

**POLICY NO. 10-080**

**REVISION DATE: September 28, 2004**

**SUBJECT: BOARD MEETINGS - RULES GOVERNING**

**I. PURPOSE**

To establish the scheduling of meetings, attendance requirements, and rules of conduct for Board of Director meetings.

**II. POLICY CONTENT**

**Regular board meetings:**

Regular board meetings will be held monthly at such time and place in Winthrop, Washington, as the Board of Directors may provide by resolution. Adoption of this policy provides the necessary resolution for meetings following the normal schedule. Meetings following this normal schedule will be held on the fourth Tuesday of each month, starting at 7:00 P.M. Board meetings held outside the normal schedule require a separate board resolution.

**Special board meetings:**

The president or any three directors may call special meetings of the Board of Directors. The person or persons authorized to call such special meeting may fix the time and place for holding it (including whether the meeting will be in person or by conference call). However, they must provide notice to each director at least two days prior to the special meeting.

Proper notice includes delivering the message personally, by electronic means or by mailing a notice at least two days prior to the meeting. Notice of meeting may be waived by unanimous consent of the board either by signing a waiver or attendance at a meeting.

Special meetings of the Board of Directors may also be held by conference telephone call. Such meetings are subject to the same notice and quorum rules as meetings held in person.

**Attendance requirements:**

A majority of the Board of Directors shall constitute a quorum. The act of the majority of directors present at a meeting at which quorum is present shall be the act of the board.

**Rules of conduct for board meetings:**

The meetings will be conducted in conformity with Roberts Rules of Order. The General Manager and other staff members as needed will normally attend each meeting. During executive sessions, attendance will be restricted to directors only, unless others are requested by the board.

There will be an opportunity during regular board meetings for members to address the board directly. Generally, this will occur by scheduling a mutually convenient time with the General Manager.

**III. RESPONSIBILITY**

The board is responsible for determining the time and place of board meetings. The Board President is responsible for conducting the meeting. The General Manager, when authorized by the president or board resolution, shall notify each director of the time and place of each meeting along with the proposed meeting agenda.

**ATTESTING:**

\_\_\_\_\_  
President

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Secretary

\_\_\_\_\_  
Date