

GUIDE TO Meeting Rules of Order

The importance of maintaining order and advancing the issues of the meeting benefit greatly from relying on Rules of Order.

Running a Board Meeting

Agenda – Have an agenda and know how to make motions

Address the President – Obtain the floor by standing and addressing the President (Mr. President or Madam President – member who addresses the President first gets the floor)

Motions – Make a motion before debating an issue (President has the option to call to question if a motion is not made) “I move...”, wait for a second and then start the debate with a final vote to close the motion. If there is no second, then there is no motion on the floor to debate. The meeting moves forward

Which Motion to Make?

Main Motion – First motion on an issue and is debatable/open for discussion (i.e. motion to... accept, reject, adjourn, schedule next meeting, amend, ratify, repeal)

Attached Motions – These are attached to a main motion, are debatable, and open for discussion (i.e. motion to... table the motion, previous question, limit/extend debate, delay, amend, table indefinitely)

Incidental Motions – These are motions that come up during the course of a meeting and are not debatable (i.e. motion to... suspend rules, parliamentary inquiry, opening/closing voting, etc.)

Special Motions – These take precedence above all motions and are not debatable (i.e. motion for... adjournment, recess, call for orders, etc.)

Debate During a Board Meeting (after a motion is made and seconded)

Respect – Be respectful and speak when it is your turn and address issues by not naming the person but addressing the point of the “person who made the last remark”

Speak – Do not speak more than two times (give others a chance to speak)

Close – President should be vigilant to determine if a debate is closed. If yes, the President should ask, “Is the Board ready for the question?”. If debate continues, the President should ask again. If the Board is ready for the question, the motion is made as is or amended. It is then open for discussion again

No Debate – After two votes and two discussions, debate is closed for any other voting unless the Board approves consent

How do I Vote?

“Putting the Question” – If discussion is closed or you have a motion that is not debatable, then the chair can “put the question” or ask for a vote

“Call to Question” – This is different from “putting the question”. A call to question is to ask for a stoppage on the debate and look for an immediate vote. Two-thirds of the Board present must vote to stop the debate or discussion and then formally vote on the motion before them. This is rarely used to shut down those trying to prolong a discussion. The call to question is not debatable and must be voted upon immediately. If the call to question fails, debate or discussion can continue

Voting Yay or Nay – Each member of the Board will be asked to vote either Yay (yes) or Nay (no)

Voting by Paper Ballot – Paper ballot is typically used to vote privately on sensitive issues

Acknowledging the Vote – The President will determine if the motion passes (dependent upon majority or 2/3 vote) and let the Board know what passed at the same time restating the motion

Proxy Voting – Proxy voting is the practice of assigning your vote to a Board member’s selected proxy if they are not able to attend the Board meeting. This practice is not common and typically explained in your bylaws

How do I Vote? *continued*

Invalid Votes – If a motion and a second is made with deliberation and an affirmative vote is received by a simple majority or as stated by the bylaws and conflicts with the state or federal statutes, legal or other guiding documents (articles of incorporation, bylaws, etc.) of the organization, then the vote is considered invalid

Two-thirds Vote – Required only to adopt any motion that takes away a rule of order or modifies one previously adopted (i.e. amending, rescinding, suspending, limiting debate, increasing the length of the meeting, removing an officer, etc.)

How do Committees Fit In?

Duties – The Board defines committee duties

Limits – Committees are appointed to accomplish a scope of work as set by the Board. Time limits can be assigned or committees can be “standing” committees with an indefinite time frame

Appointments – The President appoints/re-appoints committees

Robert’s Rules of Order – Parliamentary procedure applies to committees but less formal (consult Robert’s Rules of Order)

Quorum – The committee can only act when a quorum is present

Recommendations – The committee provides recommendations that were approved by the majority of the committee to the Board, which may or may not be approved/adopted

Reporting – If called on by the President, the committee chair is then allowed to provide their report

Voting to Accept the Report – If the Board votes to accept the report of the committee, they are legally adopting the report and all of its elements. If the report is only as a point of information, then the report should NOT be adopted

Minutes of a Meeting are Important

Secretary – The organization’s secretary is the recording officer of the Board

Staff – Staff can take minutes of a Board meeting but will need to get approval by the Secretary of the draft of the minutes prior to sending to the Board. The Board typically approves the minutes of the past meeting at their next meeting

Agenda – The agenda is designed by the Secretary, in conjunction with the Executive Director, and approved by the President

What Should be Recorded?

Type of meeting (regular, special, adjourned regular or adjourned special)

Date, Time and Location

Attendees and those absent (note if it was an excused absence)

Note around approval of last minutes

Main motions

Adjournment time

Other “Stuff” You Might Need to Know

Quorum – This is the number of Board members that need to be present in order to conduct Board business (stated in bylaws). Also applies to membership meetings where business is being handled

Agenda – An agenda should always be established for meetings of the Board, Committees or any general assemblies

Nominations and Elections – Know your bylaws and the requirements. Not knowing or scheduling key dates may violate your nomination or election process, thus making it invalid or contested

Bylaws – Know them and act in accordance with them

Articles of Incorporation – This is your organization’s relationship with the state. Understand them

Mission Statement – This is one of your key guiding documents. Know the mission of your organization

Robert’s Rules of Order – This is a short guide! Pick up a copy of Robert’s Rules of Order to fulfill your duty as a Board member

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