

Title: Board of Directors' Meetings

Meetings of the Board shall be conducted in an open meeting in accordance with the requirements of the open meetings law, unless a closed session is authorized by law or the meeting is exempt from the open meetings law.

A meeting is defined as a gathering in person or by electronic means, formal or informal, of a majority of the members of the Board (or their agents), where there is deliberation or action upon any matter within the scope of the Board's policy-making duties.

A social gathering which includes Board members shall not constitute a Board meeting during which there is no discussion of policy or intent to avoid the purposes of the open meetings law, nor be used to conduct official Board business. Information gathering by Board members does not constitute a Board meeting where there is no deliberation or consensus-building by or on behalf of the board members.

The regular meetings of the Board will be set by the Board at its organizational meeting or at another time deemed appropriate by the Board.

Parliamentary procedure not provided for in these policies or by statute shall be determined by Robert's Rules of Order Newly Revised with the following modifications:

- a. It is not necessary to rise in order to make a motion.
- b. The President of the Board need not rise while putting questions to a vote.
- c. The President of the Board may speak in discussions without rising or leaving the chair.

Work Sessions

The Board of Directors may schedule work sessions and retreats. The Board has the authority to hire or use an outside facilitator to assist them in work sessions. Topics for discussion and study will be announced publicly, and work sessions and retreats will be conducted in open session. However, no Board action will take place at the work sessions or retreats.

Special Meetings

Special meetings may be held as determined by the Board, or called at any time by the President of the Board or by the secretary upon the written request of a majority of the Board members. Notice specifying the time and place of the special meeting will be delivered to each

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Board member in person or by registered letter; but attendance shall be a waiver of notice.

Notice shall be given at least twenty-four hours prior to the commencement of any meeting, unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given. The nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes.

Cross References:  
203, 215, 217, 218 \_\_\_\_\_

Legal References:  
Iowa Code Chapters 21, 279 \_\_\_\_\_

Approved: Apr. 30, 1985

Reviewed: Feb. 20, 1996

Revised: May 22, 2007  
April 24, 2012  
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