



2007 ACCT Leadership Congress San Diego, California

Procedures for Small Boards

Round Table Discussion on Roberts Rules of Order

September 29, 2007, at 8:30 a.m.

Presented by
George Lowe, Trustee
Workshop Leader and Presenter
at Local and National Levels
and
Marlene Kopala
Member & Past President of PBSN

MCC
McHenry County College

Short History of *Robert's Rules*

Henry Martyn Robert was an engineering officer in the regular Army. Without warning he was asked to preside over a church meeting and realized that he did not know how. He tried anyway and his embarrassment was supreme. This event, which may seem familiar to many readers, left him determined never to attend another meeting until he knew something of parliamentary law.

Ultimately, he discovered and studied the few books then available on the subject. From time to time, due to his military duties, he was transferred to various parts of the United States where he found virtual parliamentary anarchy since each member from a different part of the country had differing ideas of correct procedure. To bring order out of chaos he decided to write *Robert's Rules of Order* as it came to be called (See chart of editions below).

The tenth, current, edition has been brought about through a process of keeping the book up to date with the growth of parliamentary procedure. All editions of the work issued after the death of the original author have been the work of persons who either knew and worked with the original author or knew and worked with persons who did.

Introduction to Robert's Rules of Order

What Is Parliamentary Procedure?

It is a set of rules for conduct at meetings, that allows everyone to be heard and to make decisions without confusion.

Why is Parliamentary Procedure Important?

Because it's a time tested method of conducting business at meetings and public gatherings. It can be adapted to fit the needs of any organization. Today, Robert's Rules of Order newly revised is the basic handbook of operation for most clubs, organizations and other groups. So it's important that everyone know these basic rules!

Organizations using parliamentary procedure usually follow a fixed order of business. Below is a typical example:

1. Call to order.
2. Roll call of members present.
3. Reading of minutes of last meeting.
4. Officers reports.
5. Committee reports.
6. Special orders --- Important business previously designated for consideration at this meeting.
7. Unfinished business.
8. New business.
9. Announcements.
10. Adjournment.

The method used by members to express themselves is in the form of moving motions. A motion is a proposal that the entire membership take action or a stand on an issue. Individual members can:

1. Call to order.
2. Second motions.
3. Debate motions.
4. Vote on motions.

There are four Basic Types of Motions:

1. Main Motions: The purpose of a main motion is to introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary, and incidental motions.
2. Subsidiary Motions: Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion.
3. Privileged Motions: Their purpose is to bring up items that are urgent about special or important matters unrelated to pending business.
4. Incidental Motions: Their purpose is to provide a means of questioning procedure concerning other motions and must be considered before the other motion.

How are Motions Presented?

1. Obtaining the floor
 - a. Wait until the last speaker has finished.
 - b. Rise and address the Chairman by saying, "Mr. Chairman, or Mr. President."
 - c. Wait until the Chairman recognizes you.
2. Make Your Motion

- a. Speak in a clear and concise manner.
 - b. Always state a motion affirmatively. Say, "I move that we ..." rather than, "I move that we do not ...".
 - c. Avoid personalities and stay on your subject.
3. Wait for Someone to Second Your Motion
 4. Another member will second your motion or the Chairman will call for a second.
 5. If there is no second to your motion it is lost.
 6. The Chairman States Your Motion
 - a. The Chairman will say, "it has been moved and seconded that we ..." Thus placing your motion before the membership for consideration and action.
 - b. The membership then either debates your motion, or may move directly to a vote.
 - c. Once your motion is presented to the membership by the chairman it becomes "assembly property", and cannot be changed by you without the consent of the members.
 7. Expanding on Your Motion
 - a. The time for you to speak in favor of your motion is at this point in time, rather than at the time you present it.
 - b. The mover is always allowed to speak first.
 - c. All comments and debate must be directed to the chairman.
 - d. Keep to the time limit for speaking that has been established.
 - e. The mover may speak again only after other speakers are finished, unless called upon by the Chairman.
 8. Putting the Question to the Membership
 - a. The Chairman asks, "Are you ready to vote on the question?"
 - b. If there is no more discussion, a vote is taken.
 - c. On a motion to move the previous question may be adapted.

Voting on a Motion:

The method of vote on any motion depends on the situation and the by-laws of policy of your organization. There are five methods used to vote by most organizations, they are:

1. By Voice -- The Chairman asks those in favor to say, "aye", those opposed to say "no". Any member may move for a exact count.
2. By Roll Call -- Each member answers "yes" or "no" as his name is called. This method is used when a record of each person's vote is required.
3. By General Consent -- When a motion is not likely to be opposed, the Chairman says, "if there is no objection ..." The membership shows agreement by their silence, however if one member says, "I object," the item must be put to a vote.
4. By Division -- This is a slight verification of a voice vote. It does not require a count unless the chairman so desires. Members raise their hands or stand.
5. By Ballot -- Members write their vote on a slip of paper, this method is used when secrecy is desired.

There are two other motions that are commonly used that relate to voting.

1. Motion to Table -- This motion is often used in the attempt to "kill" a motion. The option is always present, however, to "take from the table", for reconsideration by the membership.
2. Motion to Postpone Indefinitely -- This is often used as a means of parliamentary strategy and allows opponents of motion to test their strength without an actual vote being taken. Also, debate is once again open on the main motion.

Parliamentary Procedure is the best way to get things done at your meetings. But, it will only work if you use it properly.

1. Allow motions that are in order.
 2. Have members obtain the floor properly.
 3. Speak clearly and concisely.
 4. Obey the rules of debate.
 5. Most importantly, *BE COURTEOUS*.
-

RAISING POINTS OF ORDER: THE BOARD CHAIR AND PARLIAMENTARY PROCEDURE

By George E. Potter

Board meetings have one thing in common with athletic events, other games, and society as a whole. All must be conducted in accordance with rules unless anarchy is to prevail. Both houses of Congress and most state legislatures have adopted their own rules of procedure. Most other organizations, including almost all community college boards, have adopted Robert's Rules of Order for conducting their meetings.

It is not necessary for a board chair to be a certified parliamentarian to be an effective presiding officer of a meeting. But it is important for any person who serves as a board chair to have a working knowledge of the basic rules of procedure for conduct of a board meeting, particularly those rules pertaining to issues that commonly arise.

The current authoritative publication on Robert's Rules of Order is *Robert's Rules of Order Newly Revised*, 10th Edition, published by Perseus Publishing in Cambridge, Massachusetts. There are other publications which use the term "Robert's Rules of Order," but the right to establish the official rules is held by Robert's Rules Association, of which the current trustee is Henry M. Robert III.

A board may, by specific reference to a specific edition or publication, adopt a Robert's Rules of Order other than those set forth in the 10th Edition of *Robert's Rules of Order Newly Revised*. If a board has adopted a bylaw or policy which requires its meetings to be conducted in accordance with Robert's Rules of Order, Robert's Rules of Order Revised, Robert's Rules of Order Newly Revised, or the latest edition of Robert's Rules of Order, then the 10th Edition of *Robert's Rules of Order Newly Revised* is the authoritative work for conducting the board's meetings.

Most trustees have a rudimentary knowledge of Robert's Rules and believe that their board follows those rules. However, experience has shown that most trustees do not know Robert's Rules of Order as well as they think they do and, consequently, most boards fail to comply with the rules in one or more ways.

Procedure for Small Boards

The most common mistake made by trustees is lack of awareness that Robert's Rules has a special procedure for small boards, which are defined as those with not more than about a dozen members. In a board meeting where there are not more than about a dozen members present, some of the formality necessary in a large assembly would hinder business. The rules governing such meetings are different from the rules that hold in other assemblies in the following respects:

- Members are not required to obtain the floor before making motions or speaking, which they can do while seated.
- Motions need not be seconded.
- There is no limit to the number of times a member can speak to a question, and motions to close or limit debate generally should not be entertained.
- Informal discussion of a subject is permitted while no motion is pending.
- Sometimes, when a proposal is perfectly clear to all present, a vote can be taken without a motion having been introduced. Unless agreed to by unanimous consent, however, all proposed actions of a board must be approved by vote under the same rules as in other assemblies, except that a vote can be taken initially by a show of hands, which is often a better method in such meetings.
- The chairman need not rise while putting questions to a vote.

- The chairman can speak in discussion without rising or leaving the chair and, subject to rule or custom within the particular board (which should be uniformly followed regardless of how many members are present), he usually can make motions and usually votes on all questions. (Robert's, Section 49)

Motion to Table

Probably the most misused and misunderstood motion is the motion to table or, as it is more correctly called, "motion to lay on the table." A motion to lay on the table is intended to be used solely for the purpose of laying the pending proposal aside temporarily when something else of immediate urgency has arisen, with the intent of removing the proposal from the table later during the same meeting.

Unfortunately, most persons use the motion to table to postpone consideration of a proposal to a later meeting or attempt to kill the proposal without debate by tabling it. In fact, if the intent is to postpone consideration of a proposal to a later meeting, for example to obtain more information, the correct motion is a "motion to postpone to a certain time." Similarly, if the intent is to kill or avoid dealing with a proposal, the correct motion is a "motion to postpone indefinitely."

The major difference is that a motion to table is not debatable. Since the intent is to put something aside only temporarily, there is no compelling reason to have debate on the motion. Further, a motion to lay on the table is not subject to reconsideration. On the other hand, motions to postpone are debatable and are subject to reconsideration. (Robert's, Sections 11, 14, and 17)

Approval of Minutes

It is common practice for boards and other organizations to have a motion to approve the minutes of previous meetings. This is absolutely unnecessary. The chair merely asks whether there are any corrections to the minutes. If none are offered then the chair declares the minutes approved as published. If a correction is offered and nobody objects, the chair then declares the minutes as published and corrected are approved. Only if a member offers a correction and another member objects to the proposed correction is it necessary to take a vote. In that instance, the member offering the correction makes a motion to correct the minutes which is then voted upon. (Robert's, Section 48)

Motion to Receive Reports

One of the more silly motions commonly employed by boards is the motion to receive or accept a report. In fact, the report is received when it is given to the board. In the words of Robert's:

A common error is to move that a report "be received" after it has been read — apparently on the supposition that such a motion is necessary to order for the report to be taken under consideration or to be recorded as having been made. In fact, this motion is meaningless, since the report has already been received. Another error — less common, but dangerous — is to move, after the report has been read (or even before the reading), that it "be accepted," when the actual intent is that of the mistaken motion to receive, as just explained. (Robert's, Section 51)

Only if the report calls for some action to be taken by the board is a motion appropriate. In that situation, the board can either vote to approve or accept the report or a motion can be made to implement the recommendations contained in the report.

Amendments and Substitute Motions

A motion may be made to amend an existing proposal. However, the amendment must be germane, that is, relate to the subject matter of the main motion. Further, an amendment to the proposed amendment may be offered. However, the amendment to the amendment must be germane to the original amendment. There can be no amendment to an amendment to an amendment. However, additional amendments can be offered after earlier amendments have been acted upon and before the main motion has been acted upon.

One of the more silly motions commonly employed by boards is the motion to receive or accept a report.

A "motion to substitute" is nothing more than a motion to amend by substituting some or all of the language in the main proposal with new language. A motion to substitute can completely change the intent of the original motion but must be germane to the original motion. That is, the pro-

posed substitute motion must pertain to the same subject matter as the original motion.

When a vote is taken on a substitute motion, the first vote is whether to substitute the new proposal for the original one as the proposal under consideration by the board. If the board decides to substitute the new proposal for the original one, the board then must take a second vote on adopting the substitute proposal. (Robert's, Section 12)

Complying With the Law

Obviously, if there is a federal or a state law which supersedes Robert's Rules of Order, then the board must comply with the law. In fact, it is recommended that a board's bylaws contain a provision similar to the following: "Board meetings shall be governed by the rules contained in the latest edition of Robert's Rules of Order

Newly Revised, except where they are inconsistent with these bylaws and any special rules of order adopted by the board, or are inconsistent with federal or state law."

If there is a federal or a state law which supersedes Robert's Rule Order, then the board must comply with the law.

As long as the board complies with federal and state law in matters such as roll call votes, open meetings, etc., a board may adopt any rules of procedure the majority desires. A board, for example, can adopt Robert's Rules of Order but provide in its bylaws that all motions need to be seconded. However, most boards have merely adopted Robert's Rules of Order as the rules governing their meetings and, in those cases, the rules should be followed.

For example, in a board of about 12 members or less it is improper for the board chair to rule a motion dies for lack of a second. As stated previously, Robert's Rules of Order provides a second to a motion is not required in a meeting of a small board.

Overcoming Old Habits

Old habits are difficult to overcome. A good board chair will be familiar with the rules of procedure for small boards and the other rules that apply to motions frequently made at board meetings. A good board chair will use

that knowledge to educate fellow board members about proper use of Robert's Rules of Order. For example, the chair can announce when it comes to approval of the minutes that no motion is necessary to approve the minutes unless a member objects to the accuracy of the minutes.

If a trustee moves to table a proposal until a specified later meeting to obtain more information, the board chair should rule that a motion to table

is out of order but then accept the motion as a motion to postpone further discussion until a certain date.

A trustee who doesn't understand Robert's Rules of Order, or who is unwilling to apply the rules properly, should not serve as board chair.

As stated previously, the motion to postpone to a certain date is debatable, unlike a motion to table, but otherwise achieves the same result.

Similarly, if the trustee moves to table without specifying a specific date, then the chair can accept the

motion as a motion to postpone indefinitely, which, like the motion to postpone to a definite date, is debatable. It still achieves the same result as the motion to table but gives the board the opportunity to discuss whether it is appropriate to not take action on the proposal.

Properly used, Robert's Rules of Order will help ensure the meeting is conducted fairly and with some semblance of order. A trustee who doesn't understand Robert's Rules of Order, or who is unwilling to apply the rules properly, should not serve as board chair.

Handling Motions Procedure in Small Boards:

In large boards business is transacted the same as in the society meetings; but in small boards the same formality is not necessary or usual, the informality observed by committees being generally allowed. In a board meeting where there are not more than about a dozen present, for instance, it is not necessary to rise in order to make a motion, nor to wait for recognition by the chair before speaking or making a motion, nor for a motion to have a second; nor is there any limit to the number of speeches, nor does the chairman leave the chair when making a motion or discussing a question. The formalities necessary in order to transact business in a large assembly would hinder business in so small a body.

For additional information, refer to RONR 10th ed. pp. 470-471.