

COMMUNITY BOARD NINE

BY-LAWS

File

ARTICLE I EFFECT

Section One- These By-Laws, upon adoption, shall be the By-Laws of Community Board Nine (hereinafter referred to as "the Board") of the Borough of the Bronx, and shall be the governing instrument of the Board, subject to the provisions of the New York City Charter (hereinafter referred to as "the Charter") and the Uniform Land Use Review Procedure.

ARTICLE II POWERS

Section One- The Board shall exercise those powers and perform those functions set forth in the Charter and the Uniform Land Use Review Procedure with regard to any matter concerning its community district. The boundaries of its district shall be as approved.

ARTICLE III MEMBERS

Section One- The Board shall consist of:

- (a) As voting members, those individuals who shall have been appointed by the Borough President in accordance with Section 2800 of the Charter (hereinafter referred to as "appointed members").
- (b) As non-voting members those public officials specified in section 2800 of the Charter.

Section Two- Each appointed member shall serve for a term of two (2) years as provided for in Section 2800.b of the Charter. Upon the death, resignation or removal of an appointed member, the vacancy created may be filled by the Borough President for the remainder of the unexpired term in the same manner as a regular appointment.

Section Three- An appointed member may resign at any time by submitting his resignation in writing to the Borough President. Such resignation shall take effect at the time specified therein, or, if no time be specified, upon receipt by the Borough President. A resignation need not be accepted to become effective.

Section Four- An appointed member may be removed for cause by the Borough President or by a majority of the appointed members of the Board present. Cause shall include three (3) consecutive unexcused absences from meetings or the absence from more than one-half of the meeting in a period of any one year.

Section Five- The Borough President shall not remove a board member unless he/she first notifies the member in writing of his/her intention to remove and the causes for the proposed removal. The member whose removal is proposed shall have 20 days from the date of mailing of the Borough President's notice within which to respond in writing to such notice. Upon receipt of this response or the expiration of the 20 days, whichever is earlier, the Borough President shall have the power to remove the member. Cause may include a change in residence in violation of City Charter, Board of Ethics and/or Corporation Counsel ruling, or any other rules of procedure or regulations.

Section Six- The Board shall not remove a member except in accordance with the following procedure:

- (a) A motion to institute removal proceedings, setting forth the cause for the proposed removal, shall be adopted by a majority of appointed members of the Board present and voting at a meeting, the agenda for which shall have included consideration of removable of a member.
- (b) Following the adoption of such a resolution, the chairperson shall appoint a committee of not less than three or more than five member to investigate the matter and report to the Board.
- (c) The member whose removal is proposed shall be given the opportunity to respond, in person or in writing, to such resolution, or before the committee or the full Board.
- (d) The Board shall receive the report of the committee, including a minority report, if any, and the response, if any, of the member.
- (e) A motion to remove the member shall be adopted by a majority of the appointed members of the Board at a meeting, the agenda for which shall have included action on removal.

ARTICLE IV **HEARINGS AND MEETINGS**

Section One- The date and time of the regular stated monthly meeting shall be determined by a majority of the Board Nine Members.

Section Two- The Board shall hold a meeting and conduct a public hearing at least once each month, except during the months of July and August. A hearing or a special meeting may be called at any time by the Chairperson. A hearing or special meeting shall also be called at the request of the Borough President.

Section Three- The Chairperson shall determine the time, date and place for all hearings and special meeting except hearings held pursuant to the Uniform Land Use Review Procedure. For hearings held pursuant to such procedure, the chairperson shall determine the time and date, and shall initially determine the place of the hearing. Immediately prior to the start of each such

hearing, the Board shall determine by a vote of the majority of appointed members present and voting whether to ratify the Chairperson's initial determination of the place of the hearing. Upon ratification, the hearing shall commence. If the Board fails to ratify the Chairperson's initial determination, the hearing shall be adjourned, and a new hearing shall be called at a place determined by the Board. Notice of a hearing may be issued based upon the chairperson's initial determination of its location.

Section Four- All meetings and hearing shall be held within the Board's community district, except that if in the Board's judgment there is no suitable and convenient place of public assembly within the community district to hold a hearing, such hearing shall be held at a centrally located place of public assembly within the borough.

Section Five- Written notice of each hearing or meeting, setting forth its time, place and subject, shall be published in the Comprehensive City Planning Calendar distributed not less than ten (10) calendar days prior to the date of the hearing or meeting, and shall be sent by the chairperson to each member of the Board prior to the date of publication. Notice shall also be given in such additional manner as to comply with section 4.030 of the Uniform Land Use Review Procedure.

Section Six- Notwithstanding the provisions of section 4 of this Article IV, an emergency meeting may be called upon at least two (2) days notice where the chairperson determines that consideration of the matter does not allow for publication and ten (10) days notice. The notice of any meeting called on less than ten (10) days notice shall, in addition to the requirements of Section 4, specify the matter requiring short notice and a written statement from the chairperson that the time does not allow for ten (10) days notice. When a meeting is called on a less than five (5) days notice, each member of the Board shall be notified in writing and by telephone. At any meeting called on less than ten (10) days notice, only the matter specified in the notice of the meeting may be acted upon.

Section Seven- Each notice of the hearing or meeting shall contain an agenda, as determined by the Chairperson. The Chairperson shall place on the agenda for hearing every item referred to the Board pursuant to the Uniform Land Use Review Procedure, and shall include on the agenda every item requested in writing by any member three (3) days prior to the date of publication of the notice in the Comprehensive City Planner Calendar. Such written request shall be filed with the District Manager by mail or in person and shall be deemed to have been submitted on receipt by him. Any item not appearing on an agenda may be added to the agenda at the time provided for "Amendments to the Agenda" at the hearing or meeting. No item may be voted upon or acted upon unless it appears on the agenda.

Section Eight- Whenever the Board considers an item referred to under the Uniform Land Use Review Procedure, the constitution of a quorum shall be determined in accordance with the provisions of Sections 4.043 and 4.061 of such procedures. For all other matters, the presence of the majority of the appointed members of the Board shall constitute quorum. No member may be present by proxy.

Section Nine- Each appointed member present at a meeting shall be entitled to one (1) vote. Unless otherwise specified in the Charter, the Uniform Land Use Review Procedure, or these by-laws, all questions shall be decided by a majority of the appointed members present and voting.

Section Ten- The procedure followed at all meeting shall be in accordance with the requirement of the Charter, the Uniform Land Use Review Procedure, these by-laws, and when no contrary provision exists, "Roberts Rules of Order." The Board, however, shall have the power to adopt any rules of procedures not inconsistent with the Charter, the Uniform Land Use Review Procedure, or these by-laws.

Section Eleven- Attendance shall be taken at every hearing and meeting. Each Member shall be marked "present," or "absent" and their time of arrival and departure shall be noted on the official attendance sheet. Reason for absence should be documented.

Section Twelve- Minutes shall be taken at all hearings and meetings and shall be a public record. The minutes shall contain an accurate record of the members present, all resolution and motions brought before the Board, the results of all votes taken and a summary of all reports presented to the Board, including majority and minority votes. Copies of all papers submitted at a hearing or meeting shall be annexed to the minutes and be a part thereof.

ARTICLE V **OFFICERS**

Section One- The officers of the Board shall be a chairperson, a First Vice Chairperson, a Second Vice Chairperson, a Secretary, a Treasurer and such other officers as the Board may deem necessary or advisable. Each officer shall be an appointed member of the Board. The election of officers shall be staggered (i.e. Chairperson and Second Vice-Chairperson in year one; First Vice Chairperson and Secretary in year two; and Treasurer in year three) and held annually at a meeting of the Board held on the month of June. Each officer shall serve for a term of three (3) years, commencing on the first day of July and terminating on the 30th of June or until his successor shall have been duly elected and shall have qualified. Each officer may only serve two consecutive terms, unless a majority of the Board present at the election votes to extend the term of the existing officer.

Section Two- Not less than four weeks prior to the meeting at which the election of each officer(s) is held, the Chairperson shall appoint a nominating committee of not less than three nor more than five members. This committee shall present two or more candidates for each of the offices to be filled at the election meeting. A majority of the appointed members present and voting shall be required to elect a candidate to office. Should no candidate receive a majority on the first ballot, all of the candidates except those two receiving the largest number of votes shall be dropped from the ballot and a second ballot shall take place.

In order for a board member to be nominated and or eligible to run for an executive office seat they must be a board member in good standing.

*** Clarification of a member in good standing:**

1. have completed at least one term (two years) of Board Membership;
2. have actively participated in 2 or 3 committees; and
3. not have three (3) consecutive absences within one year, nor be absent for more than one-half of the meetings in a period of any one year, unless the absences have been excused for illness, death in the family, or other reasons deemed excusable by the Chairperson.

Section Three- Upon the death, resignation or removal of any officer, the vacancy created shall be filled by the Board. The election to fill such a vacancy shall take place no later than the second meeting following the creation of the vacancy. The election procedure shall be the same as that set forth in section 2 of this Article V, except that qualified candidates will be presented from the floor by the nominations committee. Any officer elected to fill a vacancy shall hold office for the remainder of the unexpired term, and his successor shall have been elected and qualified.

Section Four- An officer may resign at any time by submitting his resignation in writing to the Chairperson and District Manager. Such resignation shall take effect at the time specified therein, or if no time be specified, upon receipt by the Chairperson. A resignation need not be accepted to become effective.

Section Five- An officer may be removed for cause or by a majority of the appointed members of the Board, but only in accordance with the following procedures:

- (a) A motion to institute removal proceedings, setting forth the cause for the proposed removal, shall be adopted by a majority of the appointed members of the Board present and voting at a meeting, the agenda for which shall have included consideration of removal of an officer.
- (b) Following the adoption of such a resolution, the highest ranking officer who is not the subject of removal proceedings shall appoint a committee of not less than three nor more than five members to investigate the matter and report to the Board.
- (c) The officer whose removal is proposed shall be given the opportunity to respond, in person or in writing, to such resolution, either before the committee or the full Board.
- (d) The Board shall receive the report of the committee, including a minority report, if any and the response if any, of the officer.
- (e) A motion to remove the officer shall be adopted by a majority of the appointed members of the Board at a meeting, the agenda for which shall have included action on removal.

Section Six- The Chairperson- shall preside at all hearings and meetings, file all reports for the Board, be a member of the district service cabinet and the borough board, appoint all committees

and their chairpersons, be an ex-officio member of all standing and special committees and exercise all those powers granted to him/her by the Charter, the Uniform Land Use Review Procedure and these by-laws.

Section Seven- The 1st Vice-Chairperson-shall in the absence of the Chairperson have all of the powers and perform all of the duties of Chairperson. Upon the occurrence of a vacancy in the office of Chairperson, the 1st Vice-Chairperson shall assume the office of Acting Chairperson until such time as a new Chairperson shall have been elected and shall have qualified. The 1st Vice-Chairperson shall have such powers and perform such duties as shall be assigned to him/her by the Chairperson of the Board.

Section Eight- The 2nd Vice-Chairperson-shall in the absence of the Chairperson and the 1st Vice-Chairperson have all of the powers and perform all of the duties of the Chairperson. Upon the occurrence of a vacancy in the office of the Chairperson and 1st Vice-Chairperson, the 2nd Vice-Chairperson shall assume the office of the Acting Chairperson or, upon the occurrence of a vacancy in the office of the 1st Vice-Chairperson; in either case, he shall continue to hold office as Acting Chairperson or Acting 1st Vice-Chairperson until such time as a new Chairperson or 1st Vice-Chairperson shall have been elected and shall have qualified. The 2nd Vice-Chairperson shall have powers and perform such duties as shall be assigned to him/her as Acting Chairperson of the Board.

Section Nine- The Secretary- shall cause the minutes of meetings of the Board to be recorded and the records of the Board, including minutes, reports, communications and correspondence to be maintained in an orderly manner. The secretary shall cause records to be maintained showing the attendance of all members at a meeting. In addition, the secretary shall have such powers and perform such duties as shall be assigned to the secretary by the chairperson of the Board. In the absence of the secretary, the Chairperson may designate any other officer of the Board to act as secretary on a temporary basis.

Section Ten- The Treasurer- shall be the fiscal officer of the Board. He/She shall be responsible for all the financial matters, including the preparation of all financial accounts and records and the filing of all financial reports and the filing of all financial reports. In addition, he/she shall have such powers and perform such duties as shall be assigned to him/her by the Chairperson of the Board.

Section Eleven- All other officers shall have such powers and perform such duties as may be assigned to them by the Chairperson of the Board.

Section Twelve- The Chairperson may appoint a Parliamentarian.

ARTICLE VI COMMITTEES

Section One- The following standing committees shall be established:

EDUCATION

PUBLIC SERVICE

PARKS & RECREATION

HOUSING

SOCIAL SERVICE

YOUTH

LAND & ZONING

EXECUTIVE

The Board may create such additional standing committees as it deems necessary or advisable.

Section Two- Each standing committee shall consist of a committee chairperson and such others members as may be appointed. The committee chairperson and all committees members shall be appointed by and serve at the pleasure of the Chairperson and the Board. Committee chairperson shall be members of the Board, but other committee members need not be Board members. No person may serve as chairperson of more than one standing committee.

Section Three- The chairperson of each standing committee shall preside at committee meetings and public hearings conducted by the committee, and shall file all committee reports with the Board. Each standing committee shall have the power to adopt its own rules of procedure.

Section Four- The Board may, by resolution, establish such special committees as it shall deem advisable. Any such committee shall have and may exercise such powers as may be granted to it by such resolution. The resolution may also provide for the composition of the committee, the method of appointment of its chairpersons, who shall be a member of the Board, and its members, its purpose, its length of existence, and any other matters concerning its operation. Any committee established by such resolution may at any time be terminated by resolution of the Board.

Section Five- The Chairperson of the Board shall refer each item referred to the Board under the Uniform Land Use Procedure to the appropriate standing or special committee. If the committee files a report to the Board, such report shall be submitted at or prior to the meeting at which the Board votes on the item; if the committee does not file a report, the chairperson of the committee shall notify the Chairperson of the Board, at or prior to such meeting, that no report will be submitted.

ARTICLE VII **PUBLIC HEARINGS**

Section One- The Chairperson shall call a public hearing whenever required by the Uniform Land Use Review Procedure. The Board may, by resolution, call additional public hearings on any matter before it for consideration, or on any matter of concern to its district. Notice of all hearing shall be given in the manner provided for in Article IV, Section 6 of these by-laws. The Chairperson shall preside at all public hearings of the Board. The appropriate committee Chairperson shall preside at all committee hearings.

Section Two- Prior to the start of every public hearing, each member of the public wishing to speak shall submit to the Chairperson in writing a request for speaking time. Such request shall

set forth his name, the name of any organization he/she may represent and whether he/she favors or opposes the proposition which is the subject of the hearing. Those opposed to the proposition shall be heard first, and those in favor shall follow.

The Chairperson shall call only the name of those who submitted requests for speaking time. Each member of the public shall be entitled to speak for three (3) minutes. Any written statement or document offered by a speaker shall be placed into the record or minutes of the hearing.

Section Three- Any provision of Section 2 Article VII may be modified by the Board at the public hearing, and the Board shall have the power to adopt additional rules with regard to the conduct of such hearing.

Section Four- After the conclusion of any public hearing held pursuant to the Uniform Land Use Review Procedure, the Chairperson shall be responsible for submission of the Board's recommendation and the record of the hearing pursuant to Section 4.064 of such procedure.

ARTICLE VIII **RECORDS AND COMMUNICATIONS**

Section One- Except as provided in the Uniform Land Use Review Procedure, all hearing records, minutes, reports, communication and correspondence of the Board shall be kept at the office of the Board, or, if there is no such office, at the office of the Borough President. All such documents shall be public records. A copy of the minutes of each hearing and meeting, including the record of attendance, shall be filed with the Borough President, who shall not make such records available for inspection or copying without the consent of the Board.

ARTICLE IX **AMENDMENTS**

Section One- Any member of the Board may propose an amendment to these by-laws. A proposed amendment shall be submitted in writing to the Chairperson who shall present it at the next meeting of the Board, and then be placed on the agenda of the following meeting of the Board, and shall become an amendment to these by-laws upon its approval by three-quarters of the appointed member of the Board present and voting.

ARTICLE X **ADOPTION**

Section One- These by-laws shall be adopted when approved by three-fourths of the appointed members of the Board at a meeting of the full Board, the agenda for which shall have included consideration of the by-laws. They shall take effect upon filing with the City Planning Commission pursuant to section 4.042 of the Uniform Land Review Procedure.

ARTICLE XI
PUBLIC RELATIONS

Section One- No statement either oral or in writing shall be issued by any member of the Board to any person not a member of the Board in which the Board member purports to speak on behalf of the Board or any committee thereof unless such statement has previously been approved verbatim by the Board or the committee, or unless the member is reporting an action taken by the Board or a committee at an open meeting. In any report of an action taken, the member shall succinctly state the vote for and against the proposal, if a vote was taken, and note the majority position and minority position, if any.

ARTICLE XII
BINDING OPINIONS

Section One- Each member of the Board shall be bound by and act in accordance with any opinion issued by either the Corporation Counsel or the Board of Ethics relating to him or to all the members of the Board.

ROBERT'S RULES OF ORDER

SPARK
CHART

INTRODUCTION

Robert's Rules of Order is a document that explains general parliamentary procedure. It has become the standard reference for all types of business meetings that require a parliamentary authority, from small local organizations to large corporations. *Robert's Rules of Order* provides guidelines that protect the rights of individual group members, the majority, the minority, absentees, and all parties as a whole. This chart summarizes the most important points contained in *Robert's Rules of Order*. Businesses and groups of all kinds may follow these basic rules of procedure to govern their organization, hold effective meetings, and ensure equal, fair treatment for all of their members.

EVOLUTION OF PARLIAMENTARY PROCEDURE

As early as ancient Greece, government officials created procedures for their legislative bodies to make decisions and thereby govern the populace. During the Middle Ages, *parliament* denoted any important meeting held for the purpose of discussion.

- The rules and precedents governing legislative bodies, commonly called **parliamentary law**, emerged from England's Parliament. When English colonists settled America, they preserved these principles (e.g., consideration of one subject at a time, alternating debate between opposite points of view, and confining debate to the merits of the pending question). This English parliamentary law would have great influence on the newly formed government of the United States.
- In 1801, Vice President **Thomas Jefferson** wrote *A Manual of Parliamentary Practice for the Use of the Senate of the United States*. The manual was the first codified parliamentary procedure designed especially for government use.

- In 1845, **Luther Cushing**, clerk of the Massachusetts House of Representatives, published *Cushing's Manual*, which attempted to provide guidelines for ordinary, voluntary societies. Cushing's idea that each organization should establish its own rules of order proved to be unrealistic in practice.
- In 1876, army officer **Henry M. Robert** wrote a 176-page volume of rules for ordinary societies called the *Pocket Manual of Rules of Order for Deliberative Assemblies*. His publisher shortened the title to *Robert's Rules of Order*.
- In 1915, Robert published *Robert's Rules of Order Revised*, which reorganized, expanded, and clarified the earlier edition. Subsequent revisions followed. *Robert's Rules of Order Newly Revised*, first published in 1970, appeared in its most recent (10th) edition in 2000.

5. Only one member may have the floor at a time. When a member has been assigned the floor, or given the right to speak, other members normally may not interrupt.
6. Full debate is allowed on all questions, unless the rules do not allow debate. Members may debate fully each proposed main motion. Certain secondary motions, however, are not debatable.
7. The issue, not the person, is always what is under consideration. Members should confine their remarks to the merits of the pending question and should not make disparaging comments about other members or their motives.
8. The organization is paramount compared to the individual. Though individual members have the right to make a motion, they cannot make a decision. Only the organization makes a decision through its voting members.
9. A majority vote decides, unless a larger vote is required. A majority vote—the affirmative vote of more than half of those members present and voting—decides most questions. Certain motions that affect basic rights of members and changes to particular rules of the assembly usually require a two-thirds vote for adoption. Two-thirds is defined as at least twice as many members in favor as opposed.
10. Silence gives consent. A member who does not vote acquiesces to the will of the majority. The assembly does not consider an abstention an affirmative or negative vote; it simply does not count it at all.
11. Once an assembly decides a question, that question cannot come back before the assembly in the same form. Members cannot ask the assembly to decide the same question twice in the same session unless they amend, rescind, or reconsider the previously adopted question.

BASIC UNDERLYING PRINCIPLES

1. A quorum must be present to take legal action. A quorum is the minimum number of members who must be present to transact business legally.
2. All members are equal. Each member of an organization has equal rights. No member's vote counts more than another's.
3. Members bring business before an assembly in the form of a motion. A motion is a formal proposal of business.
4. Only one formal proposal to take certain action may be under consideration at a time. Members may consider only one basic form of motion, or main motion, at a time. Members seeking to make secondary motions (which deal with how a main motion will be handled) must make them before adopting, rejecting, or disposing of the main motion.

THE DELIBERATIVE ASSEMBLY

A deliberative assembly is an independent or autonomous group of people meeting to determine, in full and free discussion, courses of action to take in the name of the entire group.

CATEGORIES

- **Assembly of an organized society:** A local branch of a state, national, or international society. Participation is limited to those who are on the membership rolls as voting members.
- **Legislative body:** A constitutionally established lawmaking body of representatives (at the national, state, or local level) chosen by the electorate for a certain term of office.
- **Board:** An administrative or managerial body of appointed or elected people. It may be the organization's supreme governing body or may be subordinate to the general membership.
- **Mass meeting:** A meeting of an unorganized group who have a common interest in a particular purpose or problem. A series of mass meetings may be held to organize a permanent society. Everyone who attends the meeting and is in agreement with the common interest has the right to participate.
- **Convention:** An assembly of delegates chosen to represent constituent subdivisions for one session. Delegates who hold proper credentials are entitled to participate.

MEETINGS

A meeting is a single official gathering of members in one room or area to transact business for a length of time with no cessation (except for a short recess). Members do not separate during a meeting.

- **Session:** A session may be a single meeting or a series of connected meetings with a single order of business, agenda, program, or purpose. Each succeeding meeting continues business at the point where it was left off at the previous meeting.
- **Types of meetings**
 - **Regular:** A periodic business meeting of a permanent society held at defined intervals.
 - **Special:** A separate business meeting held at a different time than regularly scheduled meetings, convening only for the specific purpose noticed in the call to the meeting.
 - **Adjourned:** A continuation of the immediately preceding regular or special meeting.
 - **Annual:** A meeting designated to receive reports of officers and committees, hold elections, or take other actions prescribed in the bylaws.
 - **Executive session:** Any meeting or portion of a meeting in which proceedings are secret.

MEMBERS

- **Members of a deliberative assembly have the right to:**
 - Attend meetings
 - Offer motions
 - Speak in debate
 - Vote
 - Nominate other members
 - Hold office

MEMBERS HAVE THE DUTY AND RESPONSIBILITY TO:

- Attend meetings
- Obey the rules
- Further the object of the society
- Insist on enforcement of the rules
- Fulfill assigned duties until properly excused

RULES OF THE ASSEMBLY

Every organization is subject to national, state, and sometimes local laws. Also, each assembly requires rules that establish its structure and govern its operation. The hierarchy for these rules is as follows:

- **Corporate charter:** A legal instrument, granted by state or federal law, that is used to incorporate an organization. Alternatively, a charter may be a certificate that a national or state organization issues to grant a group the right to form a local or subordinate organization. This form of charter is not an instrument of incorporation.
- **Constitution:** A document defining the primary characteristics of the organization. Currently, the trend is to have these rules contained in one document called the **bylaws**.
- **Bylaws:** A document that defines how an organization functions. It includes all the rules that, due to their importance, are more difficult to change. Bylaws are:
 - Adopted by majority vote.
 - Amended by two-thirds vote with previous notice to the membership.
 - Suspended only if they are in the nature of rules of order or if they allow for their own suspension.

STRUCTURE OF BYLAWS

Bylaws are divided into the following articles:

1. **Name:** The assembly's name, full, exact, and properly punctuated.
2. **Object:** The assembly's purpose, expressed concisely in a single sentence, with phrases or lettered subparagraphs offset by semicolons.
3. **Members:** Those who have the right to participate fully in the assembly. Subcategories include:
 - Classes of members (regular, affiliate, honorary, etc.), with rights and limitations defined
 - Qualifications or eligibility for membership
 - Required dues and fees, the schedule by which they should be paid, and stipulation about when membership will be terminated for nonpayment of dues and fees
 - Resignations
4. **Officers:** The structure of the assembly's officers, including:
 - Order of rank (usually president, vice president, secretary, treasurer, etc.)
 - Duties
 - Method of nomination
 - Mode of election
 - Term of office and when it commences
 - Term limitations
 - Method for filling vacancies

MEETINGS: SPECIFICS ABOUT THE ASSEMBLY'S MEETINGS, INCLUDING:

- The day on which to hold regular meetings (but not the time or location)
 - Designation of an annual meeting
 - Procedures for calling special meetings and notification requirements
 - Definition of quorum for all meetings
6. **Executive board:** Specification of the executive board's:
 - Composition
 - Powers
 - Regular meetings
 - Special meetings
 - Quorum
 7. **Committees:** Any subordinate groups of the assembly:
 - **Standing committees** (those having continuing existence) should include:
 - Composition
 - A defined manner of selection
 - Defined duties
 - Names, or a provision for establishment of additional standing committees
 - **Special committees** (established as need arises for a specific purpose) must have a specified manner of selection.
 - **Ex officio:** A Latin phrase that means "by virtue of office." The president may serve *ex officio* as a member of all committees except the nominating committee.
 8. **Parliamentary authority:** The assembly's choice of a parliamentary authority to follow (e.g., the current edition of *Robert's Rules of Order Newly Revised*)
 9. **Amendment:** Procedures for amending the bylaws, including:
 - Requirements for advance notice (time and manner)
 - Requirement for vote to approve an amendment

RULES OF ORDER

The assembly's rules of order come from the assembly's chosen parliamentary authority. Special rules of order are any written regulations of parliamentary procedure that supersede the parliamentary authority. Special rules of order are:

- Adopted or amended by two-thirds vote with previous notice or majority vote of the entire membership
- Suspended by two-thirds vote, unless protecting a minority of less than one-third
- Note: Rules regarding fundamental principles of parliamentary law (e.g., considering one question at a time, protecting absentees) or involving basic rights of membership (e.g., rules regarding quorum) cannot be suspended

STANDING RULES

Standing rules are rules relating to administration rather than to parliamentary procedure (e.g., a rule requiring members to wear badges). Standing rules are:

- Adopted by majority vote
- Amended either by two-thirds vote without previous notice or majority vote with previous notice
- Suspended by majority vote



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ROBERT'S RULES OF ORDER

MOTIONS

A **motion** is a member's formal proposal that the assembly take a certain action. The introduction of a motion may be for a substantive purpose, may allow for a member to express a view, or may trigger an investigation that will later be reported to the assembly.

CATEGORIES OF MOTIONS

- Main motions** introduce new, substantive business or relate to past or future business of the assembly. A main motion is the lowest ranking motion, and a member may make one only when no other business is pending.
- Subsidiary motions** assist the assembly in handling a main motion. Motions in this class rank above the main motion and lower-ranking subsidiary motions but rank lower than privileged motions. Subsidiary motions:
 - Always apply to another motion while it is pending
 - May apply to any main motion
 - Fit into an order of precedence
 - Are in order from the time the chair states a main motion until the vote on that motion
- Privileged motions** do not relate to the pending motion but deal with special matters of immediate and overriding importance. Motions in this class rank above the main motion, subsidiary motions, and lower-ranking privileged motions.
- Incidental motions** change the procedure for handling a motion but do not change what the assembly is considering. Incidental motions also relate to pending business or business the assembly will conduct in the future. These motions never have all four of the characteristics of subsidiary motions. Incidental motions also do not have rank but are incidental to the other motions. They must be decided immediately, before proceeding with further business.
- Motions that bring a question again before the assembly** bring back business that has been previously decided. Members usually introduce them when no other business is pending.

STANDARD DESCRIPTIVE CHARACTERISTICS OF MOTIONS

Each motion has eight standard descriptive characteristics. You can remember them by using the mnemonic device **SAD MR IPA**:

- Second:** Does the motion require that another member second the motion?
- Amendable:** Is there a variable?
- Debatable:** Is it possible for the members to debate the merits of the question?
- Majority vote:** Does adoption of the motion require a majority vote or a greater percentage?
- Reconsiderable:** Is it possible to consider the motion again?
- Interrupt:** May a member interrupt another member to offer the motion?
- Precedence:** Does the motion fall into an order of precedence or rank? To which motions does it yield, and over which motions does it take precedence?
- Applicability:** To which motions is it applicable, and to which motions may it apply?

THIRTEEN RANKING MOTIONS

Motions are ranked hierarchically. The main motion, subsidiary motions, and privileged motions fall into the following order of precedence:

Main motion:

- Original main motion:** A motion that introduces a substantive question as a new subject.
- Incidental main motion:** A motion either incidental to or relating to business of the assembly or its past or future action (e.g., to take a recess at a certain time).
- Resolution:** A main motion submitted in writing due to its length, complexity, or importance.
- Preamble:** An optional clause(s), preceding the resolving clause(s), that includes background information or reasons to adopt the resolution. Each clause is indented and begins with "Whereas, . . ." and ends with a semicolon. After the semicolon at the end of the last clause, the words "now, therefore, be it" are added.
- Resolving clause(s):** The actual proposed motion, preceded by the words "Resolved, That." If more than one resolving clause exists, the word "and" is added before the last resolving clause. For example:
 - Whereas, . . . [text of the first preamble clause];
 - Whereas, . . . [text of the second preamble clause];
 - Whereas, . . . [text of the final preamble clause]; now, therefore, be it
 - Resolved, That . . .** [text of the first resolving clause];
 - Resolved, That . . .** [text of the second-to-last resolving clause]; and
 - Resolved, That . . .** [text of final resolving clause].

Subsidiary motions:

- Postpone indefinitely:** A motion to reject a main motion without a direct vote, or kill it in order not to consider it at that session.
- Amend:** A motion to alter or modify the wording of a main motion. A **primary amendment** (amendment of the first degree) modifies the motion; a **secondary amendment** (amendment of the second degree) modifies the primary amendment. Members vote on amendments in reverse order (secondary amendment, primary amendment, and then motion). A member can amend a motion in three ways:
 - Insert or add words or a paragraph:** insert words at the beginning or within the motion; add words at the end.
 - Strike out words or a paragraph:** Remove words or a paragraph.
 - Strike out and insert words or substitute a paragraph.** Remove certain words and replace them with others, or strike out an entire paragraph and substitute a different one in its place.
- Commit or refer:** A motion to send a main motion to a small group (committee) for further study and report.
- Postpone to a certain time (or definitely):** A motion to delay consideration of a main motion until later in the same meeting or until the next regularly scheduled meeting.
- Limit or extend limits of debate:** A motion to change the number of times each member may speak, the time consumed by each speech, or the total time for debate. A motion to limit debate applies to all motions previously made and that may subsequently be made. A motion to extend limits of debate, however, affects only motions that are still pending.
- Previous question:** A motion to close debate, or call for the question, so that the pending motion will come to an immediate vote.
- Lay on the table:** A motion to set aside a main motion temporarily to take up a more pressing or important issue. Whenever a condition is attached to a lay on the table motion, that motion becomes a different type of motion (e.g., a motion to lay the pending motion on the table until the next meeting is actually a motion to postpone to a certain time).

Privileged motions:

- Call for the orders of the day:** A request by an individual member to follow the adopted agenda.
- Raise a question of privilege:** A motion to interrupt the discussion of business to bring up an urgent subject or motion. For instance, a member may call a problem with comfort level (noise, room temperature, etc.) to the attention of the chair. Raising a question of privilege may also give a member the ability to make an informed decision (receive handout materials, see a presentation, etc.). Also, an assembly may use this motion to consider a confidential subject by members only (executive session).
- Recess:** A motion to take a short intermission in the meeting.
- Adjourn:** A motion to close the meeting.
- Fix the time to which to adjourn:** A motion to set a time, date, and place to continue the present meeting anytime before the next regularly scheduled meeting; set an adjourned meeting.

THIRTEEN RANKING MOTIONS						
Motion	Is a second required?	Is it amendable?	Is it debatable?	What vote is required?	Can it be reconsidered?	May it interrupt?
13 Fix the time to which to adjourn	yes	yes	no	majority	yes	no
12 Adjourn	yes	no	no	majority	no	no
11 Recess	yes	yes	no	majority	no	no
10 Raise a question of privilege	no	no	no	chair decides	no	yes
9 Call for the orders of the day	no	no	no	at the request of one member	no	yes
8 Lay on the table	yes	no	no	majority	no*	no
7 Previous question	yes	no	no	two-thirds	yes*	no
6 Limit or extend limits of debate	yes	yes	no	two-thirds	yes*	no
5 Postpone to a certain time (or definitely)	yes	yes	yes	majority	yes*	no
4 Commit or refer	yes	yes	yes	majority	yes*	no
3 Amend	yes	yes	yes	majority	yes	no
2 Postpone indefinitely	yes	no	yes	majority	yes*	no
1 Main motion	yes	yes	yes	majority	yes	no

*Consult the current edition of Robert's Rules of Order Newly Revised for the specific rule that applies.

INCIDENTAL MOTIONS

Incidental motions are listed below in the order in which they appear in *Robert's Rules of Order Newly Revised*. They do not have rank but, when made, take precedence over the pending motion.

- Point of order:** A motion that brings any violation of a rule of the assembly to the attention of the presiding officer. A member must raise the point of order immediately after the infraction; otherwise, the point cannot be raised. The presiding officer must rule that the point of order is either well taken or not well taken, or allow the assembly to decide.
- Appeal:** An appeal from the decision of the chair must be made immediately after the presiding officer rules on a point of order. If the appeal is seconded, the assembly takes a vote to decide whether it agrees with the ruling. It votes not on the appeal but on the chair's decision: "Shall the decision of the chair be sustained?" If the assembly decided the point of order, no appeal is allowed.
- Suspend the rules:** A motion to temporarily set aside a rule that would prevent the assembly from taking up a certain question or action. An assembly may *not*, however, suspend bylaws, a statutory law, or rules of basic parliamentary law (e.g., that only members may vote). Also, the vote required to suspend the rules depends on the rule to be suspended.
- Objection to the consideration of a question:** An objection to any original main motion. A member must offer the objection before any discussion has begun or subsidiary motion stated. The chair immediately takes the vote by asking, "Shall the question be considered?" Unless two-thirds of the assembly vote in the negative, the question is considered.
- Division of a question:** A vote by the assembly to divide a pending motion into two or more parts capable of standing on their own merit (i.e., parts that are not dependent on the adoption of the other portion of the motion).
- Consideration by paragraph or serialim:** A motion to consider a lengthy motion by paragraph, article, or section. The presiding officer opens each part of the paragraph for debate and amendment separately, before considering the entire document for adoption.
- Division of the assembly:** A demand by a member to retake a **voice vote** or **vote by show of hands** by taking a **rising vote**. A member can call out the word "Division!" if each side of a voice vote sounds the same, or if that member doubts the result of a vote.
- Motion relating to methods of voting and the polls:** A request by a member to change the method of voting or to close or reopen the polls in an election or ballot vote.
- Motion relating to nominations:** A motion prescribing the method for making nominations (when the bylaws or rules fail to provide one) or dictating when to close or reopen nominations.
- Request to be excused from a duty:** A request by a member to be relieved of an obligation imposed by the bylaws or by duties of an office.
- Request or inquiry:** A request or inquiry related to pending business or business that a member wishes to introduce:
 - Parliamentary inquiry:** A request for the chair's opinion on a point of parliamentary procedure.
 - Point of information:** A request for facts affecting the pending business.
 - Request for permission to withdraw or modify a motion:** A request by a member to withdraw his/her own motion from consideration or to modify it.
 - Request to read papers:** A request by a member to read (or have the secretary read) a paper or book as part of debate.
 - Request for any other privilege:** A request for a privilege not covered by the above requests (e.g., a request to make a presentation when no motion is pending).

Motion	Is a second required?	Is it amendable?	Is it debatable?	What vote is required?	Can it be reconsidered?	May it interrupt?
Point of order	no	no	no	chair rules	no	yes
Appeal	yes	no	yes*	majority*	no	no
Suspend the rules	yes	no	no	two-thirds*	no	no
Objection to the consideration of a question	no	no	no	two-thirds in the negative	*	yes*
Division of a question	yes	yes	no	majority	no	no
Consideration by paragraph or serialism	yes	yes	no	majority	no	no
Division of the assembly	no	no	no	at the request of one member	no	yes
Motions relating to methods of voting or the polls	yes	yes	*	*	*	no
Motions relating to nominations	yes	yes	*	*	*	no
Parliamentary inquiry	no	no	no	chair responds	no	yes
Point of information	no	no	no	chair responds or requests response	no	yes
Request for permission to withdraw or modify a motion	yes*	no	no	majority	*	no
Request to read papers	yes*	no	no	majority	yes	no
Request for any other privilege	yes*	no	no	majority	yes	no

*Consult the current edition of Robert's Rules of Order Newly Revised for the specific rule that applies.

BRING BACK MOTIONS

Motions that bring a question again before the assembly are listed below in the order in which they appear in *Robert's Rules of Order Newly Revised*. They do not have rank but may be offered and considered when no other motion is pending.

- **Take from the table:** A motion to resume consideration of a main motion that was laid on the table during that meeting or the previous meeting.
- **Rescind (repeal or annul):** A motion to repeal a previously adopted motion entirely.
- **Amend something previously adopted:** A motion to modify a previously adopted motion.
- **Discharge a committee:** A motion to take a referred question out of a committee's hands so that the assembly can consider it. A **standing committee** (one that has continuing existence) may be discharged from consideration of the question. If a question was referred to a **special committee** (one that ceases to exist after the completion of the task), the committee itself may be discharged.
- **Reconsider:** A motion to reconsider a previously decided motion.
 - A motion to reconsider is subject to certain **time limitations**. During a **meeting**, a member may make a motion to reconsider a previously decided subject, but the motion to reconsider must occur on the same day as the decision. During a **session**, the motion to reconsider must be made on the same (or following) day of that session.
 - The member offering the motion must have voted on the prevailing side (i.e., voted yes if it was adopted or no if it was defeated).
 - Making a motion to reconsider takes precedence over all other motions. However, the assembly may take up or consider the motion only when the original motion could be considered (according to the order of business).

BRING BACK MOTIONS

Motion	Is a second required?	Is it amendable?	Is it debatable?	What vote is required?	Can it be reconsidered?	May it interrupt?
Take from the table	yes	no	no	majority	no	no
Rescind (repeal or annul)	yes	yes	yes	majority with previous notice; two-thirds; or majority of entire membership	*	no
Amend something previously adopted	yes	yes	yes	majority with previous notice; two-thirds; or majority of entire membership	*	no
Reconsider	yes	no	*	majority	no	*

*Consult the current edition of Robert's Rules of Order Newly Revised for the specific rule that applies.

OTHER PARLIAMENTARY TERMS REGARDING MOTIONS

- **Renewal:** If an assembly does not adopt a motion, any member may introduce the motion at subsequent meetings, provided there is either a significant change in the motion's wording or a difference in time or circumstances.
- **Dilatory:** If a motion is absurd or unnecessarily delays (or thwarts) the will of an assembly, a chair can rule it dilatory.
- **Improper:** If a motion conflicts with the rules of the assembly, it is out of order. If the assembly considers and adopts such a motion, the motion is null and void.

HANDLING A MOTION

To offer a motion, a member must first seek recognition and be assigned the floor by the chair (presiding officer). To claim the floor (obtain the right to speak), a member rises at his place (or goes to a microphone in a larger meeting) and addresses the chair by title, "Mr. or Madam President." The chair recognizes the member, usually by announcing the member's name or title. The member then has the floor and can make a motion or speak in debate, as appropriate. There are six steps in handling a motion: The first three steps bring the motion before the assembly; the last three involve the consideration of the question.

- The member says, "I move that . . .," "I move to . . .," or "Resolved, That . . ." and then is seated.
- 2. **Another member seconds the motion.**
 - This member says, "Second," "I second the motion," "I second it," or "Support."
 - A member neither has to be recognized nor has to be in agreement with a motion to second it. He or she merely *agrees* that the motion should come before the assembly.
 - If no member seconds the motion, the chair may ask, "Is there a second?"
 - If no member offers a second, the chair says, "There is no second, and the motion will not be considered." If for some reason an assembly omits this step and is already debating the issue, beginning the vote, or has completed the vote, it is too late to raise a point of order. The fact that there was not a second is immaterial and does not affect the vote's outcome.
- 3. **The chair states the question.**
 - When the chair says, "It is moved and seconded . . ." [repeats the motion], "the motion is officially placed before the assembly. At any time prior to this step, the member who made the motion may withdraw or modify it. But after the chair states the question, the motion belongs to the assembly, and the maker may withdraw or modify it only with the assembly's approval."
 - The chair may also request that a motion be submitted in writing, in order to:
 - Perfect the motion's content and grammar
 - Provide the chair with the motion's exact wording so that it may be stated correctly
 - Provide the secretary with the motion's correct verbiage for inclusion in the minutes
- 4. **Members debate the motion.**
 - The chair initiates debate by asking, "Are you ready for the question?" or "Is there any discussion?"
 - The maker of the motion is entitled to speak first if he or she seeks the floor. Members may speak twice to a question, for no more than ten minutes each time. No member may speak a second time until all have had an opportunity to make a first speech.
 - The assembly must confine all debate to the merits of the pending question.
- 5. **The chair puts the question to a vote.** (For details about voting methods, see other side)
 - The chair repeats the motion so that members know the question they are being asked to decide: "The question is on adoption of the motion (or resolution) . . ."
 - If the chair does not repeat the motion exactly as it was made, a member may raise a point of order. Otherwise, the verbiage used by the chair in putting the question to a vote is the same as will appear in the minutes of the meeting.
- **Methods for taking a vote:**
 - **Voice (viva voce):** The usual method for a vote requiring a majority for approval
 - **Show of hands:** An alternative to viva voce, often used in small boards or committees
 - **Rising:** The usual method for a vote requiring two-thirds for approval

PROPER WORDING FOR TAKING A VOTE

Type of vote	Wording
Voice (viva voce)	"Those in favor of the motion, say <i>aye</i> ." [pause for response] "Those opposed, say <i>no</i> ." [pause for response]
Show of hands	"Those in favor of the motion will raise the right hand." [pause for response] "Lower hands." [or nod, "Thank you."] "Those opposed will raise the right hand." [pause for response] "Lower hands." [or nod, "Thank you."]
Rising	"Those in favor of the motion will rise [or stand]." [pause for response] "Be seated." "Those opposed will rise [or stand]." [pause for response] "Be seated."

- **Note:** The assembly always takes the negative vote, even if it appears that all members have voted in favor of the proposal. The only exceptions to this rule are complimentary or courtesy resolutions (unless any member objects, in which case the "no" vote is taken).

- 6. **The chair makes a complete announcement of the result of the vote.**
 - The chair states which side has the most votes and whether the motion is adopted or lost:

PROPER WORDING FOR ANNOUNCING THE OUTCOME OF A VOTE

Type of vote	Wording to announce a "yes" vote	Wording to announce a "no" vote
Voice (viva voce)	"The ayes have it, and the motion is adopted."	"The nays have it, and the motion is lost."
Show of hands	"The affirmative has it, and the motion is adopted."	"The negative has it, and the motion is lost."
Rising	"There are two-thirds in the affirmative, and the motion is adopted."	"There are less than two-thirds in the affirmative, and the motion is lost."
Counted*	"There are [x] in the affirmative and [y] in the negative. The affirmative has it, and the motion is adopted."	"There are [x] in the affirmative and [y] in the negative. The negative has it, and the motion is lost."

*If determined necessary by the chair or ordered by the assembly.

- After declaring the outcome, the chair makes a statement indicating the effect of the vote.
- If appropriate, the chair announces the next item of business.

RULES AND DECORUM IN DEBATE

Providing that no modifications have been made to the rules of debate listed in *Robert's Rules of Order Newly Revised*, each member is entitled to speak **twice** in debate, for no more than **ten minutes** at a time.

- A member must **seek the floor** and be **recognized by the chair** in order to speak.
- The member that makes the motion is **entitled to speak first**.
- No member is entitled to speak a **second time** until all other members who wish to speak for the first time have the opportunity to do so.
- A member may **not transfer his or her rights** during a debate.
- A member may **not yield** to another member. The chair assigns who will speak next.
- If a speaker yields for a question, the **time is charged** to the speaker.
- Members must confine remarks to the **merits of the pending question**.
- A member's **motives** must not be attacked.
- A member may **not speak against his/her own motion**, though he/she may vote against it.
- All remarks must be addressed to or **through the chair**.
- Members may **not speak directly to one another**.
- The chair should **alternate debate** between the affirmative and negative positions.
- **Only the assembly** may grant permission to read from **books, reports, etc.**
- A member interrupted by the chair **must be seated**.
- The chair may **not participate in debate** without relinquishing the chair.
- No member may **comment adversely** on any prior act of the assembly.
- The chair may **close debate** only with the consent of the assembly, which requires a **two-thirds vote**.

DETERMINING VOTING RESULTS

The basic requirement for approval of an action in a deliberative assembly is a **majority vote**, or more than half the votes cast. Unless a specific requirement arises, the vote is always a majority of those "present and voting." Other voting requirements may be:

- **Two-thirds vote:** At least twice as many in favor as opposed.
- **Majority of the entire membership:** More than half of all the members (not just those present at the meeting). This requirement is sometimes an alternative to a two-thirds vote.
- **Unanimous consent (general consent):** Agreement by the members present without taking a vote. The chair asks, "Is there any objection?" If there is no objection, the motion passes by unanimous consent. Unanimous consent may be used for a majority or two-thirds voting requirement.
- **Three-fourths vote or 90 percent vote:** An unusually high percentage of the vote required for approval. These types of votes are often reserved for special items of business in accordance with the bylaws.
- **Plurality vote:** Merely the largest number of votes received, not necessarily a majority. Used when members have at least three choices of candidates or proposals.
- **Tie vote:** A lost vote, since neither the affirmative nor the negative received a majority.

MAKING NOMINATIONS

According to *Robert's Rules of Order Newly Revised*, a **nomination** is a proposal "that ____ be elected." There are a variety of methods for making nominations for elected offices; an organization's preferred method should be listed in the organization's bylaws.

- **Note:** A second is *not* required for a nomination.
- **Methods for making nominations:**
 - **By the chair:** The chair makes the nomination. This method is usually reserved for naming members of committees.
 - **From the floor (open nominations):** Any member present at the meeting proposes the name of a candidate for nomination.
 - **By a committee:** A nominating committee proposes candidates for election. Such a nominating committee must be established in the organization's bylaws.
 - **By ballot:** An alternative to nominating from the floor; all members present at a meeting may propose candidates by writing their names on ballots. All members who are nominated in this manner appear on the election ballot.
 - **By mail:** Members nominate candidates for office by mail rather than in person. This method allows all the organization's members to have the ability to nominate, regardless of their presence or absence at meetings. The nominating ballot may be secret or signed in accordance with requirements of the organization's bylaws.

- **By petition:** Members nominate candidates for office by a nominating petition. This method requires a certain number of signatures on a petition for the candidate to receive a nomination.

METHODS OF VOTING

A deliberative assembly has the option of using a variety of **voting methods**. All members have the right but not the obligation to vote.

- **Note:** Members may change their votes until the point when the chair declares the result. After that, members may change their votes only with permission of the assembly.
- **Methods of voting:**
 - **Voice (viva voce):** The default method for taking a vote in a meeting.
 - **Show of hands:** An alternative to voting by voice.
 - **Rising:** The usual method for taking a vote requiring two-thirds for passage or for verifying a close vote by voice.
 - **Counted rising vote:** The usual method for verifying a close two-thirds vote.
 - **Voting cards:** An alternative to voting by voice or rising. Only voting members receive a brightly colored voting card, which they raise at the direction of the chair.
 - **Roll call vote:** An effective way to place on the record how each member or delegation votes (especially for representative bodies, such as local government boards, which are responsible to a constituency). A roll (a list of the members' names) is called one by one, and the response may be "yes," "no," "present" (abstain), or "pass" (delay voting until all others have had the opportunity to vote).
 - **Ballot:** A method in which each member marks his or her choice on a slip of paper. When voting by this method, tellers who report to the assembly count the ballots and report to the chair, who announces the result of the vote. The tellers' report should include the following information:
 - Number of votes cast
 - Number of votes necessary for election
 - Number of votes each candidate or proposal received
 - Number of illegal votes (e.g., votes cast for ineligible persons, instances of more votes cast than the number to be elected, two or more ballots folded together, etc.)
 - **Machine or electronic voting:** An alternative to paper ballots in large organizations.
 - **Alternative methods of voting:** An organization must outline in its bylaws specifically how to vote outside of a meeting. For example, voting by postal mail, electronic mail, facsimile (fax) transmission, or proxy voting.

OFFICERS

An **officer** is a member elected or appointed to a leadership position in an organization.

BASICS

The minimum essential officers for business to occur in an organization are a **presiding officer** and a **secretary**.

- In practice, however, organizations usually have at least four officers: **president, vice president, secretary, and treasurer** (and perhaps others).
- In its bylaws, an organization should specify:
 - Required number of officers
 - Method of nominating and electing (or appointing) officers
 - Necessary qualifications for members who want to become officers
 - Each officer's term of office

PRESIDENT / PRESIDING OFFICER

The **president** is the usual title for the **presiding officer** or **chairman**. The term "the chair" is used to refer to the person who is actually presiding at a given moment.

- **Duties of the presiding officer:**
 - **Call the meeting to order** at the appointed time after determining a **quorum** is present.
 - Announce the **items of business** before the meeting in the proper order.
 - Recognize **members** entitled to the floor.
 - State and put to vote all **questions** that legitimately come before the assembly.
 - Protect the assembly from **frivolous or dilatory motions**.
 - Enforce the **rules of debate** and those involving order and decorum.
 - **Expedite business** while recognizing the rights of members (e.g., by using unanimous consent on noncontroversial motions).
 - Decide all **questions of order**.
 - Respond to **inquiries** relating to parliamentary procedure or factual information.
 - **Authenticate** all acts, orders, and proceedings of the assembly by signature.
 - Declare the meeting **adjourned**.
- **Procedures:**
 - The presiding officer should be **seated** (or step back from the lectern) while a member is speaking.
 - The presiding officer should **stand** when:
 - Calling the meeting to order
 - Announcing items of business
 - Assigning the floor
 - Stating a motion
 - Announcing the result of a vote
 - Responding to questions
 - Explaining a ruling resulting from a point of order
 - Speaking regarding a ruling made as a result of a point of order or an appeal
 - Declaring the meeting adjourned
- **Debate and vote:**
 - If a motion is **specific to the presiding officer**, he or she should turn the chair over to the vice president or appropriate temporary chairman and resume the chair when the matter has been decided.
 - If the presiding officer wishes to participate in debate, he or she must **vacate the chair** and yield it to the vice president or temporary chairman until the matter has been decided.
 - The presiding officer **does not vote** unless the vote is by ballot; he or she may, however, vote to affect the result (e.g., to make or break a tie vote).
 - If any two members **appeal a decision of the chair**, the presiding officer **does not vacate** the chair; rather, he or she has the right to be the first speaker and provide reasons for making the decision. Each member has an opportunity to speak once, and then the presiding officer may speak one last time. A **tie vote** sustains the decision of the chair.

VICE PRESIDENT

The **vice president** is the officer who assumes the chair if the president is absent or vacates the chair. The vice president's specific duties usually are prescribed in the organization's bylaws.

- When the president has the power to appoint all **committees**, the vice president does *not* have this power while presiding.
- Members should address the vice president as "**Mr. or Madam President**" whenever he or she is presiding.

SECRETARY

The **secretary** is the recording officer of the assembly and custodian of its records.

- **Duties of the secretary:**
 - Conducting the organization's **official correspondence** and sending out a notice of meetings, known as the **call** of the meeting.
 - Notifying officers, committees, and delegates of their election or appointment.
 - Preparing an **agenda (or order of business)** at the president's request.
 - Having the organization's **documents** at each meeting. These include the minutes book, bylaws, rules, list of members and committee members, agenda, ballot paper, and any other necessary supplies.
 - Calling the meeting to order and immediately conducting an election for a **chairman pro tem** (short for the Latin *pro tempore*, meaning "for the time being") should the president and vice president be absent.
 - Keeping a careful and authentic record of the proceedings of all business meetings. This record is known as the **minutes**. (For more information on the content of minutes, see Minutes and Standard Order of Business, next page.)
 - **Reading the minutes** for approval by the assembly.
 - Providing a copy of the minutes to the president as soon as possible after the meeting.
 - Allowing members to examine the minutes and records upon request.
 - Maintaining the official **roll of members** and calling the roll when requested.
 - **Signing**, along with the president, all official acts, orders, and proceedings of the organization.
 - **Updating the bylaws** and other formal rules of the organization in accordance with amendments recorded in the minutes.
 - Furnishing delegates with proper **credentials**.
 - Being the **custodian of all important papers**, such as committee reports, belonging to the organization.

TREASURER

The **treasurer** is the custodian of the organization's funds. This officer's duties vary from organization to organization and depend largely on whether the organization employs an administrative staff.

- **Duties of the treasurer:**
 - **Collecting and depositing funds** of the organization.
 - **Disbursing funds** only with the authority of the assembly.
 - Obtaining signatures of the required officers on all checks.
 - Providing a **receipt** for any cash or checks received.
 - Maintaining **accounts** as established by the organization.
 - Reconciling all **bank statements**
 - Preparing a written **treasurer's report** for each meeting. The report should include:
 - Balance on hand at the beginning of the period
 - Receipts
 - Disbursements
 - Balance on hand at the end of the period
- An organization should never adopt a treasurer's report; the report should be placed on file awaiting audit. An organization should then adopt the auditor's report.

MINUTES

The secretary keeps an official, legal record of meetings called the **minutes**. This record should reflect what members *did* during the meeting, not what they *said*.

CONTENT OF MINUTES

Though the **content of minutes** may vary from organization to organization, at minimum it should contain the following:

- **First paragraph:**
 - **Type of meeting** (regular, special, adjourned regular, or adjourned special)
 - **Name of the organization**
 - **Date and time** of the meeting and the place (if it is not always the same)
 - **Notation of the regular presiding officer's and secretary's presence** or that of their substitutes
 - **Action taken on the minutes of the previous meeting(s)**, i.e., whether they were approved **as read** or **as corrected**. (Note: A previous meeting's minutes should never be approved at a special meeting.)
- **Body** (separate paragraph for each of the following):
 - All **main motions** or motions to bring a question again before the assembly.
 - Name of the **maker of each motion** (but not of the seconder).
 - **Final wording of each motion** (including any amendments) and whether each motion was adopted, lost, or temporarily disposed of (e.g., postponed or referred to a committee). Generally, motions that are **withdrawn** should not be included in the minutes.
 - All **notices of motions**.
 - All **points of order and appeals**, whether sustained or lost, along with the chair's reasons for the ruling.
- **Last paragraph:**
 - Notes the **hour of adjournment**.
 - Closes with the **signature and title** of the person writing them. In some organizations, the **president** also signs the minutes.
 - Inclusion of the words "respectfully submitted" is an older practice generally no longer used.

READING AND APPROVAL OF MINUTES

At the beginning of the next regular meeting, the secretary **reads** the previous meeting's minutes, and the assembly **approves** them. The assembly normally makes **corrections** to the minutes and approves them by unanimous consent.

- The assembly may **dispense with the reading of the minutes** by a majority vote; in other words, the assembly will not consider the minutes at the regular time.
- If members receive a draft of the minutes in advance of a meeting, the secretary does not need to read them aloud.
- When an assembly approves the minutes, the secretary should write the word "**Approved**" with his or her initials and the date at the bottom.
- After adoption, an assembly may **amend the minutes** upon the discovery of an error or omission. Such an amendment requires a two-thirds vote, a majority vote with previous notice, or a majority vote of the entire membership, whichever is easiest to obtain.

STANDARD ORDER OF BUSINESS

The secretary or recording officer should prepare an **agenda**, or order of business, for each meeting. The agenda should be made available at least to the presiding officer and secretary.

OPENING CEREMONIES

- The presiding officer may rap the gavel once and announce, "The meeting will come to order."
- The chair is responsible for determining the presence of a **quorum**. In the absence of a quorum, the assembly may take only the following actions:

COMMITTEES

A **committee** is not a deliberative assembly; rather, it is one or more persons elected or appointed by an organization to consider, study, investigate, or take action on assigned matters. During a committee's deliberations in meetings, only committee members and invited guests may be present. The rules generally do not allow members to make motions to limit debate.

COMMITTEE PROCEDURES

- **Standing committees**, established in the bylaws, have a continuous existence. These committees either have their duties assigned to them by the assembly or find them listed in the bylaws.
- **Special (ad hoc or select) committees** are established as the need arises and cease to exist either on completion of their assigned task or after making their final report.
- **Committee of the whole** is a device in which the full assembly acts as a committee to consider a motion. The rules of debate are relaxed, and members may speak in debate as often as they are able to obtain the floor. This device is usually used for large assemblies (100+ members).
 - The presiding officer appoints a **chairman** to preside over the committee. The presiding officer leaves the chair so as to preside more effectively during the assembly's final consideration.
 - The secretary does **not** record the proceedings of the committee in the minutes but **does** include the committee's report.
 - The following are two **alternate forms** of committee of the whole:
 - A **quasi committee of the whole** is suited for medium-sized assemblies of about 50–100 members. Although the rules of debate are relaxed just as in a committee of the whole, the presiding officer remains in the chair. Again, the secretary does not record the proceedings in the minutes but does include the committee's report.
 - **Informal consideration**, best suited for small groups, simply removes the normal limitations on speaking in debate. The presiding officer remains in the chair, and the secretary includes in the minutes the results of any votes taken during informal consideration.

METHODS OF APPOINTING COMMITTEES

If the assembly has not dictated how to **appoint committees** in its bylaws or rules of order, the assembly may decide on the method by unanimous consent or a majority vote. The power to appoint a committee includes the power to fill any **vacancies**. Committees may be appointed in the following ways:

- **Election by ballot:** Members make nominations using any method of nomination (see Making Nominations, *previous page*), and a majority vote elects.
- **Nominations from the floor (open nominations) with *vivo voce* election:** If the assembly nominates the **same** number of members as positions to be filled, the chair declares that these nominees become the committee. On the other hand, if members propose **more** nominations than positions to be filled, the assembly votes on the candidates in the order of their nomination.

- Fix the time to which to adjourn (i.e., set an adjourned meeting for any time prior to the next regularly scheduled meeting)
- Adjourn
- Recess, making the assumption that a quorum will eventually be present
- Take measures to secure a quorum, which may include phoning absent members and/or transporting them to the meeting
- An organization may offer an **invocation** or **prayer**. If so, this should be first.
- The playing and/or singing of the **Notional Anthem** precedes the **Pledge of Allegiance**.
- A member may read an **inspirational** or **motivational message** after the patriotic ceremonies.
- Members may observe rituals, such as reciting an organizational pledge or recounting the object or ideals of the organization.
- Members may adopt the agenda if the organization has not established a special order of business or the organization is not following a standard agenda outlined in *Robert's Rules of Order Newly Revised*.

COMPONENTS OF THE STANDARD ORDER OF BUSINESS

The six components to the standard order of business follow the mnemonic device **MRS. SUN**.

- **Minutes**
 - The minutes, or record of the proceedings, are read and approved in chronological order.
 - The chair asks, "Are there any corrections to the minutes?"
 - Typically, the assembly adopts both the corrections to the minutes and the minutes themselves by unanimous consent.
- **Reports of officers, boards, and standing committees**
 - Officers report in the order listed in the bylaws.
 - The secretary presents the board of directors' report (if there is a board and/or report).
 - Standing committees report in the order listed in the bylaws.
- **Special committee reports:** Given in the order in which the committees were established.
- **Special orders:** Items that the bylaws require the assembly to handle at a particular meeting, such as the election of officers.
 - At a specific time, the assembly may interrupt business to consider any item postponed by a two-thirds vote and made a special order (from the same or a previous meeting).
- **Unfinished business and general orders**
 - Unfinished business includes any items on the agenda not completed at the last meeting (the term "old business" is not used).
 - General orders include any items postponed from the last meeting by a majority vote.
- **New business:** May be introduced when no other question is pending.

CLOSING ACTIVITIES

- Under the **Good of the Order** (or general welfare of the society) heading, members may obtain the floor and provide informal observations about the organization's work, reputation, membership, or another similar issue.
- The chair or other members may make **announcements**.
- The **program** is presented before the meeting adjourns. This might include a talk, film, guest speaker, or other program of a cultural, educational, or civic nature. However, the assembly should never **turn over** a meeting to another member or guest speaker. Instead, a member of the assembly should either **introduce** a guest speaker (if the assembly does not yet know the speaker) or **present** a speaker (if members already know the speaker).
- The meeting is **adjourned** either by motion and vote, or, if business has been concluded, the chair may ask the assembly if there is any further business. If members do not have any further business, the presiding officer may declare the meeting adjourned without a motion or vote.

TAKING UP BUSINESS OUT OF ITS PROPER ORDER

The assembly may take up any item of business out of its proper order by adopting a motion to suspend the rules by a two-thirds vote.

- **Nominations by the chair with a confirmation vote by the assembly:** The assembly may wish not only to take advantage of the chair's knowledge and judgment but also to retain the power to veto nominations. The chair names the candidates and then asks, "Shall these persons constitute the committee?" Any member may move to strike out the name of a proposed member. If the assembly approves striking a name by majority vote, the chair proposes an alternate name.
- **Appointment by the chair:** The assembly does **not** vote on appointees unless they include nonmembers.
 - **Appointment of the committee chairman by the chair:** If the chair or presiding officer of the assembly has the power to appoint a committee, the first person he or she names to the committee is the chairman. The first-named appointee serves as the chairman unless it is specifically stated that the **committee** will elect its own chairman.
 - **Appointment of the committee chairman by the assembly or executive board:** If an assembly or executive board (i.e., not the chair) adopts a motion to name a committee, the body has the power to name a chairman. However, if an assembly does **not** designate a chairman when appointing a committee, the committee **members** have the right to elect a chairman.
- **Appointment by adoption of a motion naming members of the committee:** An assembly may use this method to appoint special committees.

COMMITTEE REPORTS

A **report** is an authorized statement formally adopted by and submitted in the name of the committee. The report makes the assembly aware of **actions** the committee takes or recommends, or **information** the committee obtains.

- Committees should submit reports in **writing**, worded in the **third person**.
 - A **standing committee** should word reports as follows:
The committee on [x] submits the following report"
 - A **special committee** should report as follows:
The committee appointed to [x] submits the following report" or
The committee to which was referred [x] reports (or recommends) that"
- A committee's report may also contain a **resolution**.
 - The committee chairman or reporting member introduces the resolution by saying, "By direction of the committee, I move adoption of the following resolution"
 - A second is **not** required for a recommendation of a committee, since the recommendation was effectively seconded in committee.

BOARDS

A **board** is a form of deliberative assembly that has no minimum size (but is usually smaller than an organization's assembly). A board is always subordinate to the organization itself; that is, it receives its power to operate from the organization.

COMPOSITION AND OFFICERS

In accordance with the bylaws, a board may consist of officers, chairmen, and other members and may be called an **executive board**, **board of directors**, **board of trustees**, or **board of governors**.

- Ex-officio members:** Often, a board includes members who serve *ex officio*, or "by virtue of their office." An *ex-officio* member who is under the authority of the organization has the same privileges as any other board member. *Ex-officio* members who are not under the authority of the organization have the privilege to make motions, speak in debate, and vote but do not have the *obligation* to participate. In other words, the board does not count an *ex-officio* member in determining the presence of a quorum.
- Officers of an organization's board are usually the same as those serving in the organization. A board has only those powers assigned it in the organization's bylaws and conducts its business just like any other deliberative assembly. A board usually reports to the membership; an **executive committee**, composed of the elected officers, reports to the board.

PROCEDURE IN SMALL BOARDS

Small boards (not more than about a dozen members present) conduct business like a committee. Generally, the following rules govern meetings of small boards (although a board may decide to deviate from these rules by the adoption of special rules of order):

- Members may make motions or speak in debate while seated; they do not need to obtain the floor to do so.
- Motions do not require a second.
- There is no limitation on the number of times a member may speak to a question.
- Generally, members may not make motions to limit or close debate.
- Members may discuss a subject informally while no motion is pending.
- If a proposal is clear to all present, a vote may be taken without having to introduce a motion formally.
- The chairman may sit while putting questions to a vote.
- The chairman may make motions, speak in debate, and (usually) vote on all questions.

MASS MEETINGS

A **mass meeting** is a meeting of an unorganized group. It is open to anyone interested in the meeting's stated purpose or problem.

ORGANIZATION OF A MASS MEETING

- The **call**, or announcement of the meeting, should specify the date, hour, and place of the meeting; its purpose; and who is invited to attend.
- Before the meeting, the sponsors should agree on:
 - Who will call the meeting to order
 - Whom they prefer as a chairman
 - Who will be nominated for secretary
 - What rules, if any, will be proposed for adoption
 - Who will make the initial talk explaining the purpose of the meeting.
- The "members" of a mass meeting consist of all persons invited who attend.
- Members take a **voice vote** to elect a chairman and secretary. The secretary then reads the purpose contained in the call of the meeting.
- A member (the sponsor or a member designated by the sponsors) offers a **resolution** or a series of resolutions to accomplish the purpose.
- A motion to **adjourn** is *not* in order while business is pending, unless a time for an adjourned meeting has been established.

ORGANIZATION OF A PERMANENT SOCIETY

Although the organizers of a **permanent society** work in a manner similar to the sponsors of a mass meeting, the society's *membership* should be limited to people who take an interest in the subject of the society. For this reason, *Robert's Rules of Order Newly Revised* suggests that meetings of permanent societies not be publicly announced.

- First organizational meetings include:**
 - Election of temporary officers and introductory talks
 - Adoption of a resolution to form a permanent society
 - Selection of bylaws by committee members
 - Establishment of an adjourned meeting
- Second organizational meetings include:**
 - Reading and approval of minutes
 - Consideration and adoption (by majority vote) of proposed bylaws
 - Recess to enroll (charter) members
 - Reading of the roll and election of permanent officers
 - Any other essential business

CONVENTIONS

A **convention** is an assembly of delegates chosen to represent constituent subdivisions for one session. Conventions vary in size and duration, often occurring at specific yearly intervals as the bylaws dictate.

FORMAL ORGANIZATION OF A CONVENTION

Before a convention can start business, three committee reports must be considered and adopted in the following order:

- Credentials committee:** Adoption of this report by majority vote establishes the convention body. Additional reports may be given at the beginning of each business meeting or before crucial items of business (e.g., election of officers). A majority vote also adopts these supplementary reports.
- Committee on standing rules:** The convention program usually includes proposals for rules, including parliamentary rules (e.g., a limitation on the length of speeches) and administrative rules (e.g., a requirement that convention participants wear badges at all times). A two-thirds vote is required to adopt convention standing rules.
 - If a member requests that a particular rule be voted on separately, members must first vote on the body of rules; then they may consider the rule in question.
 - Parliamentary rules require a two-thirds vote for adoption; administrative rules require a majority vote for adoption.
- Program committee:** The convention program (which the assembly adopts by majority vote) outlines the order of business and additional activities during the convention. It might also contain:
 - Opening/closing hours of each day's business meeting
 - Reports
 - Time for nomination and election of officers
 - Report of the convention resolutions committee
 - Times for educational workshops, meals, or social events

RESOLUTIONS COMMITTEE

Some conventions may also have a **resolutions committee**, whose purpose is to screen all original main motions. This committee receives its power from the convention.

- The committee may only have the authority to put resolutions in **proper form and logical sequence**. Alternatively, it may have the authority to alter the substance of resolutions.
- The committee usually reports all resolutions referred to it and recommends each for adoption, rejection, or amendment. Alternatively, it may make no recommendation at all.
- Sometimes the committee is given the power *not* to report a resolution, thus withholding the resolution from the convention's consideration. If so, the convention should always retain the power to override the committee's determination.

ADDITIONAL PROCEDURES

AMENDING BYLAWS

Often, an organization may **amend its bylaws** only at an annual meeting or a convention.

PROCEDURE

A **motion to amend the bylaws** is classified as a motion to amend something previously adopted. Normally, amendments to the bylaws require **previous notice** and a **two-thirds vote**.

- An organization may allow primary and secondary amendments as long as they do not exceed the scope of change contained in the previous notice.
- An affirmative vote cannot be reconsidered. An amendment to a bylaw takes immediate effect.

COMPLETE REVISION OF BYLAWS

If the assembly proposes extensive changes scattered throughout the bylaws, it may consider a **complete revision** of them. A revision opens the entire document to amendment, so the assembly may make an unlimited number of changes. The current version of the bylaws is *not* pending; if a member wishes to retain an original section, he or she must make a separate motion to amend the revision.

PROVISOS

An assembly may add (to the motion to adopt the amendment) a provision defining when the amendment to a bylaw takes effect. Alternately, a proviso in the form of an incidental motion may be adopted prior to consideration of the proposed bylaw amendment.

DISCIPLINARY PROCEEDINGS

Although many organizations have a **formal code of ethics**, even those without a code can expect their members to behave properly. Formal disciplinary action should be reserved for serious situations, which may occur either during or outside of meetings.

OFFENSES DURING MEETINGS

An organization has the right to determine who may be present at meetings and may also expect a reasonable level of control during meetings. All members present have the duty to obey the legitimate orders of the presiding officer, and the

assembly has the right to go into executive session (excluding nonmembers from the meeting).

- If a member commits only a **slight breach of order** (e.g., speaking directly to another member during debate), the chair may simply rap the gavel, point out the fault, and advise the member to avoid the breach in the future.
- If a member commits a **more serious offense** (e.g., repeatedly questioning the motives of other members), the chair should first warn the member. The chair or any other member may also **call the member to order** by raising a point of order.
- If the member has been warned repeatedly by the presiding officer yet persists in the offense, the chair may **name the offender**, which amounts to preferring charges on the offender. This should be used only as a last resort.
- If the member obeys, the matter may be dropped. If the member persists, the chair may ask, "What penalty shall be imposed on the member?" As a penalty, the assembly may:
 - Require an apology
 - Censure the member
 - Require that the member leave the meeting room
 - Suspend membership
 - Expel the member from the organization

OFFENSES OUTSIDE OF MEETINGS

The bylaws may include a provision outlining the penalty for certain behavior **outside of meetings** (e.g., harming the good name of the organization, hampering its work, and so on).

- Disciplinary trial:** The organization has the right to investigate the character of its members. Any accused member has the right to a fair trial; if the bylaws do not include procedures for holding a disciplinary trial, the assembly should consult the current edition of *Robert's Rules of Order Newly Revised*.
- Removal from office:** Any elected officer may be removed from office for misconduct or neglect of duty.
 - If the bylaws provide that officers serve "for [x] years or until their successors are elected," the assembly may rescind the election and elect a successor for the remainder of the term. The vote required would be the same as to rescind.
 - If the bylaws provide that officers serve only a fixed term or that they serve "for [x] years and until their successors are elected," the officer can be removed only as a result of a disciplinary trial.

GLOSSARY OF TERMS

- Ad hoc:** Latin for "for this [purpose] alone"
- Address the chair:** To use the appropriate title of the presiding officer when seeking recognition
- Adjourn sine die:** An adjournment without provision for another meeting; used at the close of a convention
- Adopt:** To accept or approve a motion
- Agenda:** The established order of items of business
- Aye/yea/yes:** An affirmative vote
- Censure:** An admonition or reprimand
- Chair:** The presiding officer of an assembly
- Debate:** A discussion of the pros and cons of a motion
- Decorum:** Proper behavior
- Entertain a motion:** For the chair to request a formal motion to take a specific action
- Ex officio:** Latin for "by virtue of office"
- Germane:** Relevant (used regarding amendments or debate)
- In order:** Correct in accordance with the rules of the assembly
- Lost:** Rejected by a vote of the assembly
- Nay/no:** A negative vote
- Null and void:** Lacking legal force or effect
- Obtain the floor:** To secure recognition in order to make a motion or speak in debate
- Out of order:** In violation of the rules of the organization
- Parliamentary authority:** The book of rules adopted by an assembly to govern its parliamentary procedure
- Pending motion:** The motion under consideration
- Precedence:** Priority or rank of motions
- Prevailing side:** The side that received the greatest number of votes, either affirmative or negative
- Pro tempore:** Latin for "temporarily," "for the time being"
- Proxy:** Written authorization to vote on another member's behalf
- Question:** The immediately pending motion
- Recommit:** To refer a subject or motion again to the same or a different committee
- Ruling:** A decision made by the chair
- Stand at ease:** To take a brief pause in the meeting (shorter than a recess; members do not leave the room)
- Vote by acclamation:** Approval of a candidate by unanimous consent of the assembly