted to read every resolution offered. In such assemblies, unless there is a rule or established custom to the contrary, it is usually much better to hand all resolutions, reports, etc. If they were read by the member introducing them, and no one calls for another reading, the chairman may omit reading them when he thinks they are fully understood. If the committee reports several independent resolutions relating to different subjects, the chair must state the question separately on the resolution, or resolutions, relating to each subject, on the request of a single member. If the resolutions relate to a single subject and yet each one is capable of standing alone if all the rest are rejected, they may be divided by a majority vote on a motion to divide the question, as explained in 24 , If the resolutions are so connected that they cannot stand alone, then the proper way to secure a separate vote on any objectionable resolution is to move to strike it out. When the chair states the question on striking it out, the resolution is open to amendments of the second degree, so as to perfect it, before the vote is taken on striking it out. If it is desired to amend a pending resolution, that is, a resolution that the chair has stated as before the assembly for action, a member rises and obtains the floor as already described, and offers, or moves, his amendment, thus: In a large assembly he should repeat the motion before making this inquiry, as members who would be willing to second the motion may not have heard it. In fact, the chair must usually assume that some members do not hear what is said from the floor, and therefore that he must always repeat motions and the result of votes. The motion being seconded, the chair states the question thus: If no one rises to claim the floor, the chair puts the question thus: The ayes have it, and the amendment is adopted. The question is now on the resolution as amended, which is as follows [repeat the amended resolution]. Are you ready for the question? When the chair thinks the debate ended, he asks, "Are you ready for the question? Those in favor of the motion [or, of adopting the resolution] say aye; those opposed say no. The ayes have it, and the resolution is adopted. If it is preferred to appoint a committee to draft resolutions, a member, after he has addressed the chair and has been recognized, says: The motion being seconded, the chairman states the question thus: The ayes have it and the motion is adopted. As many as are of the negative will signify it in the same way. The affirmative has it and the motion is adopted. The chair will appoint Messrs. A, B, C, D, and E as the committee on resolutions. The committee will withdraw and prepare the resolutions as quickly as possible. What is the further pleasure of the meeting? If the assembly, however, prefers a different method, the procedure is as described in 32 ; or the following method may be adopted: A member moves, "That a committee be appointed to draft resolutions," etc. This motion being adopted, the chair asks: The committee may be "appointed" by the chair, in which case the chairman names the committee, and no vote is taken; or the committee may be "nominated" by the chair, or by members of the assembly no member naming more than one, except by unanimous consent , and then the assembly votes on their appointment. When the chairman nominates, after stating the names, he puts one question on the entire committee, thus: If nominations are made by I members of the assembly, and more names are mentioned than the number of the committee, a separate vote must be taken on each name, in the order of nomination, until the committee is filled. When the committee is appointed, it should at once retire and agree upon a report, which should be written out as described in During its absence other business may be attended to, or the time may be occupied with hearing addresses. If the chairman sees the committee return to the room, he should announce, as soon as the pending business is disposed of, or the member speaking closes, that the assembly will now hear the report of the committee on resolutions: If the chairman does not notice the return of the committee, its chairman avails himself of the first opportunity to obtain the floor, when he says: The chairman then proceeds as stated above when the resolutions were offered by a member. If it is not desired immediately to adopt the resolutions, they may be debated, modified, their consideration postponed, etc. When through with the business for which the assembly was convened, or when from any other cause it is desired to close the meeting, some one moves "to adjourn. If the motion is carried, and no other time for meeting has been appointed, the chairman, in case the ayes and noes are nearly equal, says: Before declaring the adjournment, or even taking a vote on adjourning, the chair should satisfy himself that all required notices are given. Sometimes it is desirable to continue the mass meetings until a certain object is accomplished, and in such case the assembly may prefer to make a temporary organization at first, and then make their semi-permanent organization with more deliberation. If

so, the assembly would be organized as just described, only adding "pro tem. As soon as the secretary pro tem,. A committee on rules should also be appointed, which should recommend a few rules providing for the time and place for holding the meetings, for some authority on parliamentary law, and for the number and length of speeches allowed, if two speeches not to exceed ten minutes each is not; satisfactory. Frequently the presiding officer is called the President, and sometimes there is a large number of Vice Presidents appointed for merely complimentary purposes. The Vice Presidents in large formal meetings sit on the platform beside the President, and in his absence, or when he vacates the chair, the first on the list that is present should take the chair. When it is desired to form a permanent organization, those interested in it should consult together and carefully lay their plans before calling a meeting to organize the organization. They should also be careful in calling the meeting to see to it that there is a majority in sympathy with their plans.

**Chapter 7 : Robert's Rules of Order Online - Committees and Boards**

*Department of State by State Map links, etc. 6. Discuss managing insurance program and but may require decision at the next meeting of the Board of Directors).*

Susan Johns, Consulting Accountant Proceedings: After brief discussion, Board agreed. Both are invited back next year to give a longer presentation about our organization. After brief discussion, Board congratulated Swanson and asked her to pass on their congratulations to Browne as well. The organization should generate revenues where possible from the materials, too. Funds recommends that our company ensure the auditor provides a management letter along with the audit financial report. Issues include that high accounts receivables require Finance Committee attention to policies and procedures to ensure our organization receives more payments on time. After brief discussion of the issues and suggestions about how to ensure receiving payments on time, MOTION to accept financial statements; seconded and passed. Carver suggested review and a resolution to change the By-laws accordingly. Kyumoto suggested that Swanson first seek legal counsel to verify if the proposed change is consistent with state statute. Swanson agreed to accept this action and notify members of the outcome in the next Board meeting. In the mailing, Porter asked members for their opinions to help select a consultant. Porter asked members for their opinions. Zevon noted that she was also a computer consultant and was concerned about conflict of interest in her Board role regarding this selection, and asked to be ABSTAINED from this selection. The majority of members agreed on Lease-or-Buy Consultants. He asked members to be more mindful and focused during discussions, and suggested that the Board Development Chair take an action to identify solutions to this issue. To round out your knowledge of this Library topic, you may want to review some related topics, available from the link below. Each of the related topics includes free, online resources. Also, scan the Recommended Books listed below. They have been selected for their relevance and highly practical nature.

**Chapter 8 : Robert's Rules of Order, Organization and Meetings**

*As board members arrive at the board meeting, they may not be aware of how many hours the board secretary has already put in to prepare for the board [www.nxgvision.com](http://www.nxgvision.com) board secretary has five main duties to prepare for a board meeting.*

Company Law Solutions Board meetings A board meeting is a meeting of the directors. It must be distinguished from a general meeting , which is a meeting of the members shareholders of a company. The conduct of board meetings is almost entirely unregulated by the Companies Act unlike general meetings, which have a whole chapter of the Act , Part 13, chapter 3, consisting of 30 sections. The only statutory provisions affecting board meetings is CA , sec, which requires minutes of board meetings to be kept. See also sec on such minutes as evidence. Most companies have the provisions of the Model Articles for articles adopted from 1. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it. Conflicts of interest Records of decisions to be kept The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors. Table A provisions on board meetings Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote. The quorum for the transaction of the business of the directors shall be fixed by the directors and unless so fixed shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at ever meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or as the case may be a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Care must be taken to ensure that directors observe the common law equitable duties to act for the benefit of the company and to disclose any interest they may have in the matters being discussed, and that the statutory rules where a conflict arises are followed. The minutes should record that all such rules were observed.

**Chapter 9 : What Do You Talk about at Your Board Meetings? - Non Profit News | Nonprofit Quarterly**

*ETC Developers, Inc., a wholly-owned subsidiary of ETC-DC, is the managing general partner holding a minority interest in three partnerships: Viviendas Associates which owns, subject to mortgage, new low and moderate income housing.*

Agendas and reports One of the best ways to hold effective meetings is to put thought into the agenda, distribute it prior to the meeting, and then stick closely to it during the meeting. Ideally agendas should note: However, all boards can borrow from the policy-governance model when it comes to setting an agenda by asking a simple question: A sample agenda that represents the typical format and content of a board meeting can be viewed at Free Management Library. Most boards in an effort to be effective and efficient will avoid one-way communication, i. The chair should acknowledge the reports during the meeting and ask for any specific questions, concerns or further discussion; otherwise reports should receive no further attention at the meeting. The same can apply to correspondence. Many organizations receive a large quantity of information between board meetings. The board package sent prior to the meeting can include a list of the correspondence and copies if feasible and warranted. Members who want to look at the information can do so prior to or after the meeting, but time is not devoted to correspondence at the meeting unless board input is needed. This includes active participation but also to: Arrive on time and stay for the duration of the meeting Read materials prior to the meeting to be prepared for discussion Be respectful of others who are speaking and avoid interrupting, rudeness and side conversations Have an open mind when listening to discussion and opposing perspectives Ask for clarification before voting or making a decision if unsure about something Carefully word motions Volunteer to help with items that require action and follow up on action items prior to the next meeting Board members need to feel they are accomplishing something and being recognized for the work they do. When this happens at board meetings members are more apt to participate. It should be something that everyone agrees upon. An alternative can be to tag social time onto the beginning or end of a meeting. It is an optional time for members to either arrive early or stay later to catch up with other board members and share information. Board members who have social media accounts can also chose to link with another using them mediums. It is important for boards to have social opportunities as it builds a more cohesive team and ultimately leads to more productive and effective meetings. Minutes and action items The long-standing debate about meeting minutes is deciding how much information to include. It is a challenge to be able to reflect the intent of an action item without providing all of the nitty- gritty discussion details. At a minimum, minutes need to include: The date and location of the meeting Members who were present for voting Motions put forth, the mover and seconder Amendments to motions The outcome of the motion whether it was carried or not and record of the vote including dissenters and those who voted in abstention or by proxy The responsibility of recording and distributing minutes is usually given to an appointed or elected officer of the board called a secretary. On some boards, responsibility for taking minutes is delegated to staff and the minutes are then reviewed and approved by the secretary. In addition to the formal minutes of an organization, some organizations also prepare action items. The action items may be part of the minutes or a separate document attached to the minutes. Minutes and action items should be distributed to board members as soon as feasible after the meeting. At a minimum they should be distributed to the board to provide enough time for members to review them prior to the next meeting. Ideally, the minutes should have been read and reviewed prior to the meeting, eliminating the need to read through them at the meeting. Any board member who requires assistance in reading and reviewing the minutes should have the opportunity to do so prior to the meeting. Once the minutes are approved by a vote of the board they become part of the official record of the organization. A copy of all minutes should be kept in one location along with a back-up copy. Many boards get the secretary and sometimes the chair to sign an official copy of the minutes. Board members should receive their own copy of minutes including any amendments. General meetings In addition to regular board meetings, organizations hold general meetings. These are often referred to as Annual General Meetings AGMs because one must be held no later than 18 months after incorporation and annually thereafter. There must be no more than 15 months between general meetings for organizations that are incorporated under Ontario law

Source: General meetings include the broader membership of the organization and board members. Every member in good standing of an organization is entitled to vote at general meetings, and those not able to attend may vote by proxy through another member who is present. The current board of an organization runs the general meeting. There are agendas and minutes taken, similar to a board meeting, but there are differences in some procedures including voting methods, notice of meetings, conflict of interest and quorum. Meeting Rules and Procedures for Non-Profit Organizations provides details on the differences in procedures between board meetings and general meetings. Items usually addressed at general meetings include: At the same time, the results can feed into the larger board evaluation process. Boards can take a formal or informal approach to gaining feedback about their meeting effectiveness. Informally, once or twice a year depending on how often the board meets a simple survey can be handed out to directors asking questions like: What do you like best about board meetings? What do you like least about board meetings? Are you satisfied with the items that are usually on the agenda? What could be done to encourage more discussion at the meetings? Is the timing and location of meetings convenient for you? What changes would you suggest to make meetings more effective and productive for you? The more formal tool provided below has been adapted from Board Building: Using the checklist provided, the observer is not meant to give advice but to summarize the feedback and provide it to the board for review. Meeting Observer Checklist Source: Strengths of the meeting: Suggestions for future effectiveness: Additional Resources Ten Quick Ways to Improve Board Meetings has unique and fresh ideas for keeping board meetings effective and interesting. The Importance of Board Meeting Attendance from The Non-profit Conversation blog touches on how effective meetings can enhance board member participation and attendance. Effective Meetings from the HRCouncil. A tool for assessing the work of the board.