

Board of Directors - Guidelines for Meetings

To the extent that the organization is subject to the State of Iowa statutes, the organization will follow all provisions of that law.

Conduct of Meetings

So meetings may be conducted in the most orderly manner, discussion of agenda items will be limited to communications among board members, between the board and staff, and among the board, staff and those the board and staff request to make presentations.

Board Calendar

A calendar of agenda items will be established by the Board of Directors annually before the beginning of the board year. The calendar will list agenda items that regularly require board action during specific time frames each year, such as approval of the budget, renewal of contracts, evaluation of staff, board development and other standard annual events.

Regular Meetings

Regular meetings of the board will be held quarterly. So that board members can schedule for the meetings well in advance, the specific dates will be established for the full year at the board's organizational meeting each year. The board will make every effort to maintain those dates as board meeting dates.

Special Meetings

Special meetings of the board should be called only rarely when the business to be addressed cannot wait until the next regularly scheduled meeting. A special meeting of the board may be called by the Chairman or the Secretary or on written request of two directors of the board. A call for a special meeting will state the business to be addressed by the board at the special meeting. Every member of the board must be notified of the special meeting by mail or email at least 10 days prior to the established meeting time.

Absence from Meetings

All members of the Board of Directors are expected to attend every meeting. Excused absences are acceptable upon proper notification to the Chairman.

Open Board Meetings

The Board of Directors will hold open board meetings using the following guidelines:

- Attendance by guests at all meetings must have prior approval of the Chairman
- Guests may comment to the board only when the board requests public comment
- When dealing with confidential matters, the board may elect to go into closed session. Closed session will limit attendance to Board members only.

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- Board committee meetings are not generally open to non-board members or designated staff except at the invitation of the committee

Closed Meetings

All regular meetings of the board will be open (members, public) except as specified below. The board will close its meetings only when:

- Discussion by the board could harm the reputation and character of any person
- Information discussed by the board could have an adverse legal impact on the organization's legal position if the information were public knowledge
- Information discussed by the board could have an adverse financial impact on the organization if the information were public knowledge and during staff salary discussions

To close a meeting, a motion must be made and approved by a majority of the board stating the specific reasons for closing the meeting. Business conducted in the closed session must pertain directly to the stated purpose for closing the meeting.

Staff and non Board/staff Attendance at Board Meetings

With the exception of the Executive Director, staff and other guests may attend Board of Directors meetings by invitation or by president approved requests.

Meeting Agenda Packet

All matters to be considered by the Board of Directors at a meeting will be included on the agenda and in the board packets delivered to board members at least one week prior to the meeting. These “packets” or information may be delivered by a postal service, by electronic mail or posted on the website. The board may vote to waive this requirement to discuss only items on the published agenda by a majority vote of the board.

Meeting agendas will be developed by the Executive Director and approved by the Chairman prior to distribution.

All board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.

The agenda may be amended after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for board information, and only by consensus of a majority of the board members. A board member or staff may request changes to the agenda.

Meetings by Conference Call

It is not the practice of Board to hold meetings by conference telephone calls. However, emergency situations may dictate that some board members cannot attend the meeting in person, but may attend via telephone conference call. In those cases, any or all of the board members may participate in the meeting by conference telephone.

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All board meetings in which one or more of the board members are participating by telephone will be conducted under the following rules:

- All board members participating in the meeting must be able to hear each other
- All rules for calling meetings and notification of board members as spelled out in other sections of this policy manual will apply
- All rules for conduct of meetings, including role call and quorum, will be followed
- Minutes of the meeting will be kept. Minutes will be reviewed and adopted by the board at the next regularly scheduled board meeting

Quorum

A three fourths majority of all currently elected members of the Board of Directors will constitute a quorum for the purpose of conducting official board business.

Voting

All members of the Board of Directors who are present when a question is put will vote upon the question unless excused by the other members present or unless disqualified by conflict of interests. Results of the vote will be recorded.

Voting on all motions will be by voice unless requested otherwise by a member of the board, at the direction of the Chairman, or required by these policies.

A board member who is present at a meeting of the Board at which action is taken on any corporate matter, will be presumed to have concurred in the action taken unless the dissent of the board member is entered in the minutes of the meeting. Such dissent will be indicated by a simple "no" vote on the action.

A board member who is absent from a meeting of the board at which action is taken will be presumed to have concurred in the action unless the trustee will file a written dissent with the secretary of the board within a reasonable time after learning of the action. The dissent will be attached as an addendum to the minutes but not affect the outcome of the vote.

As per Iowa Statue, there will be no mail or email votes by the Board of Directors or its committees.

Disqualification for Voting

No member of the Board of Directors may vote on any matter in which the board member has a direct or indirect financial or other interest. Please refer to the Conflict of Interest Policy.

Minutes of the Board Meeting

Records of all actions of the board will be set forth in the minutes of the meeting. Minutes will be kept on file as the official record of the Board of Directors.

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Minutes of the meeting are a record of the actions of the board, not a record of discussion.

Minutes of Board of Directors meetings will include:

- The date, time and place the meeting was called to order
- The type of meeting--regular, special or continued
- The name of the presiding officer
- A statement that a quorum was or was not present
- The names of those board members present and the names of those board members absent from the meeting
- The exact wording of all motions, whether passed or failed
- Disposition of each motion made--passed or failed.
- Notation of each committee report
- Notation that financial reports were examined by the board
- Notation of time of adjournment of the meeting

Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

Parliamentary Authority

Meetings of the Board will be governed by the parliamentary rules as outlined in Robert's Rules of Order Newly Revised in all cases where current bylaws and current board policies do not apply.

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