

Resolution Regarding Rules of Order for Meetings of the Board of Directors

Authority And Purpose For The Resolution

WHEREAS, the Upper Little Warm Spring Association ("ULWSA") is a Wyoming Non-Profit Corporation duly organized and existing under the laws of the State of Wyoming; and

WHEREAS, the ULWSA Bylaws Article II, Section 3 provides for the Regular Meetings of the Board of Directors ("the Board") of the ULWSA; and

WHEREAS, the Board recognizes it is important that a consistent standard is set for running the business meetings and affairs of the ULWSA to facilitate orderly and effective meetings; and

WHEREAS, the Board recognizes the value in a consistent and orderly conductance of the regular meetings of the Board.

Now, Therefore, Let It Be Resolved:

All regular meetings of the Board shall be conducted using the following specific rules of order in addition to those commonly accepted.

1. Each agenda will state that action may be taken on any item and each item will be specific enough to allow owners to know what action may be taken at any meeting.
2. All motions must be seconded before any discussion shall be held on any item, though requests for clarification of the meaning, intent or scope of the motion may be posed prior to obtaining a second. If the second is not received, the item will be noted in the Minutes as a failed motion.
3. Any discussion will follow the second, but is limited to a single director speaking at a time.
4. A simple majority of the members of the Board present is required to pass any motion.
5. If the original motion is subject to a motion to amend, the original person making the motion must approve of the amendment before a second is received and further discussion proceeds.
6. All motions and seconds made during a Board or Members meeting shall be recorded in the minutes, naming each Director accordingly.
7. The Presiding Officer shall not originate motions, nor provide a second to a motion, but may engage in discussion and vote on motions.
8. Abstentions shall be counted as absences during votes. Any Director who is present and abstains shall be required to provide a reasonable justification for abstaining and that reason shall be recorded into the Minutes, along with the voting results.
9. Point of Order rulings by the Presiding Officer shall be set aside and subject to discussion and a majority vote of the Directors upon the request of any two Directors present.

Vote by the Board of Directors

Director	Motion By	Seconded	Yea (Yes)	Nay (No)	Abstain	Absent
Eriks Goodwin			✓			
Larry Wilke	✓		✓			
Peter Tattersall			✓			
Mark Hirschberger			✓			
Gail Rae		✓	✓			

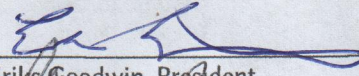
This Resolution, as a result of the actions of the Board of Directors, is hereby:

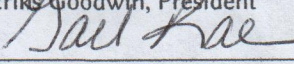
Failed
for lack of a second to the
motion

Rejected
for lack of majority vote to
support

Adopted
by a majority vote of the
Board and hereby enacted

Given under my hand, this 2nd day of September, 2021 CE

BY: 
Eriks Goodwin, President

ATTESTED: 
Gail Rae, Secretary

