

Section 2: Board of Directors Policies and Procedures

Rules of Procedure for Board Meetings:

These rules and procedures shall be used for Board meetings of the Orange County ABC Board; hereafter, referred to as the "Board". These rules incorporate general principles of parliamentary procedures and applicable North Carolina laws. The basis for these procedures were extracted from "Suggested Rules of Procedure for Small Local Government Boards", second edition, (1998) by A. Fleming Bell, II, the Institute of Government, The University of North Carolina at Chapel Hill.

These procedures modify *Robert's Rules of Order Newly Revised* with the following principles:

- >- The Board must act as a body
- >- The Board should proceed in the most efficient manner possible
- >- The Board must act by at least a majority
- >- Every member must have an equal opportunity to participate in decision making
- >- The Board's rules of procedure must be followed consistently
-);> The Board's actions should be the result of a decision on the merits and not a manipulation of the procedural rules.

Rules 1 through 28:

Rule 1. Regular Meetings:

The Board shall hold a regular meeting on the third Tuesday of each month, except that if a regular meeting day is a legal holiday, the meeting shall be held on the next business day. The meeting shall be held at the Main Office, 601 Valley Forge Road, Hillsborough, NC and shall begin at a time designated by the board. A copy of the Board's current meeting schedule shall be filed with the Clerk to the Board of the Orange County Commissioners .

Rule 2. Special, Emergency, and Recessed (or Adjourned) Meetings:

Special Meetings

The Chair, or a majority of the members, may at any time call a special meeting of the Board. Forty-eight hours before a special meeting is called in this manner written notice of the meeting shall be Distributed in the following manner:

- Given to each Board member
- Given to the Board secretary
- Posted in the Administrative Office of the Board
- Provided to anyone who has a written request for notice with the Board's secretary
- Given to the Clerk to the BOCC and the Board Liaison

A special meeting may also be called or scheduled by vote of the Board in open session during another duly called meeting. The motion or resolution calling or scheduling special meeting shall specify its time, place and purpose. At least forty-eight hours before a special meeting called in this manner, notice of the time, place and purpose of the meeting shall be distributed in the same manner listed above for special meetings

Only those items of business specified in the notice may be discussed or transacted at a special meeting, unless all members are present and the Board determines in good faith at the meeting that it is essential to discuss or act on the item immediately.

Emergency Meetings

The Chair, or a majority of the members, may at any time call an emergency meeting of the Board by signing a written notice stating the date, time and place of the meeting and the subjects to be considered. Written or oral notice shall be distributed in the same manner listed above for special meetings

Emergency meetings may be called only because of generally unexpected circumstances that require immediate consideration of the Board. Only business connected with the emergency may be considered at an emergency meeting.

Recessed or Adjourned Meetings

A properly called regular, special, or emergency meeting may be recessed or adjourned to a time and place certain by a procedural motion made and adopted as provided in Rule 16, in open session during the regular, special or emergency meeting.

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The motion shall state the time and place when the meeting will reconvene.

No further notice need be given of such recessed or adjourned session of a properly called regular, special or emergency meeting.

Rule 3. Organizational Meeting:

On the date and the time of the first regular meeting after June 1, the newly appointed members shall take and subscribe the oath of office as the first order of business. The outgoing Chair, if present, will preside at the organizational meeting until the new Chair is sworn in. As the second order of business, the Board shall elect a Vice Chair, if he or she is not otherwise selected, using one of the nomination and voting procedures set forth in Rule 25. The Board may also consider changing the date, time and location of the regular meetings.

Rule 4. Agenda:

Proposed Agenda:

The Board's secretary shall prepare a proposed agenda for each meeting. A request to have an item of business placed on the agenda must be received at least two work days before the meeting. Any Board member may, by a timely request, have an item placed on the proposed agenda. A copy of all proposed orders, policies, regulations and resolutions shall be attached to the proposed agenda. An agenda package shall be prepared that includes, for each item of business placed on the proposed agenda, as much background information on the subject as is available and feasible to reproduce. Each Board member shall receive a copy of the proposed agenda package and it shall be available for public inspection and/or distribution when it is distributed to the Board members.

Adoption of the Agenda:

As its first order of business at each meeting, the Board shall, as specified in Rule 6, discuss and revise the proposed agenda and adopt an agenda for the meeting. The Board may by majority vote to add items to or subtract items from the proposed agenda, except that the Board may not add items to the agenda of a special meeting unless:

All members are present

The Board determines in good faith at the meeting that it is essential to discuss or act on the item immediately. If items are proposed to be added to the agenda, the Board may, by majority vote, require that written copies of particular documents, connected with the items be made available at the meeting to all Board members. The Board may designate certain agenda items "for discussion and possible action." Such designation means that the Board intends to discuss the general subject area of that agenda item before making any motion concerning that item.

Open Meetings Requirements:

The Board shall not deliberate, vote, or otherwise take action on any matter by reference to a letter, number or other designation, or other secret device or method, with the intention of making it impossible for persons attending the meeting of the Board to understand what is being deliberated, voted, or acted on. However, the Board may deliberate, vote, or otherwise take action by reference to an agenda, if copies of the agenda-sufficiently worded

to enable the public to understand what is being deliberated, voted , or acted on-are available for public inspection at the meeting.

Rule 5. Public Address to the Board:

Any individual or group who wishes to address the Board shall make a request to be on the agenda to the Board's secretary. However, the Board shall determine at the meeting whether it will hear the individual or group.

Rule 6. Order of Business:

Items shall be placed on the agenda according to the order of business . The order of business for each regular meeting shall be as follows:

- Discussion and revision of the proposed agenda; adoption of an agenda .
 - Approval of the minutes.
 - Public hearings
 - Administrative reports
 - } Committee reports
 - Unfinished business
 - New business
 - Informal discussion and public comment.
- ii> By general consent of the Board, items may be considered out of sequence .

Rule 7. Presiding Officer:

The Chair of the Board shall preside at Board meetings if he or she is present unless he or she becomes actively engaged in debate on a particular matter. The Chair shall have the right to vote only when there is a tie. In order to address the Board, a member must be recognized by the Chair. If the Chair is absent, the Vice Chair shall preside . If both the Chair and Vice Chair are absent, another member designated by vote of the Board may preside. The Vice Chair or another member who is temporarily presiding retains all of his or her rights as a member, including the right to make motions and the right to vote. If the Chair becomes actively involved in debate on a particular matter, he or she will designate another Board member to preside over the debate. The Chair shall resume presiding as soon as action on the matter is concluded.

The presiding officer shall have the following powers :

- To rule motions in or out of order, including patently offered for obstruction or dilatory purposes
- To determine whether a speaker has gone beyond reasonable standards of courtesy in his remarks and to entertain and rule on objections from others members on this ground
- To entertain and answer questions of parliamentary law or procedure
- To call a brief recess at any time
- To adjourn in an emergency

A decision by the presiding officer under the first three powers listed may be appealed to the Board upon motion of any member, pursuant to Rule 16, Motion 1. Such as motion is in order immediately after a decision under those powers is announced and at no other time. The member making the motion, if timely made, may not be ruled out of order.

Rule 8. Action by the Board:

The Board shall proceed by motion, except as otherwise provided for in Rules 3, 4 and 25. Any member, including the Chair, may make a motion.

Rule 9. Second Required for all Motions:

All motions require a second.

Rule 10. One Motion at a Time:

A member may make only one motion at a time.

Rule 11. Substantive Motions:

A substantive motion is out of order while another substantive motion is pending.

Rule 12. Adoption by Majority Vote:

A motion shall be adopted by a majority of the votes cast, a quorum as defined in Rule 22 being present, unless otherwise required by these rules or the laws of North Carolina. A majority is more than half.

Rule 13. Voting by Written Ballot:

The Board may choose by majority vote to use written ballots in voting on a motion. Such ballots shall be signed, and the minutes of the Board shall show the vote of each member voting. The ballots shall be available for public inspection in the office of the Board's secretary immediately following the meeting at which the vote took place and until the minutes of that meeting are approved, at which time the ballots may be destroyed.

Rule 14. Debate:

The chair shall state the motion and then open the floor to debate. The Chair shall preside over the debate according to the following general principles:

-);;> The maker of the motion is entitled to speak first;
-);;> A member who has not spoken on the issue shall be recognized before someone who has already spoken.
-);;> To the extent possible, the debate shall alternate between proponents and opponents of the measure.

Rule 15. Ratification of Actions:

To the extent permitted by law, the Board may ratify actions taken on its behalf but without its prior approval. A motion to ratify is a substantive motion.

Rule 16. Procedural Motions:

Certain Motions Allowed: In addition to substantive proposals, only the following procedural motions, and no others, are in order. Unless otherwise noted, each motion is debatable, may be amended, and requires a majority of the votes cast, a quorum being present, for adoption. Procedural motions are in order while a substantive motion is pending and at other times, except as otherwise noted.

Order of Priority Motions: In order of priority (if applicable), the procedural motions are:

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Motion 1 To Appeal a Procedural Ruling of the Presiding Officer. A decision of the presiding officer ruling a motion in or out of order, determining whether a speaker has gone beyond reasonable standards of courtesy in his remarks, or entertaining and answering a question of parliamentary law or procedure may be appealed to the Board, as specified in Rule 7. This appeal is in order immediately after such a decision is announced and no other time. The member making the motion need not be recognized by the presiding officer and the motion, if timely made, may not be ruled out of order.

Motion 2 To Adjourn. This motion may be made only at the conclusion of action on a pending substantive matter; it may not interrupt deliberation of a pending matter. A motion to recess or adjourn to a time and place certain shall also comply with the requirements of Rule 2.

Motion 3 To Take a Brief Recess

Motion 4 Call to Follow the Agenda. The motion must be made at the first reasonable opportunity or it is waived.

Motion 5 To Suspend the Rules. The Board may not suspend provisions of the rules that state requirements imposed by law on the Board. For adoption, the motion requires an affirmative vote equal to a majority of the entire membership of the Board.

Motion 6 To Go into Closed Session.

- ,> The Board may go into closed session only for one or more of the permissible purposes listed in General Statute 143-318.11(a).
- ,> The motion to go into closed session shall cite one or more purposes and shall be adopted at an open meeting.
- ,> A motion based on General Statute 143-318.11(a)(1) shall also state the name or citation of the law that renders the information privileged or confidential.
- ,> A motion based on General Statute 143-318(a)(3) shall identify the parties in each existing lawsuit concerning which the board expects to receive advice during the closed session, if in fact such advice is to be received.

Motion 7 To Leave Closed Session.

Motion 8 To Divide a Complex Motion and Consider It by Paragraph. The motion is in order whenever a member wishes to consider and vote on parts of a complex motion separately.

Motion 9 To Defer Consideration. The Board may defer a substantive motion for later consideration at an unspecified time. A substantive motion the consideration of which has been deferred expires 100 days thereafter unless a motion to revive consideration is adopted. If consideration of a motion has been deferred, a new motion with the same effect cannot be introduced while the deferred motion remains pending (has not expired). A person who wishes to revisit the matter during that time must take action to revive consideration of the original motion [Rule, Motion 14], or else move to suspend the rules [Rule 16, Motion 5].

Motion 10 Motion for the Previous Question. The motion is not in order until there have been at least 20 minutes of debate and every member has had an opportunity to speak once.

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Motion 11 To Postpone to a Certain Time or Day. If consideration of a motion has been postponed, a new motion with the same effect cannot be introduced while the postponed motion remains pending. A person who wishes to revisit the matter must either wait until the specified time or move to suspend the rules [Rule 16, Motion 5].

Motion 12 To Refer a Motion to a Committee. The Board may vote to refer a substantive motion to a committee for its study and recommendations. Sixty days or more after a substantive motion has been deferred to a committee, the introducer of the substantive motion may compel consideration of the measure by the entire Board, whether or not the committee has reported the matter to the Board.

Motion 13 To Amend.

- >- An amendment to a motion must be pertinent to the subject matter of the motion. An amendment is improper if adoption of the motion with that amendment added would have the same effect as rejection of the original motion. A proposal to substitute completely different wording for a motion or an amendment shall be treated as a motion to amend.
- >- A motion may be amended, and that amendment may be amended, but no further amendments may be made until the last-offered amendment is disposed of by vote.
- >- Any amendment to a proposed policy or resolution shall be reduced to writing before the vote on the amendment.

Motion 14 To Revive Consideration. The Board may vote to revive consideration of any substantive motion earlier deferred by adoption of Motion 9 of Rule 16. The motion is in order at any time with 100 days after the day of a vote to defer consideration. A substantive motion on which consideration has been deferred expires 100 days after the deferral unless a motion to revive consideration is adopted.

Motion 15 To Reconsider. The Board may vote to reconsider its action on a matter. The motion to do so must be made by a member who voted with the prevailing side and only at the meeting during which the original vote was taken, including any continuation of that meeting through recess or adjournment to a time and place certain. The motion cannot interrupt deliberation on a pending matter but is in order at any time before final adjournment of the meeting.

Motion 16 To Rescind or Repeal. The Board may vote to rescind actions it has previously taken or to repeal items that it has previously adopted. The motion is not in order if rescission or repeal of an action is forbidden by law.

Motion 17 To Prevent Reintroduction for Six Months. The motion shall be in order immediately following the defeat of a substantive motion and no other time. The motion requires a vote equal to a majority of the entire membership of the board. If adopted, the restriction imposed by the motion remains in effect for six months or until the next organizational meeting of the Board, whichever occurs first.

Rule 17. Renewal of Motion:

A motion that is defeated may be renewed at any later meeting unless a motion to prevent reconsideration has been adopted.

Rule 18. Withdrawal of Motion:

A motion may be withdrawn by the introducer at any time before it is amended or before the chair puts the motion to a vote, whichever occurs first.

Rule 19. Duty to Vote:

Each member shall be permitted to abstain from voting, by so indicating when the vote is taken and stating the reason. This shall be reflected in the meeting minutes.

Rule 20. Special Rules of Procedure:

The date, time and place of the regular meetings may be changed at any regular meeting with a majority vote of the Board.

- >- A copy of each document rendered to the Board during a meeting will also be rendered to the Board Secretary and shall be maintained on file for 12 calendar months (unless the document is an attachment to the meeting minutes).
- >- Recordings of the Board meetings will be properly labeled by the Board Secretary and maintained on file for 12 calendar months.

Board member term renewal procedures:

- >- At least 90 days prior to a Board member's term expiration date the member must state their preference regarding staying on or leaving the Board to the Clerk of Orange County Commissioners .
- >- Also, at least 90 days prior to a Board member's term expiration date, the Board Secretary must submit the Board member's attendance record to the Clerk of Orange County Commissioners for consideration of renewal.
- >- The Board must state its recommendations to the Clerk of Orange County Commissioners at least 90 days prior to a Board member's term expiration date.

Rule 21. Closed Session:

The Board may hold closed sessions as provided by law. The Board shall commence a closed session only after a motion to go into closed session has been made and adopted during an open meeting.

- >- The motion shall state the purpose of the closed session.
- >- If the motion is based on General Statute 143-318.11(a)(1) (closed session to prevent the disclosure of privileged or confidential information or information that is not considered a public record), it must also state the name of citation of the law that renders the information to be discussed privileged or confidential.
- >- If the motion is based on General Statute 143-318.11(a)(3) (consultation with an attorney; handling or settlement of claims, judicial actions, mediations, arbitrations, or administrative procedures) , it must identify the parties in any existing lawsuits concerning which the public body expects to receive advice during the closed session. The motion to go into closed session must be approved by the vote of a majority of those present and voting. The board shall terminate the closed session by majority vote, using Motion 7 of Rule 16.
- >- Only those actions authorized by statute may be taken in closed session. A motion to adjourn or recess shall not be in order during a closed session [Rule 16, Motion 2].

Rule 22. Quorum:

A majority of the actual membership of the Board, excluding vacant seats, shall constitute a quorum. A majority is more than half. The chair shall be considered a member of the board in determining the number of members actually present. A member who has withdrawn from a meeting without being excused by majority vote of the remaining members present shall be counted as present for purposes of determining whether or not a quorum is present.

Rule 23. Public Hearings:

-)> Public hearings required by law or deemed advisable by the board shall be organized by a special order that sets forth the subject, date, place, and time of the hearing as well as any rules regarding the length of time allotted for each speaker, and other pertinent matters. The special order is adopted by a majority vote. Its specifications may include, but are not limited to, rules fixing the maximum time allotted to each speaker; providing for the designation of spokespersons supporting or opposing the same positions; providing for the selection of delegates from groups of persons supporting or opposing the same positions when the number of persons wishing to attend the hearing exceeds the capacity of the hall (so long as arrangements are made, in case of hearings subject to the open meetings law, for those excluded from the hall to listen to the hearing); and providing for the maintenance of order and decorum in the conduct of the hearing.

All notice and other requirements of the open meetings law applicable to board meetings shall also apply to public hearings at which a majority of the Board is present; such a hearing is considered to be part of a regular or special meeting of the Board. These requirements also apply to hearings conducted by appointed or elected committees of Board members, if a majority of the committee is present. A public hearing for which any required notices have been given may be continued to a time and place certain without further advertisement. The requirements of Rule 2, shall be following in continuing a hearing at which a majority of the board, or of a board committee, as applicable, is present.

-);> At the time appointed for the hearing, the Chair or his or her designee shall call the hearing to order and then preside over it. When the allotted time expires, or earlier, if no one wishes to speak who has not done so, the presiding officer shall declare the hearing ended.

Rule 24. Minutes:

Full and accurate minutes of the Board proceedings, including closed sessions shall be kept. The Board shall also keep a general account of any closed session so that a person not in attendance would have a reasonable understanding of what transpired. These minutes and general accounts shall be open to inspection to the public, except as otherwise provided in this rule. The exact wording of each motion and the results of each vote shall be recorded in the minutes, and on the request of any member of the Board, entire Board shall be polled by name on any vote. Members' and other persons' comments may be included in the minutes if the Board approves. Minutes and general accounts of closed sessions may be sealed by action of the Board. Sealed minutes and general accounts may be withheld from public inspection so long as public inspection would frustrate the purpose of the closed session.

Rule 25. Appointments:

The Board may consider and make appointment to other bodies, including its own committees, if any, only in open session. The Board may not consider or fill a vacancy among its own membership except in open session.

The Board shall use the following procedure to make appointments to various committees :

-);> The Chair shall open the floor for nominations; where upon the names of possible appointees may be put forward by the Board members.
-);> The name(s) submitted shall be debated.
-);> When the debate ends, the Chair shall call the roll of the members, and each member shall cast his or her vote
-);;> The nominee(s) receiving the highest number of votes shall be appointed . If more than one appointee is to be selected , then each member shall have as many votes as there are slots to be filled. A member must cast all of his or her votes and cast them for different nominees.

Rule 26. Committees:

-);> Establishment and Appointment. The Board may establish and appoint members for such temporary and standing committees as are required by law or needed to help carry on the Board's work . Any specific provisions of law relating to particular committees shall be followed .

Open Meetings Law. The requirements of the open meeting law shall apply to all elected or appointed authorities , committees , commissions , councils , or other bodies of a local governmental unit that are composed of two or more members and are authorized to exercise legislative , policy making , quasi-judicial , administrative , or advisory functions . However, the law's requirements shall not apply to a meeting solely among a unit's professional staff .

Rule 27. Amendment of the Rules:

These rules may be amended at any regular meeting or at any properly called special meeting that includes amendment of the rules as one of the stated purposes of the meeting, unless a statute or a rule of the body that created the Board provides otherwise. Adoption of an amendment shall require an affirmative vote equal to a quorum .

Rule 28. Reference to *Robert's Rules of Order*:

This Board shall refer to the current edition of *Robert's Rules of Order Newly Revised* to answer procedural questions not resolved in these rules, so long as *RONR* does not conflict with North Carolina law or with the spirit of these rules.

Disclosure Policy

Purpose: The purpose of this policy is to improve the quality and timeliness of disclosing external activities of Board members and employees.

Scope: This policy pertains to all Board members and all employees of the Orange County ABC Board.

Background: Board members or employees may be invited by a third party to participate in activities, events, presentations and/or consultations. The invitation is extended because of their association with OCABC or because of their function within the organization. In order for the Chair and Board to remain fully informed, it is important for such invitations to be shared prior to the time of the activity.

Policy: The Disclosure policy creates an explicit understanding between Board members and employees to report in a timely manner any representation or participation in external activities.

Procedures :

Board participation in external activities, invitations, presentations, consultations, should be communicated to the Chair and/or Vice Chair prior to the time of the activity. Requests may be communicated by any practical means. Employee participation in external activities etc. will be communicated to the General Manager and the General Manager will share this information with the Board.

Board members shall sign the policy within a reasonable time after appointment to the Board. The Board Chair will ensure Board members follow these procedures.

Employees shall sign the policy within a reasonable time after being hired (whether part-time or full-time). The General Manager will ensure employees follow these procedures.

I have read and understand the above Disclosure Policy.

(Signature)

(Date)