

## INTERNAL RULES AND PROCEDURES OF THE BOARD OF DIRECTORS

Consistent with the provisions of the Amended Constitution and By-Laws of the New Capitol Estates Homeowners Association Inc., hereinafter referred to as "the NCEHAI By-laws," the following Rules and Procedures are hereby adopted to govern the Board of Directors:

### RULE I – Election of Board Officers

Section 1. As provided for In the NCEHAI By-Laws, the Officers of the Board, namely, the President, Vice-President, Secretary, Treasurer and Auditor, shall be elected on the first meeting of the Board. The first board meeting shall initially be chaired by a Temporary Presiding Officer designated by the majority of the Directors present. In the election of officers, the Board shall be assisted by the Election Committee that conducted the general elections. Nominations for each position shall be made and thereafter, voting shall be done by secret ballot.

The candidate who garnered the highest number of votes for each position shall be declared winner by the Temporary Presiding Officer who, after the election of the five officers, shall relinquish the Chair to the President-elect, The Board shall decide when and where the newly elected officers shall take their oath of office.

After the oath-taking and assumption to office, the officers of the board shall discharge their duties and functions stated In the NCEHAI By-Laws,

### RULE II – Committees

Section 1. The Board shall create the standing committees enumerated In the NCEHAI By-laws and may create special and ad hoc committees as it may deem necessary. The officers of the Board who are not designated as regular members of the committees shall be *ex officio* members of all committees without the right to vote.

Sec. 2. Each Committee shall hold Its meeting upon call of its chairman or by a majority of all Its members, All actions, decisions and proposed projects of the committees shall be submitted to and approved by the Board before they are Implemented.

Sec. 3. The Board may constitute itself into a Committee of the Whole to deliberate on a matter that concerns the entire Board and the Association, or whenever it deems necessary to do so.

### RULE III – Board Meetings

Section 1. Pursuant to the NCEHAI Bylaws, the Board shall meet regularly on the first Tuesday of every month at the Association office (Multipurpose Hall), the time of which shall be determined by the Board. The Board may also hold special meetings as provided for in the NCEHAI By-laws,

All meetings of the board shall be presided by the President or in his absence by the Vice-President, or the Secretary in the absence of the President and Vice-President, or in their absence any Director nominated and chosen by the majority of the members present.

Sec. 2. Quorum. The Board can only meet and act on any business when there is a quorum pursuant to the number required by the NCEHAI By-laws.

The question of quorum may be raised anytime and, without debate, the Roll Call will be made to determine the presence of such quorum, without which, the President shall *motu proprio* declare the adjournment of meeting.

Sec. 3. Order of Business. Every board meeting shall be opened and dosed with a prayer and shall have the following order of business:

1. Call to Order
2. Opening Prayer
3. Roll Call and determination of a quorum
4. Proof of Due Notice
5. Consideration and Approval of the Minutes of the previous meeting
6. Matters arising from the Minutes
7. Reports of the officers and committee\*
8. Unfinished Business
9. Business for the Day (as stated In the Notice of Meeting)
10. Closing Prayer

## 11. Adjournment

Sec. 4. Financial Reports. The Treasurer shall regularly report to the Board the monthly financial statement, duly audited by the Board Auditor, reflecting the Income and expenses of the Association including the details thereof. An Annual Financial Report shall also be submitted to the Board and, as required, to the Housing and Land Use Regulatory Board at the end of the first year and last year of the term of the Board.

Sec. 5. Minutes. The Board shall keep a Minutes of every meeting, containing the summary of the statements made by its members and the actions taken by the Board. It shall also reflect the attendance of the members of the Board in every meeting and the votes cast in nominal voting, if any.

The members of the Board may amend or make corrections on the Minutes, verbally during the meeting or in writing not later than the next regular board meeting from the time the Minutes was presented for the Board's consideration. The Minutes shall be approved by the majority of the members of the Board present during the meeting.

Sec. 6. Motions. Motions are made to bring a new business or to take action on an issue or matter before the Board, the latter in the form of proposal or resolution as the cast may be. The precedence of motions is as follows:

- a) Motion to fix the time of adjournment
- b) Motion to adjourn
- c) Motion to suspend the meeting
- d) Motion to held executive misting
- e) Question of privilege
- f) Call for the Business for the Day
- g) Motion to transfer an Item in the Order of Business
- h) Motion to lay on the table (or to suspend consideration of a business)
- i) Motion to resume consideration of a suspended business
- j) Motion to limit the time of debate
- k) Motion to commit or refer s matter to a committee
- l) Motion to amend
- m) Motion to consider the main motion

Any motion may be withdrawn any time before the voting is taken thereof. A motion duly seconded may not be withdrawn without the consent of the one who seconded it.

A motion for reconsideration shall be filed on time, that is, during the meeting when the motion, proposal or resolution was approved by the Board or not later than the next regular meeting, by a member who voted affirmatively for the motion.

Except In the absence of a quorum, the Presiding Officer cannot adjourn or suspend the meeting without a prior motion which shall be approved by the majority of the members present.

All motions shall be resolved by a majority vote of all the members present in the meeting, except the motion to suspend the Rules which requires unanimous consent as provided for in Rule VIII hereof.

Sec. 7. Resolutions. A resolution contains the action taken or to be taken by the Board on a concern or issue, the reasons for such action, and other necessary details to implement such measure. All resolutions must be in writing; if verbally presented during the meeting, a corresponding written resolution shall be prepared by the Secretary for signature of those who approved it in the meeting. Generally, resolutions are required when the action of the Board Involves the allocation of funds more than the allowed amount for petty cash; a new policy or an amendment to a policy; or the election, appointment or authorization of officers and members of the Board and its committees, and Association employees or personnel.

Each resolution shall contain only one subject matter or a number of related subject matters. It shall also indicate the author(s) of the resolution.

All resolutions shall be approved by at least a majority of the members present during the meeting when it was presented. Other members of the Board may also affix their signature on the resolution considered during their absence but such signatures will not be considered as part of the majority vote that approved the resolution.

Once approved by the Board, a resolution can only be recalled by a two-thirds (2/3) vote of all the Association members present in the General Assembly where the recall of the resolution is proposed.

Sec. 8. Point of Order. When in the consideration of my business on the Agenda, a member of the Board observes an infraction of the rules, an un-parliamentary language or violation of decorum, he shall forthwith raise a point of order, which the Presiding Officer shall immediately resolve by a ruling. The ruling of the Chair shall be binding and any appeal therefrom should be filed

before the consideration of any other business, otherwise the ruling will stay. The appeal shall be resolved with finality by a vote of the majority of the members present.

Sec. 9. Question of Privilege. Questions of privilege are those affecting the rights, privileges, reputation, conduct, decorum and dignity of the Board and its members and the Association and its members and personnel. It may be raised any time after the determination of a quorum and may only be interrupted by a motion to adjourn, to suspend the meeting or to hold an executive meeting, which shall be resolved by a majority vote of the members present.

Sec. 10. Debate. When a motion, proposal, resolution or Item on the Agenda is presented by a member of the Board, the Presiding Officer shall allow the proponent to explain the rationale of the subject matter for a period of not more than five (5) minutes; any member who first registered with the Presiding Officer to speak in support thereof shall be allowed to speak in not more than three (3) minutes; thereafter, those who oppose the motion or proposal shall be given not more than three (3) minutes to speak against it. The majority of the members present may allow the extension of time for any speaker when so requested.

The main movant, proponent or author has the preference to the Floor. No member can speak twice on the same issue until everyone else wishing to speak on the issue has spoken on it once. After all the members have been given the opportunity to speak for or against, such issue shall be subjected to open debate if necessary, but observing the time limit of not more than three (3) minutes for each speaker's turn.

Sec. 11. Manner of having the Floor. Any member of the Board who wants to speak on any matter shall ask the permission of the Presiding Officer, otherwise, the member shall be declared out of order. The Presiding Officer shall grant the members the permission to speak in the order of their reservation.

All speeches, points of order and information, questions of privilege, inquiries and interpellations, declarations, statements and utterances shall be addressed to the Presiding Office. The parties in a debate must use the third person and must refrain from arguing directly with each other, or from using un-parliamentary language.

The Presiding Officer, if he wishes to participate in the debate, may relinquish the Chair to the Vice President, Secretary or any Director chosen by the majority of the members present.

Sec. 12. Un-parliamentary Acts and Language. Acts and language which offend the Board or any of its members or any private, public, or religious Institution, as well as disorderly, contemptuous or insolent behavior toward the Board or any member thereof, tending to interrupt the due and orderly course of its meeting shall be considered un-parliamentary.

When any member of the Board is perceived to be performing an un-parliamentary act or uttering un-parliamentary language, the Presiding Officer, *motu proprio* or at the instance of any member of the Board, shall restrain the un-parliamentary act or language or strike the same from the Record. The Board may impose sanction on the erring member of the Board in accordance with the NCEHAI By-Laws or applicable rule herein provided.

Sec. 13. Amendments to Motions or Proposals. A motion or proposal, before any action is taken by the Board, may be amended by any member, stating the specific change or revision therein, verbally or in writing. The Board shall first resolve the amendment to the motion or proposal before acting on the main motion or proposal. However, if there is a second degree amendment, or an amendment to the amendment, it shall take precedence in the order of consideration and approval. No third degree amendment is allowed.

Sec. 14. Voting. Any motion, proposal or resolution to which an objection or dissenting view is expressed, shall be submitted to a vote, first through the raising of hands and, if unclear, by nominal voting. The nominal voting and explanation of vote, if any, shall not be interrupted by any other business, remarks or speech.

#### **RULE IV – Disclosure of Conflict of Interest**

Section 1. A member of the Board who has direct or indirect pecuniary or personal benefit from any matter, issue, or project before the Board or from the allocation of funds therefor, shall disclose his conflict of interest that may arise from the favorable action of the Board thereon. He may participate in the deliberations but shall abstain from voting on such matter, issue or project.

#### **RULE V – Removal of Non-members from the Meeting**

Any person who is not a member of the Board attending the regular or special meeting of the Board and who commits the following acts shall be removed by order of the Presiding Officer from the venue of the meeting:

1. A breach of the peace, boisterous conduct or violent disturbance, tending to interrupt the due and orderly course of the board meeting;

2. Disobedience of any lawful order of the Presiding Officer, which shall include an order to be seated or to refrain from addressing the Board in meeting; and/or
3. Any other interference which in the perception of the Board is disrupting the meeting or distracting the members of the Board.

#### RULE VI – Supplementary Rules

If there is no rule applicable to a specific case, the precedents in the meetings of the NCEHAI Board of Directors shall be resorted to, and as a supplement to these – the Revised Robert's Rules of Order, the rules contained in Jefferson's Manual, Rid-dick's Precedents and Practices, and Hind's Precedents.

#### RULE VII – Amendments or Revision of the Rules and Procedures

The Rules and Procedures may be amended or revised by a majority vote of all the incumbent or sitting members of the Board of Directors.

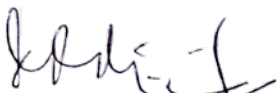
#### RULE VIII – Suspension of the Rules


By unanimous consent of the members of the Board present, the Rules may be suspended in order to allow any lawful, proper, and acceptable procedure or the consideration of a business not covered by these Rules. The proponent of the motion to suspend the Rules shall explicitly state the reason for such suspension.

#### RULE IX – Effectivity


These Rules and Procedures shall be effective upon adoption by a majority of the members of the Board of Directors and shall remain in force and effect until amended or repealed.

Adopted, July 13, 2011 as amended on August 2, 2011.

  
 DODI SIMON D. DIMALIBOT, JR.  
 President (2011–2012)

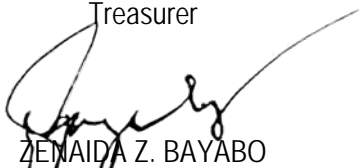
  
 LEANDRO C. PALMA  
 President (2012–2013)

  
 ROBINSON A. RAIZ  
 Vice President

  
 MARK PAUL C. GAVIOLA  
 Secretary

LYDIA D. RAMOS  
 Treasurer

MANUEL T. VELUZ, JR.  
 Auditor

  
 ZENAIDA Z. BAYABO  
 Director

CRISPIN BO III  
 Director

ZENAIDA R. BONAVENTE  
 Director

  
 SALVADOR S. BUENAVIDA  
 Director

  
 MARCOS THADDEUS A. HENSON  
 Director

  
 AMORSOLO L. MARAÑON  
 Director

  
 AMADO ROAN II  
 Director