

BUT I WANT TO MAKE A MOTION!!!!

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Having served in every Officer position on a Board of Directors for one community association or another, I continually hear from other Directors that the President cannot vote except to break a tie. These instructions come strictly from their understanding of Roberts Rules of Order where the person conducting a meeting is assuring that order and/or control is kept at a meeting. Roberts Rules of Order does not specifically address community associations or non-profit corporations, which is what I would like to address here.

NRS 116.3106 states, “The bylaws of the association must provide:(f) Procedural rules for conducting meetings of the association; and,” The statute does not say that the Association must use Roberts Rules of Order, but must state how meetings will be conducted. Corporate and statutory law puts the same level of duty on ALL Directors regardless of any individual Officer positions that they hold.

Looking at the issue from this angle, the President (if she or she is a Director), has just as much right and responsibility to vote as any of the other Directors. As a Director, a certain number of fellow owners voted for that individual to serve as their representative in the decision making process for the corporation. If the President is not allowed to make motions or vote, the remainder of the Board is in effect taking his or her voting privilege away.

At times, to clearly put an issue on the table for further discussion, it is necessary for the President to put his or her ideas in the form of a motion for consideration of the remainder of the Board.

Having talked with several attorneys within and outside of Nevada, it is recommended that all Directors, including the President, vote for or against an issue (or clearly abstain) to fulfill their fiduciary responsibility. Roberts Rules, while being helpful, does not change Nevada law or relieve any director of his fiduciary responsibility.

The President of the State of Nevada Parliamentarian Association has stated that she believes the President should vote as well *if* he or she is a Director.

Attached is a copy of Robert’s Rules and the provision allowing the Members of the Board to adopt their own procedures for running their meetings.