



ARTICLE V – CONDUCT OF BUSINESS

5.00 Quorum. All business matters of the Board of Directors (except matters properly the subject of executive sessions) shall be conducted only during a regular or special meeting at which a quorum is present. No business shall be transacted at any special meeting unless its purpose has been specified in the notice of said special meeting.

5.01 Quorum Required. Four members physically present at the situs of a meeting of the Board shall constitute a quorum at any meeting.

5.02 Telephonic or Other Electronic Attendance: Any director may participate in a regular or special meeting of the board of directors through the use of any means of communication by which all directors participating in the meeting can hear each other during the meeting. A director participating in a meeting in this manner is deemed to be present in person at the meeting for all purposes except for determination of whether or not a quorum is present; such telephonic or other communication by a member of the Board shall not constitute that board member's presence for purposes of determining whether or not a quorum is present.

5.03 Voting on Business Matters. Any formal business of the Board shall require the affirmative vote of a majority of the Directors present and voting. When special or emergency circumstances affecting the health, safety and welfare of the District's residents so dictate, actions may be taken by those Directors available at the time.

5.04 Effect of Attendance. The attendance of any Director at a meeting shall constitute a waiver by the Director of the provisions herein provided for notice to the Director and the attendance of all directors shall constitute a waiver of notice as to the Board as a whole.

5.05 Written Waiver. Notice of meetings may be waived in writing or by telegram by members of the Board.

5.06 Adjournments. A regular or special meeting and an adjourned meeting of either may be adjourned, in which event it shall constitute one and the same meeting with that from which it was adjourned, provided that when the law requires that any act be performed at a subsequent meeting an adjourned meeting shall constitute a subsequent meeting for that purpose. No further notice need be given of an adjourned meeting provided that notice of the adjournment shall be given to any director who shall be absent at the prior meeting.

5.07 Holidays. In the event that any day fixed for a regular meeting of the Board shall fall upon a holiday, then the meeting appointed for such day shall be held on the next day, which may not be a holiday, at the same hour specified for the meeting to be held, or as established by the Board of Directors.



5.08 Resolutions and Orders. Each and every action by the Board necessary for the governing and management of the affairs of the District, for the execution of the powers vested in the District, and for carrying into effect the statutory provisions applicable to the District shall be taken by the passage of motions, resolutions and/or orders.

5.09 Minute Book. Within a reasonable time after the action, all orders, resolutions, motions and other actions shall be recorded in a book kept for that purpose and shall be attested by the secretary for the meeting.

5.10 Order of Business. The business of all regular meetings of the Board shall be transacted as practicable in the following order:

- A. Roll call
- B. Reading of minutes
- C. Reading of reports
- D. Unfinished business
- E. New business
- F. Adjournment

5.11 Conduct of Meetings: Meetings of the Board of Directors shall be conducted in accord with law and these by-laws, and so as to maintain good order and discipline and allow all board members the opportunity to be heard.

5.12 Recording Vote. Except where action shall be taken by the unanimous vote of all Directors present and voting, the ayes and nays shall be taken on all actions had and entered upon the minutes, as shall abstentions predicated on a board member's disclosed personal or private interest in any matter proposed or pending before the Board.