

## Red Rock Road Enhancement Maintenance District

### Rules of Order

**Purpose:** The purpose of the Rules of Order (the “Rules”) for the Red Rock Road Enhancement Maintenance District (RRREMD) is to establish a framework for the orderly and efficient conduct of meetings of the RRREMD Board of Directors.

#### Rules of Order:

1. These Rules shall be effective as of the date of their adoption by the RRREMD Board of Directors (the “Board”) at a noticed public Board meeting.
2. The Board shall elect a Chairman (the “Chair”). Upon election of a Chair, the board will elect a Vice Chair to serve a term concurrent that of the Chair. The Chair shall preside over meetings of the Board. In the absence of the Chair, the Vice Chair or other Designee of the Chair shall preside and shall perform all duties of the Chair except as prohibited by Arizona Revised Statutes and by law.
3. All RRREMD Board meetings shall comply with the Open Meeting Law (A.R.S. 38-431 *et. seq.*).
4. Election for the positions of Chair and Vice Chair will begin with the current Chair opening nominations to the floor. Nominations can be made by a Board member, and may nominate himself/herself. Once nominations have occurred, the floor will be open to a standard discussion. Each nominee must be mentioned at least once during the discussion. Upon conclusion of the nomination discussion, a ballot vote may occur by paper or voice as determined by a majority vote of the Board. In the case a paper ballot occurs, the ballots shall be collected and counted by the Clerk, and the result announced by the current Chair. In the case of a voice vote, the result shall be announced by the current Chair. If there is no majority in the vote, the nomination and voting process will be repeated.
5. The Chair shall have control of the Board meeting location and all proceedings during Board meetings. The Chair shall issue such directives and take such action as necessary to preserve order. All motions shall be made after recognition by the Chair. Decisions of the Chair regarding the application of these Rules or otherwise with respect to the conduct of meetings shall be considered final unless an appeal of any decision is requested by a Board member and is approved by a majority of those members present.
6. Items included on a Board meeting agenda shall be considered in the order set forth in the agenda unless taken out of order by a request of a Board member and by approval by a majority of those members present. If the time and/or order of presentation of a specific item is subject to the requirements of the Open Meeting Law or other statute,

rule or regulation, that item shall be considered in compliance with such statute, rule or regulation.

7. A Board member must make all motions or amendments to motions. The motion made must be germane to the item of the agenda under consideration. All motions or amendments to motions shall require a second from a different Board member prior to discussion and action by the Board. Discussion of an agenda item may be initiated prior to or following a motion and a second. After a motion has been made and seconded, a discussion period will occur. All discussion must be germane to the motion. If there is no evident continuation of discussion, the Chair may call for a vote.
8. Prior to a vote regarding a motion or amendment to a motion, the official minute recorder must state the question. A vote will be taken by voice vote of all Board members present and technologically present. On split votes, the Chair shall state all of the votes. If a tie vote occurs, the vote fails.
9. The Chair is permitted to make a motion, second a motion made by another member, and vote on motions made.
10. Attendance of the number of Board members constituting a quorum of the Board shall be required for the transaction of business by the Board.
11. An Amendment to a motion must be germane to the subject of the motion, but it may not intend an action contrary to the motion. There may be an amendment to the motion and an amendment to an amendment, but no further amendments. In the event the maker of the original motion accepts the amendment(s), the original motion shall be deemed modified. In the event the maker of the original motion does not accept the amendment(s), the amendment(s) shall be voted separately and in reverse order of proposal.
12. In the event any Board member has a conflict of interest with respect to a matter before the Board, as set forth in A.R.S. §38-501 *et. seq.* the Board member shall refrain from voting upon or otherwise participating in any manner a decision regarding that matter and shall take such other actions as may be required by law. The term “participation” as used herein, shall include, but not be limited to, discussion or debate of the matter during a Board meeting.

13. The Clerk of the Board shall prepare the Board agenda and provide other memoranda and communications as the Board directs. The Clerk will send out a draft agenda two week prior to a public Board meeting. A Board member who proposes an agenda item may remove or modify it during the drafting process. The Chair shall approve all items included on a final meeting agenda prior to posting. If the Chair removes a draft item, it will be moved to a “proposed future agenda” section of the same agenda. The Board will vote on whether to include “proposed future agenda” items for the next scheduled meeting. The Chair may not remove any draft agenda item approved by a majority vote of the Board.
14. The Chair will open the floor for public comment during each agenda item before any motions are made. Anyone wishing to speak during the public comment period must complete a Public Participation Form, deliver it to the Clerk and follow the rules on the Public Participation Form. After all agenda items have been completed, the public will be given an opportunity to comment on non-agenda issues pertaining to the RRREMD.
15. Upon inclusion of an executive session item on a meeting agenda, the Board may vote to adjourn into executive session for discussion of matters authorized by the Arizona Open Meeting Laws for discussion in executive session. Upon adjournment, the Board shall conduct its discussion at a location designated by the Chair. Attendance at executive sessions shall be restricted to those persons deemed necessary for the conduct of the session. To the extent applicable these Rules shall govern the conduct of executive sessions except that no voting shall take place in an executive session. Matters discussed during executive sessions are deemed confidential as provided in the Arizona Open Meeting Law.
16. The Clerk or his/her designee shall attend all the meetings of the Board unless excused by a majority vote of the Board, and shall attest to all instruments signed by the Chair.
17. The Clerk or his/her designee shall prepare, post, and publish all statutorily required notices.
18. The Clerk or his/her designee shall prepare for approval and maintain the permanent record minutes of all Board proceedings.
19. Meeting minutes of Board proceedings shall include names of Board members present, other personnel and citizens participating, timestamps of the beginning of each agenda item, all motions made, all seconds made, votes on motions, resulting status of motions, names and timestamps for public comments, and other statements deemed necessary by the Board.

20. The approved meeting minutes must be posted publicly within three (3) working days of approval. Draft meeting minutes must be available to the public within three (3) working days of the meeting at which they were taken.
  
21. Robert's Rules of Order shall govern the conduct of Board meetings to the extent that they are applicable and not in conflict with other laws, rules or ordinances as identified herein. In the event of conflict, the following shall take precedence in ascending order:
  - Constitution of Arizona & United States
  - State Statutes
  - County Ordinance
  - Rules of the Board
  - Robert's Rules of Order
  
22. No rule of the Board shall be amended or suspended except by a motion made by a Board member and approved by a 2/3 vote of the total number of members. Any amendment or suspension to these Rules shall be adopted in accordance with the provisions of the Open Meeting Law.