

**POLICY TITLE: Rules of Order for Board and Committee Meetings  
(Policy based on Rosenberg's Rules of Order)**

**POLICY NUMBER: 5070**

5070.1 This policy 5070 and Rosenberg's Rules of Order are supported by the following four principles:

5070.1.1 **Rules should establish order.**

5070.1.2 **Rules should be clear.**

5070.1.3 **Rules should be user friendly.**

5070.1.4 **Rules should enforce the will of the majority while protecting the rights of the minority.**

5070.2 The President is in charge of applying the rules of conduct. The President should be well versed in the rules, because the President, for all intents and purposes, makes the final ruling on the rules. All decisions are final unless overruled by the Board of Directors (Board) itself.

5070.2.1 Because the President conducts the meeting, it is common courtesy for the President to take a less active role than other members of the Board in debates and discussions. However, as a member of the Board, the President has full rights to participate in debates, discussions and decision making. The President should strive to be the last to speak at the discussion and debate stage.

5070.2.2 The President should not make or second a motion unless he or she is convinced that no other member of the Board will do so.

5070.3 **Basic Format for Agenda Item Discussion:** The meeting is governed by the agenda and the agenda constitutes the Board's agreed upon road map for the meeting. Each agenda item can be handled by the President in the following basic format:

5070.3.1 The President should clearly announce the agenda item number and should clearly state what the subject is. The President should also announce the format that will be followed.

5070.3.2 Following the agenda format, the President should invite the appropriate people to report on the item, including any recommendation they might have. The appropriate person may be the President, a member of the Board, a staff person or a committee chair charged with providing information about the agenda item.

5070.3.3 The President should ask members of the Board if they have any technical questions for clarification. (*The President should rotate the invitation for Board member questions and comments so that each has an opportunity to address the issue in an organized fashion*). At this point, members of the Board may ask clarifying questions to the people who reported on the item, and they should be given time to respond. (*A time limit for questions and*

*responses should be indicated by the President, example would be 3 minutes).*

5070.3.4 The President should invite public comments. Each speaker shall be limited to 3 minutes on the agenda item, unless the President determines otherwise. At the conclusion of the public comments, the President should announce that public input has concluded, or if the agenda item is a public hearing, should call for a motion and a second to close the public hearing.

5070.3.5 If the agenda item calls for action on the item, the President should invite a motion from the Board members. The President should announce the name of the member who makes the motion.

5070.3.6 If a motion is made, the President then should determine if any member of the Board wishes to second the motion. The President should announce the name of the Board member who seconds the motion. It is normally good practice for a motion to require a second before proceeding with it, to ensure that it is not just one member of the Board who is interested in a particular approach. However, a second is not an absolute requirement, and the President can proceed with consideration and a vote on the motion even when there is no second. This is a matter left to the discretion of the President.

5070.3.7 When the motion is made and seconded, the President should make sure everyone understands the motion. This is done in one of three ways:

5070.3.7.1 The President can ask the maker of the motion to repeat it;

5070.3.7.2 The President can repeat the motion;

5070.3.7.3 The President can ask the Clerk of the Board to repeat the motion.

5070.3.8 The President should now invite discussion of the motion by the members of the Board. If there is no desired discussion or the discussion has ended, the President should announce that the Board will vote on the motion. If there has been no discussion or a very brief discussion, the vote should proceed immediately, and there is no need to repeat the motion. If there has been substantial discussion, it is normally best to make sure everyone understands the motion by repeating it.

5070.3.9 The President takes a vote; simply asking for the “ayes” and then the “nays” is normally sufficient. If members of the Board do not vote, then they “abstain.” Unless the rules of the Board provide otherwise or unless a super-majority is required (as delineated later in these rules), a simple majority of the Board members present (assuming a quorum) determines whether the motion passes or is defeated.

5070.3.10 The President should announce the result of the vote and should announce what action (if any) the Board has taken. In announcing the result, the

President should indicate the names of the Board members, if any, who voted in the minority on the motion.

#### 5070.4 **Motions in General**

5070.4.1 Motions are the vehicles for decision-making. It is usually best to have a motion before the Board prior to discussing an agenda item, which will help everyone focus on the motion before them. Motions are made in a simple two-step process. First, the President recognizes the Board member. Second, the Board member makes a motion by preceding the Board member's desired approach with the words; "I move....."

5070.4.2 The President usually initiates the motion by:

5070.4.2.1 Inviting the Board members to make a motion:

5070.4.2.2 Suggesting a motion to the Board members:

5070.4.2.3 Making the motion: As noted, the President has every right as a member of the Board to make a motion, but normally should do so only if he or she wishes a motion to be made but no other Board member seems willing to do so.

#### 5070.5 **The Three Basic Motions**

5070.5.1 **The basic motion:** The basic motion is the one that puts forward a decision for consideration.

5070.5.2 **The motion to amend:** If a Board member wants to change a basic motion that is under discussion, he or she would move to amend it. A motion to amend takes the basic motion that is before the Board and seeks to change it in some way.

5070.5.3 **A substitute motion:** If a Board member wants to completely do away with the basic motion under discussion and put a new motion before the Board, he or she would "move a substitute motion".

Motions to amend and substitute motions are often confused. But they are quite different, and so is their effect, if passed. A motion to amend seeks to retain the basic motion on the floor, but to modify it in some way. A substitute motion seeks to throw out the basic motion on the floor and substitute a new and different motion for it. The decision as to whether a motion is really a motion to amend or a substitute motion is left to the President. So that if a Board member makes what that member calls a motion to amend, but the President determines it is really a substitute motion, the President's designation governs.

#### 5070.6 **When Multiple Motions are Before the Board**

5070.6.1 Up to three motions may be on the floor simultaneously. The President may reject a fourth motion until the three that are on the floor have been resolved. When two or three motions are on the floor (after motions and

seconds) at the same time, the first vote should be on the last motion made. *Depending on the action taken, each motion is addressed individually from the latest back to the original motion.*

## **5070.7 To Debate or Not to Debate**

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the Board. The debate can continue as long as members of the Board wish to discuss an item, subject to the decision of the President that it is time to move on and take action.

5070.7.1 There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the Board to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the President must immediately call for a vote of the Board without debate on the motion):

5070.7.1.1 **A motion to adjourn.** This motion, if passed, requires the Board to immediately adjourn to its next regularly scheduled meeting. This motion requires a simple majority vote of the Board members present.

5070.7.1.2 **A motion to recess.** This motion, if passed, requires the Board to immediately take a recess. Normally, the President determines the length of the recess, which may range from a few minutes to an hour. This motion requires a simple majority vote of the Board members present.

5070.7.1.3 **A motion to fix the time to adjourn.** This motion, if passed, requires the Board to immediately adjourn the meeting at the specific time set in the motion. This motion requires a simple majority vote of the Board members present.

5070.7.1.4 **A motion to table.** This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on “hold”. The motion may contain a specific time in which the item can come back to the Board. A motion to table an item (or to bring it back to the Board) requires a simple majority vote of the Board members present.

5070.7.1.5 **A motion to limit debate.** The most common form of this motion is to say, “I call for the question.” When a member of the Board makes such a motion, the member is really saying: “I’ve had enough debate. Let’s get on with the vote.” When such a motion is made, the President should ask for a second to the motion, stop debate, and vote on the motion. This motion to limit debate requires a simple majority vote of the Board members present (assuming a quorum). Note that a motion to limit debate could include a time limit.

- 5070.7.1.6 **A motion to object to consideration of an item.** A motion similar to a motion to limit debate is a motion to object to consideration of an item. This motion is not debatable, and if passed, precludes the Board from even considering an item on the agenda. This motion requires a two-thirds vote of the Board members present.
- 5070.8 **Majority and Super-Majority Votes**
- 5070.8.1 In a democracy, decisions are made with a simple majority vote. A tie vote means the motion fails. So, a vote of 3-2 passes the motion. A vote of 2-2 with one abstention means the motion fails. If one member is absent and the vote is 2-2, the motion still fails.
- 5070.8.2 All motions require a simple majority, but there are a few exceptions. The exceptions occur when the Board is taking an action that effectively cuts off the ability of a minority of the Board to take an action or discuss an item. The following extraordinary motions require a two-thirds majority (a super-majority) of the Board members present to pass:
- 5070.8.2.1 **Motion to close nominations.** When choosing officers of the Board, such as the President, nominations are in order either from a nominating committee or from the floor of the Board. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.
- 5070.8.2.2 **Motion to object to the consideration of a question.** Normally, such a motion is unnecessary, because the objectionable item can be tabled or defeated straight up. However, when members of a Board do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable; and it requires a two-thirds vote to pass.
- 5070.8.2.3 **Motion to suspend the rules.** This motion is debatable, but requires a two-thirds vote to pass. This motion allows the Board to suspend these rules for a particular purpose.
- 5070.9 **The Motion to Reconsider.** This is a special and unique motion. A tenet of parliamentary procedure is finality. After discussion, debate and vote, there must be some closure to the issue. After a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to reconsider is made. A motion to reconsider requires a simple majority vote of the Board members present to pass. There are two special rules that apply only to the motion to reconsider:
- 5070.9.1 **First, is the matter of timing.** A motion to reconsider must be made at the meeting where the item was first voted upon or at the very next meeting of the Board. A motion to reconsider made at a later time is untimely. (The Board, however, can always vote to suspend the rules and, by a two-thirds majority, of the Board members present allow a motion to reconsider to be made at another time.)

- 5070.9.2 Second, a motion to reconsider may be made only by a Board member who voted in the majority on the original motion. Any other Board member may second the motion. If a Board member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order.
- 5070.9.3 If the motion to reconsider passes, then the original matter is back before the Board, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.
- 5070.10 **Courtesy and Decorum**  
The rules of order are meant to create an atmosphere where the members of the Board and members of the public can attend to business efficiently, fairly and with full participation. And at the same time, it is up to the President and the members of the Board to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be recognized by the President first before proceeding to speak.
- 5070.10.1 The President should always ensure that debate and discussion of an agenda item focus on the item and the policy in question, not on the personalities of the members of the Board or members of the public. Debate on policy is healthy; debate on personalities is not. The President has the right to cut off discussion by Board members or members of the public that is too personal, too loud, too crude, or is not focused on the issue at hand.
- 5070.10.2 Debate and discussion should be focused, but free and open. In the interest of time, the President may, however, limit the time allotted to speakers, including members of the Board. Can a member of the Board interrupt the speaker? The general rule is no. There are, however, exceptions. A speaker may be interrupted for the following reasons:
- 5070.10.2.1 **Privilege:** the proper interruption would be, “Point of privilege.” The President would then ask the interrupter to “state your point.” Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting.
- 5070.10.2.2 **Order:** The proper interruption would be, “Point of order.” Again, the President would ask the interrupter to “state your point.” Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting.
- 5070.10.2.3 **Appeal:** If the President makes a ruling that a member of the Board disagrees with, that member may appeal the ruling of the President. If the motion is seconded and after debate, if it passes by a simple majority vote of the Board members present, then the ruling of the President is deemed reversed.
- 5070.10.2.4 **Call for orders of the day:** This is simply another way of saying, “Let’s return to the agenda.” If a Board member believes that the Board has

drifted from the agreed-upon agenda, such a call may be made. This call does not require a vote. If the President does not comply with the call, then the President's determination may be appealed.

5070.10.2.5 **Withdraw a motion:** During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the President may ask the person who seconded the motion if he or she wishes to make the motion, and any other Board member may make the motion if properly recognized.

#### 5070.11 **Special Notes About Public Input**

The rules outlined in this Policy 5070 are intended to make Board meetings very public-friendly. But in addition, and particularly for the President, it is wise to remember three special rules that apply to each agenda item:

5070.11.1 **Rule One:** Tell the public what the Board will be doing.

5070.11.2 **Rule Two:** Keep the public informed while the Board is doing it.

5070.11.3 **Rule Three:** When the Board has acted, tell the public what the Board did.

5070.12 Public input is essential to a healthy democracy; and community participation in public meetings is an important element of that input. The challenge for anyone chairing a public meeting is to accommodate public input in a timely and time-sensitive way, while maintaining steady progress through the agenda items. The rules presented in this Policy 5070 for conducting a Board meeting are offered as tools for effective leadership and as a means of developing sound public policy.

Should questions arise regarding Board meeting conduct, Rosenberg's Rules of Order should be consulted for resolution of the question raised.