

Robert's Rules of Order

Motions

Only way a board can legitimately act is by approving a "motion"

A motion is a formal statement of a proposal or question to a board for consideration or action

Any board member has the right to present a motion (although it may be ruled out of order or rejected)

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OBTAINING THE FLOOR

- As soon as a motion has been stated to the Board by the Chair, the person making the motion has a right to discuss it, but only after being recognized
- Usually, the first person who raises his or her hand is entitled to be recognized

CHAIR RULES FOR WHO TO RECOGNIZE

- The person who proposed the motion should be allowed to speak first to explain the motion and usually should be allowed to speak last
- A board member who has not spoken has prior claim over one who has already spoken to the motion
- If known, the Chair should alternate between those who support and those who oppose the motion

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SPEAKING MORE THAN ONCE

- No person should be permitted to monopolize the discussion
- But someone who has previously spoken on a motion may be recognized again if everyone else has had the chance to speak

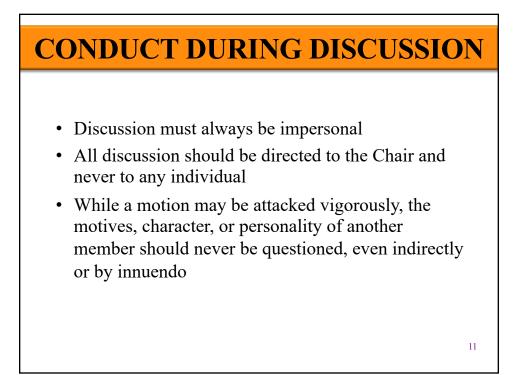
RELEVANCY OF DISCUSSION

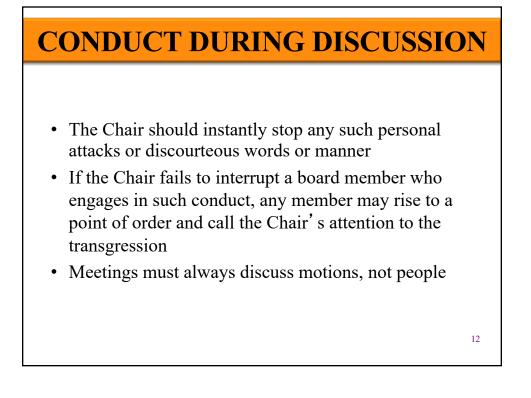
- All discussion must be relevant to the motion pending
- Any discussion that departs from the subject is out of order
- If a speaker is out of order, the Chair should interrupt the speaker and request the speaker to limit his or her remarks to the pending motion

DECORUM IN DISCUSSION

- If the Chair fails to limit a speaker who is out of order, any board member may rise to a point of order and call the Chair's attention to the speaker's digression
- A board member should never speak directly to another member
- All speech should be directed to the Chair

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WHAT IS PARLIAMENTARY PROCEDURE

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A Practical vs. a Legal Approach

•Based on Robert's Rules of Order

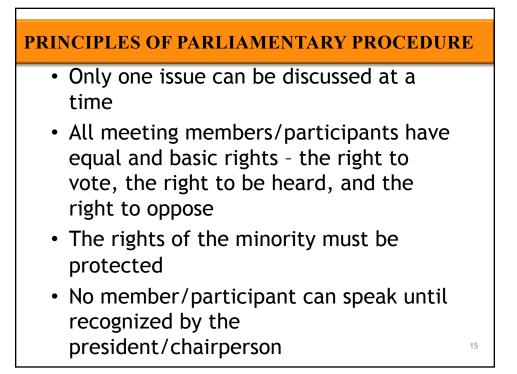
•A way to conduct an orderly meeting

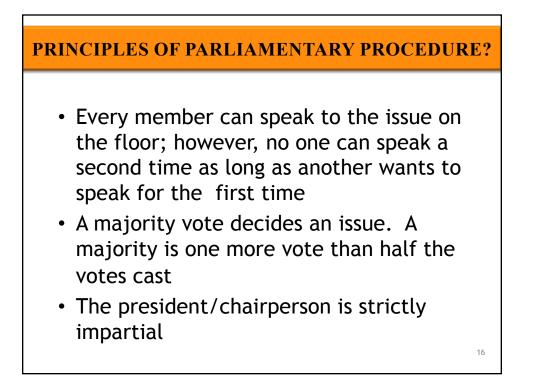
•Makes meetings more effective and efficient

•The rules of parliamentary procedure are guidelines, not hard and fast laws

•Pick and choose what best fits your meeting and situation at hand

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CHARACTERISTICS OF AN IDEAL PRESIDING PRESIDENT/CHAIRPERSON

- Self-confidence
- Ability to learn Parliamentary Procedure
- Well developed voice
- Fair and impartial judgment
- Skill in leading people
- Completely familiar with all of the business to be dealt with
- Has absolute control over a meeting

DOES THE PRESIDENT/CHAIRPERSON ENTER INTO DEBATE/DISCUSSION OR VOTE?

The president/chairperson typically does not participate in the debate/discussion of a motion nor vote on its passage.

However, there are some instances when it is proper, and even desirable, for the president/chairperson to participate in debate/discussion and vote.

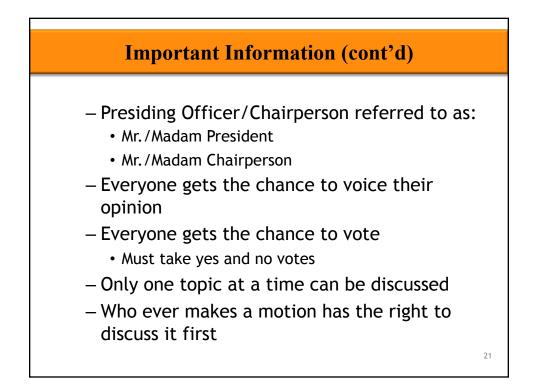
EXAMPLES OF WHEN IT IS PROPER FOR THE PRESIDENT/CHAIRPERSON TO ENTER INTO DEBATE/DISCUSSION OR VOTE?

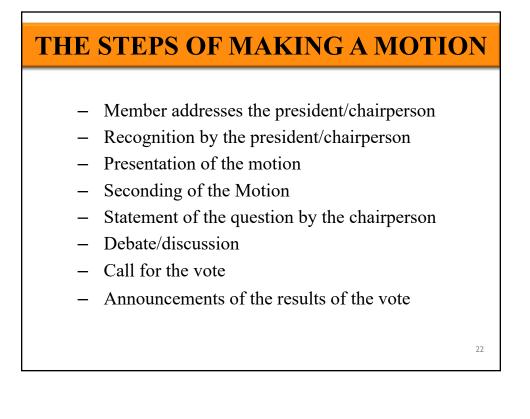
- The president/chairperson should vote if his or her vote will decide the outcome by either breaking or creating a tie vote
- The president/chairperson can vote if the vote is by ballot
- The chairperson of the board/committees has the same privileges as any other member to make motions, discuss issues, and vote
- To avoid bias, the chair should turn over the chairperson role to the vice chairperson or to some other board member before making motions or discussing the merits of a question before the group

VOTING PRACTICES FOR THOSE ELIGIBLE TO VOTE

- Quorum
 - 1/2 of members in a meeting plus 1
 - Minimum number of members that must be present at a meeting for legal business to be transacted per by-laws
- Majority
 - 1/2 of members present at any meeting plus 1
 - Minimum number of members that must vote for a motion to pass
- Abstention Votes Do They Count?

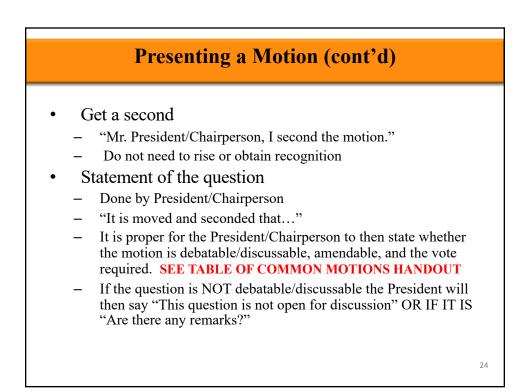
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PRESENTING A MOTION

- Address the President/Chairperson
 "Mr./Madam President/Chairperson"
 - Get recognition from President/Chairperson
 - "Sally" or "Mr. Reporter"
- Make the motion
 - "I <u>MOVE</u> that" This is the ONLY correct terminology!
 - A brief explanation for why you are making the motion is okay.
 - Ex. Since we need money, I MOVE that we obtain a loan.



MAIN MOTION

- Purpose: to present an item of business for consideration and action by the board
- Second is required
- It is debatable and amendable
- A majority vote is necessary



- Purpose: Is to temporarily delay action on an item of business.
- All amendments and other motions belonging to that item of business are also tabled.
- Requires a second
- Un-debatable and Un-amendable
- Majority vote

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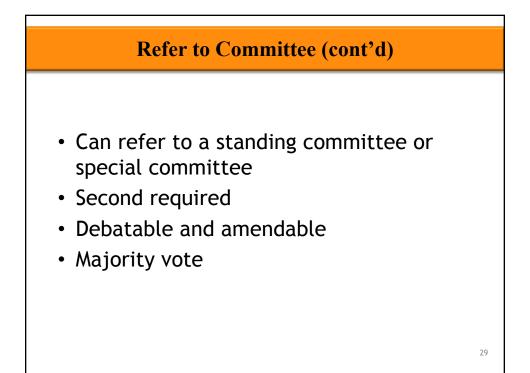
PREVIOUS QUESTION

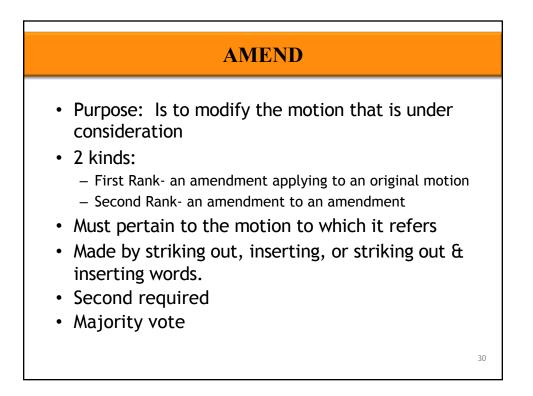
- Purpose: Is to terminate discussion on a motion or motions before the group and to secure an immediate vote.
- If called for without qualifications(including previous questions), only the immediately pending question is effected.
- Second required
- Un-debatable and Un-amendable
- Two-thirds vote

REFER TO A COMMITTEE

- Purpose: Is to place a question temporarily in a committee.
- This may be done to:
 - Secure more detailed information
 - Secure a recommendation from a smaller group
 - Ensure privacy when dealing with a delicate matter
 - Allow a more informal discussion of an item of business
 - Give a committee power to act

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POINT OF ORDER

- Purpose: Is to enforce the rules by calling attention to a violation of the rules or a mistake in procedure
- President/Chairperson is duty bound to enforce the correct rules of procedure and should call members out of order when they are in error

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Point of Order (cont'd)
No second required
Un-debatable and Un-amendable
Recognition not necessary
No vote required
May interrupt a speaker

ADJOURN

- To terminate (close) the meeting
- Second required
- Un-debatable and Un-amendable
- Majority vote
- Adjourn closes the business session of the meeting.

INCORRECT PHRASES

"So Moved"

All members have a right to know exactly what is being moved. The chairperson must state the exact motion to avoid confusion. "So moved" doesn't mean anything.

INCORRECT PHRASES

"Question" or I call for the question"

This is not a motion as stated. It is the chairperson's responsibility to know when debate/discussion is over and to conduct a vote. A vote should not be taken if a member still seeks the floor.

Members should not normally make a motion to stop the debate/discussion, but if the do, they should seek the floor and say "I move to close debate/discussion."

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Order of Business – The Meeting's Agenda Chair calls meeting to order – on time! ٠ Invocation - Optional • Roll Call – Take Attendance • **Recognize Visitors** • Adoption of Agenda Approve Minutes of the Last Meeting • Previous Meeting board & Management Action • Item Status Reports of Officers 36

Meeting Agenda (cont'd)

- Reports of Committees
- Hear Committee Reports
- Unfinished Business (list of items)
- New Business (list of items)
- Strategic Plan Status
- Board & Management Action Items From Mtg.
- Board Concerns
- Announcements (list of items)
- Adjourn the Meeting

The Executive & Closed Session

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EXECUTIVE & CLOSED SESSION MEAN THE SAME THING

- An executive or closed session is the portion of a meeting at which sensitive or confidential matters are discussed and <u>acted</u> <u>upon</u>
- Others may attend, but only by invitation of the Board

THE EXECUTIVE & CLOSED SESSION IS PART OF THE REGULAR BOARD MEETING

- The Rules of Parliamentary Procedure should be observed and enforced
- If there is no motion pending, there should be no discussion in executive or closed sessions
- If a motion is pending, the discussion should be confined to what is pertinent to the motion

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- ANCs are required to make minutes available to shareholders (they essentially are shareholder communications).
- Minutes should be taken.
- Focus only on action taken.
- If the action is itself sensitive or confidential, that portion of the minutes should be clearly marked and recorded in a separate document.

