

## ATTACHMENT F

### SIMPLIFIED PARLIAMENTARY PROCEDURE

#### (LEAGUE OF WOMEN VOTERS)

### ORGANIZATIONS

An organization and the way it functions are governed by its charter (if it is incorporated), its bylaws, and parliamentary rules or rules of order. Nothing in the bylaws may conflict with the corporate charter; the bylaws, in turn, supersede the rules of order. Bylaws are considered so important that special requirements are set for changing them. These usually include advance notice and a larger-than-majority vote for the adoption of amendments.

Most organizations use as their parliamentary authority a published manual, such as *Robert's Rules of Order Newly Revised*, which they may modify to meet their particular needs by adopting special rules of order.

#### **Governing an organization**

In an organization, final authority rests with the members assembled in regular or annual meetings or conventions, though they may not, of course, take any action that conflicts with the charter or bylaws.

The business of most organizations is managed by a board of directors that is responsible to the membership and acts under its general instructions and guidance. The officers and members of the board are usually elected at an annual meeting, although the board is sometimes empowered to choose some of its own members. Other members may serve *ex officio* because of another position they hold. *Ex officio* members have all privileges, including the right to vote and make motions.

Work is often carried on by committees that are either provided for in the bylaws (**standing committees**) or appointed for a special purpose (**ad hoc committees**). Their powers are limited to those specifically given them by the bylaws or by direction of the board or the members. Usually they report to the board or to the membership meeting and are not authorized to act on their own in the name of the organization.

#### **Officers**

##### **The president**

- supervises the conduct of the organization's business and activities;
- serves, *ex officio*, on all but the nominating committee; and
- presides at meetings.

### **The vice-president**

- acts in place of the president when necessary and presides at meetings when the president temporarily vacates the chair. In the absence of the president, the vice-president should not change rules, cannot fill vacancies required to be filled by the president and does not serve as an *ex officio* member of committees;
- upon the death or retirement of the president, assumes all the duties and privileges of the president, unless the bylaws provide another method of filling the vacancy.

In organizations with more than one vice-president, these duties and responsibilities are assumed by the first vice-president.

### **The secretary**

- is the recording officer;
- handles correspondence;
- issues notices of meetings;
- informs those elected or appointed to office or committees;
- receives and files committee reports; and
- keeps the minutes of meetings.

At each meeting the secretary should have the minute book, a copy of the bylaws, a book on parliamentary procedure and a list of the unfinished business from the previous meeting.

### **The treasurer**

- receives funds;
- deposits them in banks approved by the board; and
- pays bills for expenses that have been authorized.

If any appreciable sums of money are involved, the treasurer should be bonded to protect the organization from loss. It is customary for the treasurer to report to the board at each of its meetings and to make a full financial report to the annual meeting or convention. (In larger organizations this report should be reviewed by an independent auditor. If the auditor's report is available at the time of the annual meeting or convention, it should be presented immediately after the treasurer's report. Adoption of the auditor's report, on motion, signifies acceptance of the treasurer's report.)

## **MEETINGS**

At all meetings (referred to in *Robert's Rules* as "assemblies") it is up to the presiding officer to use the rules of parliamentary procedure appropriately so that good order and reasonable decorum are maintained and the business of the meeting goes forward. At times, the technical rules of parliamentary procedure may be relaxed as long as the meeting accomplishes its purpose and the rights of absentees and minorities are protected. Conventions and large meetings are conducted more formally than the meetings of small boards and committees.

## The role of the presiding officer

- The presiding officer (chair) should:
- Be ready to call the meeting to order at the time set.
- Follow the agenda and clarify what is happening and what is being voted on at all times.
- Deal firmly with whispering, commotion and frivolous or delaying debate and motions.
- See that debate is confined to the merits of the question and that personal comments are avoided. No one should speak more than twice on a subject, and no one should speak a second time until all who wish to speak have had a chance to do so.
- Talk no more than necessary. Except in small boards and committees, the presiding officer should not enter the debate without giving up the chair to a substitute until the motion under debate has been voted on.
- Remain calm and deal fairly with all sides regardless of personal opinion. To preserve this impartiality, the presiding officer abstains from voting except by ballot or to cast the deciding vote on an issue

## Order of business

A minimum number (*quorum*), as prescribed in the bylaws, must be present before business can be legally transacted. The presiding officer should determine that there is a quorum before beginning the meeting. Every organization is free to decide the order in which its business will be conducted, but most agendas follow a standard pattern:

1. **Call to order.**
2. **Minutes** are read by the secretary and corrections requested. The presiding officer says: *If there are no corrections, the minutes stand approved as read.*
3. **Treasurer's Report** is given and questions called for: *The Treasurer's Report will be filed.*
4. **Reports of officers, the board and standing committees.** Recommendations in reports should be dealt with as motions at this point.
5. **Reports of special committees.**
6. **Unfinished business.** Items left over from the previous meeting are brought up in turn by the presiding officer.
7. **New business:** *Is there any new business?*
8. **Program.** The program chairperson is called upon to introduce a speaker, film or other presentation.
9. **Announcements.**
10. **Adjournment:** *Is there any further business? (Pause) The meeting is adjourned.*

## Motions

Business is conducted by acting on motions. A subject is introduced by a **main motion**. Once this has been seconded and stated by the presiding officer, nothing else should be taken up until it is disposed of. Long and involved motions should be submitted in

writing. Once a motion has been stated, the mover may not withdraw it without the consent of the meeting. Most motions must be seconded.

While a main motion is being considered, other **parliamentary motions**, which affect either the main motion or the general conduct of the meeting, may be made. The ones most frequently used are described in general below, but it should be noted that there are exceptions and modifications that cannot be included in this brief text.

**1. Amend. Debatable; majority vote**

Used when the intention is to change, add or omit words in the main motion.

*Amend the amendment:* Used to change, add or omit words in the first amendment. This motion cannot itself be amended.

*Method:* The *first* vote is on the amendment to the amendment. The *second* vote is on the first amendment either as changed or as originally proposed, depending on the first vote. The *third* vote is on the main motion either as introduced or as amended.

**2. Refer. Debatable; majority vote**

If a motion becomes too complicated through amendments or if more information is needed, a motion may be made to refer it to a committee for study or redrafting. This committee must report back or act as instructed.

**3. Postpone. Debatable; majority vote**

Consideration of a motion can be delayed until a more suitable time, until other decisions have been made or until more information is available by a motion to postpone to a stated future time.

**4. Lay on the table. Not debatable; two-thirds vote**

*I move that we table this motion.* This postpones consideration in such a way that the motion can be taken up again in the near future if a majority decides to "take it from the table."

**5. The previous question. Not debatable; two-thirds vote**

*I move the previous question.* This motion is used to end debate that has become lengthy or repetitious. When it is seconded, the presiding officer immediately puts the question on closing debate. If this receives a two-thirds vote, the pending motion is voted on at once without further discussion.

**6. Reconsider. Usually debatable; majority vote**

A vote may be reconsidered through this motion, which must be made on the same day or the day following the vote by someone who voted on the prevailing side. A motion can be reconsidered only once. The *first* vote is on whether the motion should be reconsidered. If this passes, the *second* vote is on the motion itself.

## 7. Point of order and appeal.

A member who feels the rules are not being followed may call attention to the breach by rising and saying: *Point of order*. The chair says: *State your point of order*. Upon hearing it, the chair may say: *Your point is well taken*, or *Your point is not well taken*.

One dissatisfied with the ruling may appeal to the meeting for a final decision: *Shall the decision of the chair be sustained?* This appeal is debatable, and the presiding officer may enter the debate without giving up the chair. A majority of *no* votes is necessary to reverse the ruling; a tie sustains it.

## 8. Questions and inquiries.

Whenever necessary, advice may be asked as to correct procedures (**parliamentary inquiry**), facts may be requested (**point of information**), or a change may be sought for comfort or convenience (**question of privilege**). The presiding officer responds to the question or refers it to the proper person.

## 9. Adjourn.

**Usually not debatable; majority vote**

If the time set for adjournment has arrived or there is no further business, the presiding officer declares the meeting adjourned without waiting for a formal motion. A member may move to adjourn at any time except when a speaker has the floor or a vote is in process. If the motion carries, the meeting is immediately adjourned.

## Voting

The vote needed to pass a motion or elect an official is based on the votes actually cast unless the bylaws or rules provide otherwise. Thus, a majority is more than half of those voting; abstentions and blank ballots are disregarded.

- By using **general consent**, a formal vote can be avoided on routine matters where there is no opposition. The presiding officer says: *If there is no objection* (pause) . . . and declares the decision is made.
- A **voice vote** (aye and no) is common practice but should not be used where more than a majority is needed.
- A **show of hands** is a good alternative in small groups.
- If unsure of the result, the presiding officer should order a **rising vote** or an actual **count**. If this is not done, a member can insist upon a rising vote by calling out "**division**"; a count can be forced only by a motion made, seconded and approved by a majority vote.

## NOMINATIONS AND ELECTIONS

Normally, a nominating process is used for elections, although any eligible member may be elected whether nominated or not. Most organizations use a **nominating committee** to prepare a slate of nominees for the offices to be filled. Service on a nominating committee does not prevent a member from becoming a nominee.

After presentation of the nominating committee's report to the assembly, the presiding officer calls for nominations from the floor. Many organizations require that the consent of the nominee be obtained in advance to avoid a futile election. Seconds are not necessary for either committee nominations or nominations from the floor.

When all nominations appear to have been made, the presiding officer declares that nominations are closed--or a motion to this effect may be made. It is not debatable and requires a two-thirds vote. A motion to reopen nominations requires a majority vote.

The method of voting is usually fixed in the bylaws. A ballot is the normal procedure if there is more than one nominee for an office. If there are several nominees and the bylaws do not provide for election by a plurality vote (that is, the largest number, but not necessarily more than half of the votes cast), several ballots or votes may be needed before one candidate achieves a majority.

Where election is by ballot, the presiding officer appoints tellers (or an election committee) to collect and count the votes. The tellers' report, giving the number of votes cast for each nominee, is read aloud and handed to the presiding officer. The presiding officer rereads the report and declares the election of each official separately.

**A postscript to the presiding officer:**

The rules of parliamentary procedure are meant to help, not hinder. Applied with common sense, they should not frustrate the meeting or entangle it in red tape. Retain control at all times, give clear explanations, and keep things as simple as possible. Good advice from the chair as to the wording of motions and the best way to proceed will avoid needless complications. When in doubt, your rule should be: Respect the wishes of the majority, protect the minority, and do what seems fair and equitable.

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