

# **A BOARD MEMBER'S GUIDE TO CONDUCTING A ONE-HOUR BOARD MEETING**

PRESENTED BY

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## **FOREWORD**

This book is intended to be a guide to assist board members in conducting a board meeting in less than one hour. By following the guidelines in this book, boards should be able to efficiently conduct board meetings in a minimum amount of time. The efforts of Mr. Donnie Rudd and Ms. Laurel Hart for drafting the First Edition of this work are acknowledged.

## **A BOARD MEMBER'S GUIDE TO CONDUCTING A ONE-HOUR BOARD MEETING**

Board members of condominium, townhouse and homeowners associations often conduct poor board meeting, thereby creating problems for the association. Except for unusual circumstances, a board meeting can be conducted in one hour's time or less. If board meetings extend for several hours each month, the board usually does not understand the proper way to conduct a board meeting.

Most of the people who buy a home in a condominium, townhouse or homeowners association tend to believe what they have been told before purchasing their unit. Units in associations are sold with the concept of "carefree living". In the average person's mind, carefree living does not mean sitting on a board and taking time to conduct the affairs of the association. It means letting someone else do the work.

Under the "carefree living" concept, owners want the board to do all of the work for them. They are willing to trust the board and to forgive them for minor mistakes in judgment so long as they feel that the board is conducting the affairs of the association in a businesslike manner. If board meetings are conducted in a businesslike manner, such as acting quickly and efficiently, the owners will place their trust in the board, and many of the problems commonly encountered in an association will be avoided.

If meetings of the board are not properly conducted, it requires a major time commitment from board members. If owners observe that the time commitment for serving on the board is more than they would be willing to undertake, they will be reluctant to run for the board. For example, many people will not run for a board position if they think that they must attend two or three meetings a month that extend until midnight. If the board is having several board meetings a month, and if the board meetings are going for extensive periods of time, potentially highly qualified board members will not run for the board. Therefore, conducting a board meeting properly is one method of obtaining high caliber people to run for the board.

There are two types of business meetings in an association. The first is a meeting of the members of the association. Generally, a meeting of the members is conducted only once a year, and it is conducted for the purpose of electing new board members. The members may, however, meet at other times. Other than meeting for the purpose of electing a board, the members may also meet to discuss items that require a membership vote. Some of these items are provided for in local or state statutes while others are found in the Declaration and Bylaws of the association. Under the statutory law, meetings of the members are necessary for passing certain types of special assessments, for vetoing certain levels of budget increases, for approving Declaration and Bylaw amendments, and for removing members of the board. However, in most associations, the members of the association have a membership meeting only once a year, and it is for the purpose of electing a board.

At a meeting of the members of the association, the members are allowed to fully participate in the meeting and to make such motions and take such action as is permitted in the Bylaws. A meeting of the members is the proper forum for members to express their views and vote.

The second type of business meeting in an association is a meeting of the board. The statute requires that meetings of the board of a condominium association must occur at least four times a year, however, no specific dates are provided. Therefore, an association can still be in compliance with the law by meeting the last four days of the association's fiscal year. Most associations, however, have board meetings at least once a month. Further, statutes provide that only owners are permitted to attend board meeting. If an association wishes to follow this restriction then rules must be adopted and followed equally amongst all the residents. However, most associations allow tenants to also attend the board meetings since the tenant by living there possesses as much interest in the operations of the association as an owner.

Meetings of the board are conducted for the sole purpose of allowing the board to conduct business. The participation in transacting business is limited exclusively to the board. While owners may attend board meetings, they are not allowed to participate in voting. Owners are not allowed to speak at a board meeting without board consent. Although, most boards do allow some time for owners to express their views at a board meeting, and this will be discussed later in this book.

A great deal of confusion exists with respect to the quorum requirements for conducting the various types of meetings. In a condominium association having twenty or more units, a quorum is twenty percent (20%) of the membership. The twenty percent requirement is statutory and is changed only if at a meeting held since 1984, the unit owners holding a majority of the percentage interest in the association vote for a higher percentage. Therefore, the quorum of an association is twenty percent (20%) regardless of the provisions and language contained in the association's Declaration or Bylaws.

For a condominium association, having less than twenty units, the quorum for a membership meeting is the percentage stated in the Bylaws. Likewise, in a townhouse or homeowners association, a quorum is the number of members set forth in the Bylaws.

Confusion also exists with respect to the notice requirements for the two types of meetings. For a meeting of the members, written notice must be mailed or delivered to each member prior to the meeting giving the members no less than ten (10) and no more than thirty (30) days, notice of the time, place, and purpose of the meeting.

For meetings of the board, notice of the meeting must be mailed or delivered to each board member at least forty-eight (48) hours prior to the meeting unless a written waiver of such notice is signed by the board member. For board meetings, owners are entitled to posted notice of the meeting. Notices of meetings of the board must be

posted in entranceways, elevators or other conspicuous places in the association at least forty-eight (48) hours prior to the meeting, except where there is no common entrance way for seven (7) or more units, the board may designate one or more locations where notice of the meetings will be posted. These areas can include the clubhouse, a sign at an entrance way or even at a store nearby, as long as the owners know where to look for the posting of notice.

All board meetings in an association are required by law to be open meetings unless they meet certain exceptions. Even though the meeting is required to be an open meeting, and the owners thereby allowed to attend, it does not mean that the owners are allowed to participate in the meeting. Participation in the board meeting is at the discretion of the board, and members are never allowed to vote at a board meeting.

The board may hold a closed-door or "executive session" only to discuss certain matters. Closed sessions may be held to discuss litigation when a lawsuit against or on behalf of the association has been filed and is pending in a court or an administrative tribunal or when the board finds that such an action is probable or imminent. Board meetings may also be closed to discuss information regarding appointment, employment, or dismissal of an employee or to discuss violations of rules and regulations of the association or to discuss an owner's failure to pay assessments.

Even though the board is allowed to conduct closed-door sessions for discussing certain items, business cannot be transacted in the closed-door session. A vote on any of the matters discussed in the closed-door session must be taken in an open portion of the meeting in order that the owners can observe the vote.

Any owner or board member can tape or film any open portion of the board meeting. The right to tape the meeting is absolute except that the board may prescribe reasonable rules and regulations to govern the right to make the recording. For instance, the board can pass a rule or regulation that an owner cannot set up a bright camera light immediately in front of, and shining in the eyes of the board members. However, the board may not establish rules and regulations for the taping or filming of a board meeting which effectively preclude the owners from being able to tape the meeting at all.

In order to conduct a one-hour board meeting, the board should observe certain fundamental rules. The most important of these rules is that the board must be prepared to transact business by the time board members arrive at the board meeting. The board must have read everything necessary to make decisions on actions coming before the board in order that time at the board meeting is not wasted reading material or asking questions to find answers that could have been obtained prior to the board meeting. Far too many times, a board will be presented at a board meeting with documents, such as contracts, to be voted on without the board having seen the documents prior to the meeting. This is totally improper and unbusinesslike. If an item is to be considered, absent some emergency situation, there is no reason that the board

cannot have all of the information regarding the item so it can be properly reviewed prior to the meeting.

The second important rule to follow in conducting a board meeting is to remember that the purpose of the board meeting, and the only purpose, is to conduct the business of the board. Far too many times, boards lose sight of this fact, thereby lengthening the board meeting and making it look unbusinesslike.

Many board members want to use the forum of the board meeting to promote themselves and make themselves look good. Thus, on every issue, this type of board member attempts to outdo the next board member in expressing his concern for the owners, his knowledge of the association's problems and his willingness to solve all of the problems of the association and do everything that the owners want while either not increasing or even reducing the assessments. These self-promoting statements, usually made only for the purpose of making the board member look good (and possibly to get them re-elected) have no place at a board meeting and are a waste of time. After listening to the board members make self-promoting statements at several successive board meetings, the owners will no longer pay attention to the statements, and will probably not pay attention to anything said thereafter. The owners want action. They want a business response to the problems. They do not want self-promoting statements in lieu of action.

Likewise, the conducting of board business does not mean constantly playing a "cat and mouse game" with employees. There will always be unit owners who dislike the manager or the maintenance personnel, if for no other reason, than the manager is insisting that the owner pay his or her assessments on time. Some board members recognize this animosity and attempt to capitalize on it at the board meeting. Thus, every time the manager makes a statement, the board member seeks to test it in order to give the appearance to the members that the board member is really able to push management around. This is improper. If there is a problem with a manager, or with the maintenance personnel, these problems should be discussed in executive session, where they are permitted and where they belong, and not in front of the membership. The board and the manager are a team, and if this appearance is not presented to the members, the members will not respect the business ability of the board.

The next rule to be considered by a board in conducting a one-hour board meeting is to limit debate. Limitations on debate can either be made by a motion to limit debate and obtaining approval of two-thirds (2/3rds) of the board, or by a general understanding by the board members.

Many items that come before the board do not need extensive debate. If the board is prepared, debate can be limited. For instance, if the board members have received the minutes of the prior meeting in advance of the current meeting, corrections to the minutes can be made in advance without debating it at a board meeting.

If the board is prepared prior to the meeting, most board members will know exactly how they are going to vote on each item to be considered by the board. Rarely will a board member change his opinion regarding how he is going to vote at a meeting if he has been prepared coming into the meeting. Therefore, there should be a general understanding that where there is a difference of opinion and where no one is likely to change his vote, the debate should be minimized and the vote taken. There are always differences of opinion. The democratic system requires that the majority prevail. If you are in the minority position and you know that the majority is not likely to change its vote, no amount of talking will accomplish any positive result. Trying to embarrass the majority or to make self-promoting statements which will weaken the execution of the majorities, decision is not businesslike and has no place at a board meeting.

Far too many times, board members discuss items at length when there is no need for the discussion and when everyone knows what the vote will be. In these circumstances, it is quite often not necessary to have anything other than a few nominal statements before the vote. For instance, suppose the association has had a landscaping contractor who during the past year performed the landscaping for the association in a satisfactory manner. For the coming year, the board has sought three bids for landscaping, including the landscaper that performed the services the previous year. The two additional bids were obtained from reputable companies and there was no question regarding the selection of bidders. The landscaper for the previous year bid the contract for the coming year at \$20,000. The other two bid at \$40,000 and \$42,000 respectively. In these circumstances, very little debate would be necessary. Everyone knows that they are going to accept the low bid from a contractor they know will do an excellent job in performing the services. Therefore, debate on the contract should be limited, and the vote should be taken.

If the association has established operating rules for conducting the board meeting, and if those rules are violated, a resolution of the problem should be made immediately without extensive debate. For example, if it is the policy of the board to seek three bids before entering into any contract, and if the board is presented with only one bid at the meeting (assuming three bids are obtainable) then the board should table the matter until the next meeting rather than spend an extensive amount of time debating the issue of why three bids were not obtained. If the problem is an employee not complying with board rules with respect to the bidding procedure, then that matter should be taken up in executive session.

The board president is responsible for establishing the agenda for the board meetings. If there is a property manager, the board president should work in conjunction with the property manager to establish the agenda. Items should appear on the agenda only if they are ready to be considered by the board. A typical agenda for a board meeting is as follows:

1. Call to Order
2. Roll Call of Board -- Establishment of Quorum
3. Approval of Minutes



4. Approval of Bills and Expenses (attached)
5. Approval of Paint Contract (bids, recommendation, and contract attached)
6. Approval of Unit Owner Fines (attached)
7. Manager's Report
8. Committee Reports
9. Old Business
10. New Business
11. Open Session
12. Adjourn

The first event that happens in a board meeting is that the president calls the meeting to order. Next, the secretary of the board calls the roll and states that a quorum of the board is present. If no quorum is present, the meeting must be cancelled for lack of quorum or continued to a date certain.

Minutes of the prior meeting (or meetings where minutes have not been approved) must be approved by the board. If the board members have received the minutes of the meeting in advance, and if there are corrections, these corrections can be conveyed to management or to the secretary so that changes can be made and the minutes redistributed prior to the meeting. It is only where the minutes contain disputed corrections that there needs to be any debate with respect to approval of the minutes. In most cases, a motion to approve the minutes, a second, and a vote can be taken in a matter of seconds.

The board of the association should also approve all bills and expenses of the association. No money should ever be spent in an association without some type of board approval. If it is possible to approve the expenditure prior to it being made, that should be done. However, certain expenses and bills of the association will always be paid prior to the board meeting. For instance, if there is a utility bill that is due before the seventh (7th) day of the month, and if the board meets on the third (3rd) Thursday of the month, the bill will have to be paid prior to the board meeting in order to avoid penalties. However, the expenditures should be approved even after it is paid.

If all expenses of the association are approved at the board meeting and entered into the corporate record, the corporate record will provide an easily traceable account of the expenditures of the association. Approval of the bills and expenses can be accomplished very easily. A list of the bills and expenses can be provided to each board member prior to the board meeting. If there are any questions, the manager or treasurer can be called prior to the meeting, and answers can be provided to avoid the necessity of debate or discussion at the board meeting. It is only when an item is questioned, and an answer cannot be obtained prior to the meeting, that there should be any need for discussion at the board meeting. In order to approve the bills and expenses, there need only be a motion and a second to approve the bills and expenses

as set forth in the attachment provided for the board, and a vote can be taken in a matter of second.

Next, the board should approve such contracts and take such action as is necessary and proper for the board. A board member should make a motion to approve a contract, and to adopt such resolutions as are necessary to enter into and sign the contract, a second board member should second the motion, and after a brief discussion, a vote should be taken. Again, if the board is prepared and has the bids, recommendation, and contracts prior to the board meeting, discussion can be held at a minimum. If a board member has questions regarding the contract, there should be an attempt to obtain answers to those questions prior to the board meeting. It is only where there are unanswered questions or where there is a major dispute regarding on a matter, that there need to be extensive debate. Other matters that are necessary to come before the boards, such as fines against unit owners, collection procedures, or other action can then be taken in the order presented on the agenda.

Probably one of the biggest waste of time at board meetings is the presentation of the Manager's Report. Many boards require the manager to read his or her report at the board meeting. A majority of boards make the manager go through the report item by item in order that the board can discuss every matter. If a board member cannot read, he should not be on the board. If the Manager's Report is presented to the board members prior to the meeting, and if there are no questions regarding the Manager's Report, the report can be entered into the association's records without discussion. If there are questions regarding the report, many times these questions can be answered by a telephone discussion with the manager prior to the meeting. Again, the purpose of the board meeting is not to play a "cat and mouse game" with the manager. Therefore, it is unnecessary to have the manager read the report if the sole purpose of reading the report is to try to catch the manager doing something wrong. Rarely is there a need for the manager to read the report or for any discussion to occur at the board meeting with respect to the contents of the report.

Some boards feel it is necessary for the manager to read the report in order that the owners can see what is happening in the association. Again, this is a misuse of the board meeting and a waste of time. The report, or a summary thereof, can be posted or placed in a newsletter in order that the owners can read it without having to take time at the board meeting for the manager to read the report to everyone present. Or better yet, a copy can be place at a table at the board meeting so the owners can review the report or any other association documents while the owners are waiting for the board meeting to start.

Likewise, Committee Reports can be filed with the board and accepted without discussion unless there is an item on the committee report that cannot be handled prior to the meeting and which requires discussion at the meeting. As in the case of the Manager's Report, it should never be necessary for a committee chairman to read a report to everyone present at a board meeting.

Most associations allow the membership some opportunity to make presentations to the board. This occurs at an open session of the board meeting. The open portion of the meeting can occur at any time in the meeting that the board so desires. Most boards prefer the open session to be at the end of the meeting in order that the board can first take the time necessary to conduct the business portion of the meeting.

The open portion of the meeting is generally provided to allow owners to feel that they have some participation in the affairs of the association since the only time owners can officially participate in a meeting is usually at the annual meeting which occurs only once a year. The open portion of the meeting is also an opportunity for the board to receive input from the owners regarding how the owners feel about the operation of the association.

The open session of the board meeting should also follow certain rules in order not to get out of hand and create problems. First, the board should set a time limit for the open portion of the meeting. Usually, fifteen to twenty minutes is an adequate time period. The time limit should be strictly followed. Experience has shown that if the open portion of the meeting is allowed to go on indefinitely, after about fifteen or twenty minutes, the questions tend to deteriorate and nothing productive is accomplished.

One method for controlling the open portion of the meeting is to have a kitchen timer present. The board president announces that there is going to be an open portion of the meeting for the owners to make comments and that it will be for a set time period of fifteen minutes after which a motion to adjourn will be presented. When the open portion of the meeting has started, the board president turns the timer on to fifteen minutes and everyone in the room can hear the constant ticking of the timer to remind them that time is important. If this system is used, it overcomes one of the problems that sometimes occurs at board meetings. Often, one unit owner will try to dominate the board meeting by asking questions or attempting to harass the board. He/She will do so to the exclusion of all other unit owners. If the other owners are made aware of the fact that this unit owner is dominating all of the allotted time, they will be more likely to tell the unit owner to share the time and to sit down. This will then cause any time allocation disputes to be between unit owners as opposed to being between a unit owner and the board. It will put the dominating unit owner in a position of having to watch his time demands in order to appease his fellow unit owners and will not give him the opportunity to criticize the board for limiting his presentation.

Another effective method for handling questions is to ask that all unit owners submit questions in writing and to state that the written questions will be considered first, and, if there is time, oral questions will be accepted. Unit owners will then tend to write their questions in order to make sure they are answered for fear that if they wait until all written questions are answered in order to ask an oral question, the time may have expired and they may not be allowed to ask the question. The use of written questions has many advantages. The questions can be divided among the board members or manager in accordance with ability or expertise, and the person who is

going to answer can have more time to prepare the answer since he/she can be preparing the answer while another question is being answered. Another substantial advantage of using written questions is that many people who tend to ask ridiculous questions or to use the open session of the board to make accusations or slanderous statements, will either moderate the question or statement when they are writing it down or will look at it once they have written it and tear it up and forget about it. The written question, therefore, has the advantage of eliminating questions and comments usually intended only for the purpose of disrupting the meeting or slandering a board member or the manager.

The board should make sure that it does not enter into a debate with a unit owner during the open portion of the meeting. If the unit owner wants to debate a question, the board should merely accept the statements and then ask if there are any other questions. If the owner asks a question, the board should answer, if such answer can be provided in a reasonable amount of time and with reasonable certainty. If the answer cannot be so provided, the board should advise the unit owner that it will get back to him prior to the next meeting. If the board tells a unit owner that he will receive an answer prior to the next meeting, the board must contact the unit owner, either by telephone or in writing, and provide an answer, even if the answer is that the board is still attempting to find an answer or a solution to a problem raised. The board should not ever tell a unit owner that it is going to get back to him and then ignore the situation. If you tell an owner that you are going to respond, you have a duty and an obligation to respond.

Finally, discussions at the open portion of the meeting should rarely, if ever, be placed in the minutes of the association. Sometimes, a unit owner will insist that his comments be placed in the minutes. The board, however, has complete discretion with respect to what is placed in the board minutes. The board should be careful not to allow the minutes to be used to advertise a person's position. If the discussions are not placed in the board minutes, it will tend to prevent both board members and unit owners from making self-serving statements which they wish to have everyone in the association read.

The board should be careful, in the open session of the meeting to avoid making comments that are an admission of liability. Even more importantly, any such comments should not be entered into the minutes of the board meeting. An example of this would be where a unit owner addresses the board at the open session of the meeting and informs the board that the sidewalk in front of the owner's unit is cracked and that it is the owner's belief that someone is going to trip on the crack in the sidewalk and break his neck. What follows, with the average board, is that the board will spend the next hour going through a litany of telling the unit owner how the board members are all unit owners, they are all concerned about the association, they are aware of problems in the association, they want to take care of the owner's needs, and on and on. However, in concluding, the board will state that there is not enough money in the budget to repair the sidewalk, and it will be done next year. All of this is entered into the minutes of the meeting. The next week, another unit owner trips on the sidewalk and

breaks his neck and sues the association for an amount of money far in excess of the insurance coverage. In that case, what does the average association have in its board minutes? It has an acknowledgment that there was a defect in the association, an acknowledgment that it needed to be repaired, and a failure to repair any known defects. Both the statute and the Declaration of the association mandate that the board fix the defect. In such cases, the injured unit owner will be able to use the minutes of the association to easily prevail in the court proceedings. Therefore, there are sound legal reasons for not including these types of discussions in the board minutes.

The minutes of the board meeting should be concise and should only reflect the business decisions of the board. The minutes of the meeting should not be used to make self-serving or political statements for the benefit of the board nor should they contain all of the discussions at the board meetings. Many times, the board wants all of the discussions at the board meeting entered into the minutes so they can make sure that comments made at the board meeting are preserved. This is usually an attempt to catch the manager in making a mistake. However, the board minutes should not be used for this purpose.

If there is a desire to have a verbatim account of the board meeting for reference at the next board meeting, the board should tape the meetings and keep the tape on file for a few months until the need for the tape has expired, and then reuse the tape. This provides an easy reference for checking on details of discussions at the board meetings.

It is advisable that boards not maintain long-term records of transcripts or tapes of everything said at a board meeting. Most boards meet without an attorney present. Even though the board and manager are well meaning, statements are often made that are in violation of one or more federal, state or local statutes. It is best that the board not preserve an accurate record of these legal mistakes since the preserved record will be available to any unit owner or his attorney who desires to sue the board.

While it is generally not desirable to enter the discussions at the board meeting in the minutes, there are instances in which a board member should be allowed to have certain comments entered into the corporate record. For instance, if a board member is not voting on an item because of a conflict of interest, and if the board member wants the corporate record to reflect that he is not participating in the vote because of a conflict of interest, this should be entered into the board minutes. Absent some such compelling need, however, there is no need to have all of the discussions relating to a matter entered into the board minutes.

If the minutes of the board meeting are properly prepared, they will not be extensive. Therefore, the approval of the minutes can be easily accomplished. A typical set of minutes for an association is as follows:

**MINUTES OF THE MEETING  
OF ABC CONDOMINIUM ASSOCIATION,  
FEBRUARY 5, 1991**

1. President Jones called the meeting to order.
2. Secretary Smith called the roll. All members were present. Secretary Smith certified that a quorum was present.
3. Member Roberts made a motion that the minutes of the meeting of January 5, 1991 be approved. Member Phillips seconded it. The motion was unanimously approved.
4. Member Johnson made a motion to approve the bills and expenses as set forth in the attachment to the agenda. Member Roberts second it. The motion was unanimously approved.
5. Member Smith made a motion to approve a painting contract with XYZ Painting Contractor pursuant to the contract and specifications attached to the agenda, in the amount of \$39,000, and to adopt a resolution to authorize the president and treasurer of the association to sign the contract. Member Phillips seconded it. After a brief discussion regarding the services to be performed under the contract, a vote was taken. Members Jones, Smith, Johnson and Roberts voted "Aye", and Member Phillips voted "Nay". The motion was approved.
6. Member Johnson made a motion to take legal action to collect past-due assessments as set forth in the Recommendation attached to the agenda. Member Smith seconded it. A vote was taken and the motion was approved unanimously.
7. Member Johnson made a motion to adopt the Manager's Report. Member Roberts seconded it. A vote was taken and the motion was approved unanimously.
8. No committee reports were received at this meeting.
9. There was no old business to come before the meeting.
10. There was no new business to be presented to the board.
11. President Jones stated that an open session of the meeting would be held for a time period of fifteen minutes. Several owners addressed the board regarding their concerns regarding the operation of the association. After a brief discussion of these items, President Jones called for a motion to adjourn the meeting.

12. Member Phillips moved to adjourn the meeting. Member Roberts seconded. Motion carried unanimously.

Finally, if the Bylaws do not provide for a set of rules for conducting the board meetings, they should be adopted by board resolution. Most boards tend to operate pursuant to Robert's Rules of Order, even though not officially adopted. If Robert's Rules of Order are going to be utilized for conducting the board meetings, the board should adopt a resolution to use these procedures. However, boards should be cautioned that if using Robert's Rules of Order, they should adopt the rules only to the extent not inconsistent with the condominium Property Act or the other statutes involving the association. There are some provisions of Robert's Rules of Order that are inconsistent with the mandates of the Illinois Condominium Property Act, and in such cases, it is mandatory that the Condominium Property Act be followed.

If board members follow the suggestions set forth in this book, the one-hour board meeting is a possibility, and the board meetings of the association will be conducted in a more efficient and businesslike manner.