

THE CITY OF CORAL GABLES OFFICE OF THE CITY ATTORNEY



ROBERTS RULES OF ORDER SUMMARY

I. The Purpose of Parliamentary Procedure

- Parliamentary law is the basis of all constitutional governments. These rules and procedure are based on common sense and logic and it protects the rights of people to accomplish common goals.
- Parliamentary procedures should be used to help and not hinder decision-making.

II. The Basic Rules of Parliamentary Procedure

A. The Rights of the Organization Supersede the Rights of Individual Members

- The organizations have rights to make their own rule and if a conflict arises, the right of the organization prevails over the rights of the member.

B. All members Are Equal and Their Rights Are Equal

- All members have the rights to attend meetings, make motions and speak in debate, nominate, vote and hold office.

C. A Quorum Must Be Present To Do Business

- A quorum consists of the majority of its members being present to be able to conduct a fair meeting/ business transaction. This prevents an unrepresentative group from taking action in the name of the organization.

D. The Majority Rules

- This is a democratic process. The minority has the right to be heard but when the majority of the members reach a vote, the minority must respect and abide by the majority's decision.

E. Silence is Consent

- If a member does not vote and stays silent agree to the decision of the majority.

F. Two-Thirds Vote Rule

- A 2/3 vote is needed whenever you are limiting or taking member rights away and/or when you are changing something that has already been decided.

G. One Question at a Time and One Speaker at a Time

- A motion can only be made on the specific item that is being discussed. Once a member is given "the floor" another member cannot interrupt him/her.

H. Debatable Motions Must Receive Full Debate

- The presiding officer may not put the motion to vote until all members have finished debating the motion.

- Debate can only be suspended by a 2/3 vote of the members present.

I. Once a Question is Decided, It Is Not in Order to Bring Up the Same Motion or One Essentially Like It at the Same Meeting

- Motions that have been ruled on cannot be brought back unless there is a restorative motion.

J. Personal Remarks In Debate Are Always Out of Order

- Presiding officers must rule all personal remarks out of order. Any debate has to be directed to a motion.

III. Running a Meeting Efficiently

- A president or chairman is responsible in maintaining order of the meeting and to enforce the rules and make certain the meeting is conducted in a fair, expedient and impartial manner.

A. DUTIES OF A PRESIDING OFFICER

1. Be On Time and Start on Time

- Be on time and start on time.
- The presiding officer needs to arrive early to check the meeting room and to make sure everything is working before the meeting starts.

2. Be Organized

- The presiding officer needs to have a detailed agenda and stick to it.

3. Be Prepared

- The presiding officer needs to be familiar with the rules, by laws and parliamentary authority.

4. Be a Teacher

- The presiding officer needs to make sure business is running in order and if anyone who has a question about any motion or rules the presiding officer has to explain to them.

5. Be In Control of the Floor

- The presiding officer will “assign” the floor to a member who wishes to speak and will maintain control of disruptions by other members.

6. Be Impartial

- The presiding officer shall call on a member wishing to speak impartially and both sides will have the opportunity to speak.

7. Be Composed

- The presiding officer must always be calm, keep order in the meetings and keep business moving.

8. Be Precise

- The presiding officer should always restate the motion before taking a vote. He must always be certain about the result of the vote.

9. Be Focused

- The presiding officer should not allow irrelevant discussion and ask a member who is out of order to confine his remarks to the motion on the floor.

10. Be Temperate

- The presiding officer should only use the gavel to open and close the meeting.

B. PREPARING AN AGENDA

- An agenda is the outline of the meeting.
- It is helpful to show the list and order of business.
- Officers and committees to report are listed in order followed by special or ad hoc committees.
- List only officers or chairmen who will have reports at the conclusion you are “Are there other officers with reports?”
- Check bylaws for requirements.

1. A Suggested Agenda

- Call The presiding officer should not allow irrelevant discussion and ask a member who is out of order to confine his remarks to the motion on the floor.
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- An agenda is the outline of the meeting.
- It is helpful to show the list and order of business.
- Officers and committees to report are listed in order followed by special or ad hoc committees.
- List only officers or chairmen who will have reports at the conclusion you are “Are there other officers with reports?”
- Check bylaws for requirements.
 - I. to Order
 - II. Opening Ceremonies
 - III. Minutes of the Previous Meeting
 - IV. Reports of the Officers
 - V. Report of the Executive Board
 - VI. Reports of Standing Committees
 - VII. Reports of Special Committees
 - VIII. Special Orders
 - IX. Unfinished Business and General Orders
 - X. New Business
 - XI. Announcements or Program
 - XII. Adjournment

C. SCRIPT FOR A PRESIDING OFFICER

1. Call To Order

- Determine if there is quorum and call meeting to order.

2. Minutes

- First business in order to approve the minutes of the previous meeting.

3. Reports Of The Officers

- The next business in order.

4. Treasurer’s Report

- The treasurer gives his/her report.

5. **Committee Reports**
 - Call the standing committees in order by the bylaws.
6. **Special Orders**
 - Matters the bylaws require action in a specific meeting.
7. **Unfinished Business**
 - Do not announce unless the minutes state there is unfinished business.
8. **New Business**
 - The next business in order.
9. **Announcements or Program**
 - If no new business the secretary will read the announcements.
10. **Adjournment**
 - If no further business not objections the meeting will be adjourned.

D. PARLIAMENTARY TECHNIQUES TO EXPEDITE BUSINESS

1. **Use General Consent When Possible**
 - Use general consent when possible – voting takes time when business is routine or the group is in agreement a vote or a motion may be unnecessary.
2. **Elections May Be by Acclamation**
 - When there is only one candidate for each position on a slate of officers and no nomination are made the presiding officer may declare the slate elected by acclamation.
3. **Assist Members in Phrasing Motions**
 - A member can request the floor and begin a discussion without making a motion. The chair may help the member phrase a motion.

E. ALLOW THE WITHDRAWAL OF MOTIONS

- After discussion, the maker of a motion may realize that he has made a poor motion and request it to be withdrawn.
 1. **A Consent Agenda May be Used for Noncontroversial Business**
 - A consent agenda disposes of a number of matters at one time without taking separate action on each one. It is used to take noncontroversial items with one single vote.

F. DILATORY TACTICS

- A dilatory tactic is the misuse of a parliamentary procedure to deliberately delay or prevent action in a meeting.

IV. The Secretary and Minute Keeping

- The secretary is responsible for the minutes of an organization, both the meetings of the membership and those of the executive board.

A. A GUIDE FOR WRITING MINUTES

1. **Do Record**
 - All adopted and lost motions
 - Name of the maker of the motions and all members reporting
 - Name of all those elected or appointed
 - Number of voted on each side in a ballot or counted vote

2. Don't Record

- Discussion or personal opinion
- Name of seconder of a motion
- Motions withdrawn
- Entire reports

3. Important Points

- Write the minutes as promptly as possible
- Prepare the summary of the executive board meetings and be prepared to report motions to the membership
- Be specific in recording connections and only change noting date, page, and line which correction appears
- Corrections made in red
- The original cannot be obliterated

B. CONTENTS OF MINUTES

1. First Paragraph

- Kind of meeting (regular or special)
- Name of the organization
- Date and place of meeting
- Presence of the president, secretary or substitutes
- Presence of a quorum
- Time the meeting was called to order
- If minutes of previous meeting were approved or corrected

2. Body

- Reports given
 - The name of the reporter
 - Any related action taken
- All main motions
- All points of order or appeal
- Important announcements, such as the topic of the program and the name of the speaker

3. Final Paragraph

- The adjournment and the time of adjournment

C. OTHER DUTIES OF THE SECRETARY

- The secretary is the official record keeper which include:
 - The official membership roll
 - List of all committees and members
 - Current copy of the bylaws with any amendments and special rules adopted by the organization
- In the event of a roll call, the secretary assists by calling each member's name and recording the vote.
- The secretary is also responsible for sending out correspondence and notice of meetings.

V. The Treasurer and His Duties

- The treasure is responsible for the funds of the organization.
- Receives and disburses the monies as prescribed in the by laws.
- Bills for and collects annual dues.

- Maintains a record book with detailed account of all money received and paid
 - Corrections should be in red and never erased
- Responsible for any taxes.
- Should give a brief report at each meeting.
- May be responsible for preparation of a budget.

VI. Types of Motions

A. MAIN MOTION

- A main motion is defined as a proposal that certain action be taken or an opinion be expressed.
- These motions are the ones that spend money or adopt projects.

B. SECONDARY MOTIONS

- A secondary motion is one that can be made while the main motion is still being heard but has not been voted on.

1. Subsidiary Motions

- Relate directly to the motion on the floor.
- These motions may have the words changed, sent to a committee or be delayed.
- Have rank among them called “the order of precedence of motions”.

2. Privileged Motions

- Are of an emergency nature, such as to recess or adjourn.
- They do not relate to the motion on the floor but to the welfare of the group.

3. Incidental Motions

- Are procedural in nature.
- Deal with process and enforcing certain procedures, correcting errors, verifying votes, and so on.

C. HOW A MOTION IS MADE AND ACTED UPON

1. The Steps to Obtain Action

a) *A Member Requests the Floor*

- He/she rises and addresses the chair

b) *The Floor Is Assigned*

- The chair recognizes the member and assigns him the floor

c) *The Motion Is Made*

- The member introduces the motion by saying, “I move...”

d) *The Motion Is Seconded*

- Another member says “I second that motion.”
- If a motion fails to get seconded, the motion dies.

e) *The Chair States the Motion*

- It is important that the chair restate the motion so the proposal is clarified in the minds of the members.

f) *Debate Is Held*

- The chair opens for debate among the members and recognizes members one by one.

g) *The Chair Puts the Question To A Vote*

- Vote is taken in the following order:

1. The chair again restates the motion
2. Chair asks all in favor say aye and those opposed say no

h) The Chair Announces the Vote

- The chair interprets and announces the results of the vote

D. RULES THAT GIVERN MAIN MOTIONS

1. Rules Regarding Main Motions

- Cannot interrupt a member who has the floor
- Requires a second, unless the motion is from a committee
- Can be debated
- Can be amended
- Require a majority vote

2. Other Points

- The chair can require a long motion to be submitted in writing
- The maker of a motion had first right to speak
- A member can vote against his own motion, but cannot speak against it
- A member can modify his own motion before it is states by the chair
- A member can withdraw his motion up to the time it has been stated by the chair

3. Motions That the Chair Should Rule Out of Order

- Motions that conflict with the law or with the by laws
- Motions that repeat the same question on the same day
- Motions that are in conflict with other motions
- Motions that conflict with or repeat motions held in committee
- Motions that operate outside the scope or object of the organization
- Motions that appear dilatory, incorrect, frivolous, or rude

VII. Subsidiary Motions and Rank

- Subsidiary motions have rank among themselves
 - Purpose is to avoid confusion when they are applied to a main motion.
- Motion of higher rank can be made at the time that a motion of lower rank is on.
- Motion to commit has precedence over the motion to amend
- More than one motion can be on the floor but only one question
- All pending motions must relate to the main motion
- No new business may be introduced.

A. AMEND

- Most frequently used and most important of the subsidiary motions
 - To amend a motion means to change the wording of a motion to make it clearer, more complete, or more acceptable before the motion is voted on
- Three ways to amend a motion:
 1. To add words or phrases
 2. To strike out words or phrases
 3. To substitute by:
 - a. Striking out and inserting words

- b. Substituting an entire motion or paragraph
- An amendment must be germane to the motion on the floor to be in order.
 - No new business may be introduced under the pretext of an amendment.
- Adoption of the amendment does not adopt the motion.
- An amendment may also be amended.
- First amendment is called a primary amendment and the amendment to the amendment is called a secondary amendment.
- Only two amendments may be pending at any one time.
- Presiding officer must know the rules and be able to guide the group so that the members know what is going on.

1. The Process of Amending an Amendment

- a) *First Vote On*
 - The amendment to the amendment
- b) *Next Vote On*
 - The original amendment
- c) *Finally Vote On*
 - The main motion
- A motion may also be amended by substituting an entirely new motion for the motion of on the floor, provided that it is germane.
- There are special rules the presiding officer must know to handle
 - A = MAIN MOTION
 - B = SUBSTITUTE MOTION
 - 1. Motion A is stated and is allowed to be further amended.
 - 2. Motion B is next stated and amendments are also allowed.
 - 3. Vote is taken on whether Motion B will be substituted from motion A.
- Substitute motion may only be further amended by adding at the end

2. Parliamentary Rules of Amendments

- A member must obtain the floor to offer an amendment; a speaker cannot be interrupted.
- An amendment must be seconded.
- It is debatable, if the amendment is made to a debatable motion
- It can be amended. (A secondary amendment cannot be amended.)
- It requires a majority vote even if it is applied to a motion that requires a two-thirds vote.
- a) *A Friendly Amendment*
 - A change in the wording that enhances the original motion.
 - If not objected, amendment may be adopted by general consent
- b) *A Hostile Amendment*
 - Gives a very different meaning to a motion
 - May defeat the intent of the main motion
- c) *Amendments That Are Out Of Order*
 - Those amendments are out of order which:
 - Do not relate to the motion

- Are the same as a negative vote on a motion
- Are dilatory or foolish
- Would make the motion incoherent

B. COMMIT

- Send the question on the floor to a small number of people so that it can be carefully studied and put into proper form for the group to consider.
 - 1. Give Direction to the Motion**
 - Should include specific directions as to where the question is to go and should address the following questions
 - A standing committee or a new special committee?
 - What size committee?
 - How shall the committee be selected?
 - Will the committee have authority?
 - When shall the committee report?
 - 2. Parliamentary Rules of Commit**
 - The motion to commit can be applied to any main motion with any amendments that may be pending.
 - It must be seconded.
 - It can be debated.
 - Debate can only go into the desirability of committing and not into the main question.
 - It can be amended as to which committee, what size committee, the instructions, etc.
 - It requires a majority vote.

C. POSTPONE

- A motion cannot be postponed further than the next regular meeting
- May be renewed at a later date
 - 1. How the Motion Is Used**
 - Postpone is useful when:
 - An invited speak/dignitary has arrived
 - Information regarding the pending motion will be available later in the meeting
 - A member realizes his delegation is not present for the vote
 - It is time for a recess or adjournment
 - 2. Parliamentary Rules of Postpone**
 - Postpone can be applied to all main motions
 - It must be seconded
 - It cannot interrupt a speaker
 - It can be debate
 - Debate can only go into the desirability of committing and not into the main question.
 - It can be amended as to the time of the postponement
 - It cannot be postponed beyond the next regular business meeting or the end of the session in an annual convention
 - It requires a majority vote

- The motion is called up automatically when the time to which it was postponed arrives

D. LIMIT DEBATE

- Motion by which the group can exercise special control over debate by:
 - Reducing the number and length of speeches allowed
 - Requiring that debate be limited to a period of time, at the end of which the vote must be taken
- 1. Parliamentary Rules of Limit Debate**
 - Limit debate can be used with any motion
 - Must be seconded
 - Cannot interrupt a speaker
 - Is not debatable
 - Can be amended, but only as to the length of speeches or when the vote will be taken
 - Requires a two-thirds vote because it takes away the rights of members
 - Vote may not be taken by voice but must be taken by a show of hands in a small group or a rising vote in a large group

E. PREVIOUS QUESTION

- Motion used to cut off debate and to bring the group to an immediate vote on the pending motion
 - It is rude to call out “Question!” and the officer will ignore the call
 - Previous question can be ruled out of order if the motion is debatable and has not received debate
 - Presiding officer should explain the effect of the motion to the members and clarify whether the motion is to apply to all motions
- 1. Parliamentary Rules of Previous Question**
 - Previous question can be applied to any pending question
 - It is out of order when a member has the floor
 - Can be debated
 - Requires a two-thirds vote because the right of members to debate is being curtailed
 - The vote must be taken by a show of hands in a small group or a rising vote in a large group

F. CONCLUSION OF SUBSIDIARY MOTIONS

- Always considered in order of rank or order of precedence
- When pending, any motion above it in rank is in order; any motion below it is out of order

G. TWO COMMONLY MISUSED MOTIONS

1. Postpone Indefinitely and Lay on the Table

- Lowest-ranked subsidiary motion is Postpone Indefinitely
 - Motion to kill a main motion
 - Avoids a direct vote on the question on the floor
 - Used to test the strength of a motion that a faction opposes
 - Designed as a courtesy motion, to prevent a direct vote on a question that might be embarrassing to the group

- Highest-ranked subsidiary motion is Lay on the Table
 - Made that the group “table the motion” with the intent that the group clear the floor and “get rid of” the motion
 - Designed as a courtesy motion, to set aside a question by a majority vote for something more important
 - Cannot be amended or debated
 - Is out of order when used to kill or avoid a measure

VIII. Privileged Motions

- Not related to business on the floor.
- Only ones that can interrupt business because of importance
 - Question of Privilege
 - Recess
 - Adjourn

A. QUESTION OF PRIVILEGE

- Relate to the rights of the organization or any of its members
- Allows for interruption of business only if it’s a state of an urgent request
- There are two forms of privilege
 - General privilege
 - Affects the organization and its meeting
 - Personal privilege
 - Affects individual members

1. Parliamentary Rules of Privilege

- The chair usually rules as to whether privilege is important enough to interrupt business
- If motion of privilege are made when no business is pending then they can be debated
- Once the question of privilege is settled, the member who had the floor continues to speak

B. RECESS

- Proposes a short intermission in the meeting
- Temporarily suspends business, which is later resumed
- The motion should state the length of the recess
 - 1. **Parliamentary Rules of Recess**
 - Recess must be seconded
 - It cannot be debated
 - It can be amended, but only as to the length or time of the recess
 - It requires a majority vote

C. ADJOURN

- Means to close the meeting
- Can be done while business is pending provided that the rules of the group provide for another meeting
 - any pending/unfinished business is carried over to the next meeting

D. PARLIAMENTARY RULES OF ADJOURN

- Adjourn must be seconded
- It is out of order when a member has the floor
- It cannot be debated

- It cannot be amended
- It requires a majority vote

IX. Incidental or Unranked Motions

- Incidental motions relate to procedure and not directly to question on the floor
 - Have no rank among themselves and may be applied to any main motion
- A. POINT OF ORDER**
- Motion to use if you feel the Chair is failing to operate within the rules
 - Alerts members to a breach of a procedure as well as requiring the chair to defend a ruling
- B. APPEAL**
- Motion that allows any two members to counter what they feel is an incorrect or unfair ruling of the Chair
 - If seconded requires the Chair to submit the ruling to the vote of the group
 - Group may vote in favor or vote against it which will reverse it
- 1. Special Parliamentary Rules**
- Appeal requires a second
 - It is debatable, but the debate has limits
 - No member is allowed to speak more than once, except the Chair, who speaks first in defense of the ruling and may again speak at the end, immediately before the vote
 - A majority vote in the negative is required to reverse the ruling of the Chair
- C. POINT OF INFORMATION**
- Used to obtain additional information on the subject being considered
- D. PARLIAMENTARY INQUIRY**
- Motion that enables the members to obtain parliamentary help
- E. DIVISION**
- Allows any one member to demand that the Chair verify a vote
 - Chair must retake the vote in a manner in which the group can see and be assured of the correctness of the call
 - If division has been called on a voice vote, the Chair retakes the vote by asking for a rising vote or by a show of hands in a small group
 - On a rising vote, the Chair retakes the vote by asking for a counted rising vote
- F. DIVISION OF A QUESTION**
- May be used when a motion or resolution contains several parts, and the group wishes to vote on each part separately
- 1. Parliamentary Requirements**
- Must be able to stand alone for division of a question to be in order
 - Requires a second
 - Requires a majority vote
- G. OBJECTION TO THE CONSIDERATION OF A QUESTION**
- Used when a member feels that it would be harmful for a particular motion to come before the group for discussion and vote
 - Motion is stated in the affirmative, so two-thirds of the members must vote in the negative to suppress the motion

1. Parliamentary Requirements

- It does not require a second
- It cannot be debated or amended
- Requires a two-thirds vote
- Must be made before debate has begun
 - Otherwise, consideration has already begun and it is too late to object

H. PERMISSION TO WITHDRAW A MOTION

- Allows a member who realizes he has made a hasty or ill-advised motion to withdraw it with the consent of the group
- Saves time in disposing of the motion

X. Restoring Motions or Motions that bring a Question Back

- Allow a group to change its mind
- Are a separate category because of their contradiction to the parliamentary rule
 - Rule states that once a question has been decided it cannot be brought up again at the same meeting
- Members have the right to rethink a situation if they feel their decision has been made too quickly or without enough information
- Two most commonly used restorative motions are rescind and reconsider

A. RESCIND

- Motion used to quash or nullify a previously adopted motion
- May strike out an entire motion, resolution, bylaw, and so on
- 1. Special Parliamentary Rules**
 - Rescind is not in order when any action has already been taken as a result of the vote
 - Must be seconded
 - Requires a two-thirds vote unless notice has been given at the previous meeting, either verbally or in writing
 - If notice has been given, motion only requires majority vote

B. RECONSIDER

- Motion that allows a group to reconsider to vote on a motion
- Enables majority of the members, within a limited time, to bring back a motion for further consideration after it has been acted upon
- 1. Special Parliamentary Rules**
 - Rules limit who can make the motion
 - Only be made by someone who voted on the prevailing side
 - It has a time limit
 - Must be made on the same day that the vote to be reconsidered was taken
 - In a convention, it may be made on the next succeeding calendar day, but no later
 - It requires a second
 - It may be debated and it opens up the motion to which it is applied to debate
 - Requires only a majority vote

- May be made and seconded while other business is pending because of its time limit
 - It is not debated and voted on until the business on the floor is completed
- All action that might come out of the original motion is stopped at the time that reconsider is made and seconded
 - Is the main value of the motion, ad should be made quickly as the situation calling for it is recognized

XI. Resolutions

- Nothing more than a main motion submitted in writing
 - Generally used when an organization wishes to publish policy, principles, and sentiments or when more formality is desired
 - There are two parts to a resolution:
 - First part is known as the preamble which begins with “Whereas”
 - Should be limited to providing the reasons for the resolution and any background information that might strengthen it
 - Second part of the resolution begins with “RESOLVED” and contains the motion to be adopted
 - A brief, well-written resolution is more effective than a long, windy one
 - Preamble is not a parliamentary requirement
 - Should not be used merely for the sake of form
 - Punctuation of a properly written resolution is important to note
 - Each clause is written as separate paragraphs punctuated with a semicolon
 - Only period appears at the end, no matter how lengthy the resolution is
 - Beginning word of each clause in the preamble and “That” in the resolved section are capitalized
- A. ACTING ON A RESOLUTION**
- The resolves of a resolution are stated by the précising officer and acted upon first
 - Are handled like any other main motion and are open to amendment

XII. Voting

- Is the means by which an individual member expresses a choice in a group
- A. TYPES OF VOTES**
- A majority vote is more than half of the votes cast
 - Basic requirement for approval of an action or a choice except when a rule provides a higher vote to adopt
 - A two-thirds vote has at least twice as many votes on the winning side as on the losing side
 - A vote of one-third plus one can defeat a proposition
 - A plurality vote is the largest number of votes given any candidate or proposition when there are three or more choices

B. METHODS OF VOTING

1. Voice Vote

- Voting by voice is the usual method of voting when the motion does not require more than a majority
- The Chair calls for the affirmative first
- The negative vote is next called for
 - Vote must always be taken even though the Chair feels the affirmative vote has been sufficient to pass the motion
- The Chair makes the decision regarding the vote by what he hears

2. Rising Vote or Show of Hands

- Should be taken for all motions requiring a two-thirds vote
 - Voice vote cannot accurately determine a two-thirds vote
- If motion requires a two-thirds vote, Chair should inform the group

3. Verifying a Rising Vote

- A counted rising vote is the clearest way for the Chair to determine an inconclusive rising vote
- Any member may move that the vote be counted
 - Requires a second and a majority to adopt

4. Ballot Vote

- Voter writes choice on a piece of paper when voting is by ballot
- Primarily used to protect the voters' right to secrecy
- Only used if specified in the bylaws or ordered by the group
- Vote by ballot can be ordered by a majority vote
- Ballot may be an official printed form or merely a slip of paper
- Directions for marking the ballot must be absolutely clear
- Chair appoints "tellers" to distribute, collect, and count the ballots
 - They then report the results to the Chair, who announces the results of the vote
- Abstentions are not counted
 - Only the number of votes cast is counted

5. General Consent

- Is an informal agreement of the group
 - Method by which action is taken without a formal vote or on occasion without a motion
- The Chair initiates the procedure
- Quickly disposes of matters of routine business or those matters on which the Chair senses the group is in agreement
- Member may object if he feels it is important to have a formal vote

6. A Tie Vote

- Is a lost vote because majority was not obtained
- The Chair is not compelled to break a tie
 - The Chair has a right to vote as a member, but it is recommended that he not vote unless the vote is by ballot
 - The Chair should appear impartial

- 7. **A Proxy Vote**
 - Is a written power of attorney given to one person to cast a vote on another's behalf
- 8. **A Mail Vote**
 - A printed ballot and return envelope are mailed to each member
 - Bylaws must state that a mail vote is permitted
 - May be used when a vote of the full membership is desired
- 9. **Electronic Voting**
 - Each member votes by use of an individual keypad

XIII. Bylaws

- A document adopted by an organization that contains the basic rules for governing itself
 - Bylaws define the primary objective of an organization and describe how that organization will function
 - Good by laws should be concise, clear in meaning and well organized so they are easy to use
 - Never should be unduly restricted
 - Must be consistent with current practices and legal requirements of the state
 - Each sentence should be complete so it cannot be quoted out of context
- A. **CORPORATE CHARTER**
 - Is a legal instrument that sets forth the name and object of the organization and any other information that may be required by state or federal law
 - Incorporation is necessary if the organization is to own property, make legally binding contracts, or inherit legacies
 - Should be drafted by an attorney and processed in accordance with the legal requirements of the state in which the organization is chartered
 - Supersedes all other rules of an organization and should be printed
 - Nothing in the charter can be suspended by the organization itself
 - Should contain only information absolutely necessary to obtain it
 - B. **STANDING RULES**
 - Those rules that relate to the details of administration
 - May be adopted without previous notice and by a majority vote
 - May be rescinded and amended without notice
 - C. **AFFILIATED ORGANIZATIONS**
 - If affiliated with a parent organization, either state or national, must concur with the requirements of the bylaws of the parent organization
 - Local unit should not adopt provisions from the parent organizations bylaws that have no local application in a desire to conform
 - D. **CHANGING BYLAWS**
 - The bylaws of an organization should be reviewed from time to time to ensure that they reflect the current needs and practices of the group.
 - Bylaws may be changed by either amendment or revision
 - A. Amendment opens only specific sections to change for which notice has been given

B. Revision opens to the entire document to review and change.
Involves rewriting the existing document and substituting a newly written document

- Bylaws usually require previous notice and a two-thirds vote for change.
- When drafting the published notice, it is important to be specific as to whether notice is being given for amendments or a revision.
- Proposed amendments are placed on the agenda under General Orders just before New Business.
 - May be amended by a majority vote
 - A motion to amend the proposed amendment may not exceed the scope of the notice
- When three or more alternatives for an amendment are presented, the least inclusive amendment is presented first and the most inclusive last.
- Elected officers should not be “amended” out of office before the expiration of their terms
 - Organization essentially has a contract with officers already elected and any action taken should be done with consideration
 - A timetable for the abolition of office should be developed and should not be incorporated into the printed bylaws.
- A proviso should be attached that details the timetable for phasing out of the positions.
 - Are numbered and attached to the draft of the bylaws on a separate sheet headed “Proviso Relating to Transition.”
 - Prevents cluttering up the new bylaws with the details of the transition period
- Unless vote is unanimous, close votes should be counted and recorded in the minutes.

1. Amendments to Amendments of Bylaws

- Amendments to bylaws are main motions and may therefore have primary and secondary amendments to them.
- Amendments to amendments are limited in the extent of change for which notice was given.
 - Amendments to amendments may not introduce any new changes not specified in the notice.
 - Adopted by majority vote, however the amended amendment still requires a two-thirds vote.
- Amendments may not exceed the scope of the notice.
 - Prevents a minority from proposing a slight amendment to a bylaw and then taking advantage of the absent members by proposing a greater change.

E. HANDLING BYLAW AMENDMENTS

- Bylaw amendments become effective immediately upon adoption and cannot be reconsidered.
 - If the amendments are not to go into effect immediately, the motion to adopt should contain a proviso.

- Recommended that a revision or a series of amendments be presented by paragraphs to save time in the voting process.
 - Opens each proposed amendment to debate and amendment separately and in order
- All amendments are adopted or defeated by a standing two-thirds vote.

F. GIVING NOTICE OF BYLAW AMENDMENTS

- Important that the written notice be crystal clear as to the changes suggested and the reasons for the changes.
- Recommended that notice be given with a three-column form to clearly indicate the proposed amendments, how the amended section will be read, and the reasons for the proposed change.

XIV. An Introduction to Electronic Parliamentary Procedures

A. DEFINITIONS

- Teleconferencing is any interactive communication between three or more people using telecommunications links at two or more places.
- Videoconferencing is like a live TV program that uses satellites to specifically licensed sites, allowing spoken and visual communication among participants around the world.
- Computer conferencing uses printed communication through computer terminals.
- Audio conferencing (conference calls) uses telephone lines to link participants in spoken communication in multiple locations.

B. ADVANTAGES OF ELECTRONIC MEETINGS

Some advantages of electronic meetings are:

- Electronic meetings reduce the costs of large national and international meetings.
- They are good for simple problem solving, information sharing, and procedural tasks.
- They increase attendance among members who are unable to attend due to time constrictions, climate, or transportation problems.
- Group members often participate more fully in a well-moderated teleconference than in a face-to-face meeting.

C. DISADVANTAGES OF ELECTRIC MEETINGS

- Technical and equipment failures may occur.
- Electronic meetings are more impersonal, making it difficult to create an atmosphere of easy rapport.
- Difficulties may be encountered in deciding complex issues that require negotiations.
- Members may lack familiarity with the skills required to conduct such meetings.
- Greater member preparation is necessary for a productive meeting.
- Electronic meetings present difficulties in assigning the floor (determining the speaking order) of members.

D. DANGERS OF ELECTRONIC MEETINGS

- Important not to underestimate the merits of interaction in face-to-face meetings
- Essential to protect the democratic principles that sustain decision making

E. PARLIAMENTARY REQUIREMENTS

- Parliamentary law dictates that decisions be made by a majority of members present at a duly-called meeting at which a quorum is present.
- The parliamentary requirements for electronic meetings are as follows:
 - The bylaws must state that electronic meetings may be held
 - Proper notice of the meeting must be given
 - A quorum must be present
 - Each member must be given an opportunity to express his views and to listen to the views of others
 - A legal vote must be obtained by written ratification to verify the vote of an electronic meeting

F. SPECIAL RULES REQUIRED

- Special rules need to be developed to ensure that the democratic process is preserved, such as:
 - A means of verifying members and a quorum
 - Rules regarding debate
 - How a member obtains the floor
 - How the vote is to be taken and verified
 - Criteria for when and how electronic meetings may be used

XV. Videoconferencing

- Members can see each other on a computer screen and hear each other through their computer speakers
 - The images of participants can be either permanent presence or voice activated

A. HOW TO ORGANIZE A VIDEOCONFERENCE

- Develop rules for the conduct of the meeting.
- Prepare and distribute a detailed agenda.
- Establish the time of the meeting.
- Prepare a list of contact numbers in the event the connections fail to work.
- Develop a “minutes form” to record action agreed upon.
- Develop a “ratification form” that is sent to each member to sign and record his vote. This form is returned to the chairman.

B. DURING THE MEETING

- Open the meeting with roll call and determine that all can hear/see you. Ask each member to introduce themselves to assure they can be heard.
- Review the planned agenda.
- Review the rules of the meeting, especially as to how members obtain recognition and the floor.
- Leave longer pauses when recognizing members due to the time lag in transmission.
- Address members by name.

- Clearly state the question when it is time to open discussion.
- Verify votes by calling each member's name.
- Clearly adjourn the meetings.

C. VIDEOCONFERENCING ETIQUETTE

- Speak clearly and more slowly than normal.
- Keep body movements to a minimum.
- Dress in muted colors, avoiding loud plaids and stripes.
- Use the mute button when shuffling papers, coughing, and so on.

D. PARLIAMENTARY REQUIREMENTS FOR VIDEOCONFERENCING

- The bylaws must contain a statement permitting videoconferencing.
 - Usually in the "Meetings" section.
- The bylaws should also state that signatures transmitted by facsimile transmission shall be deemed as valid.

XVI. The Conference Call (Audio Conferencing)

- All states recognize that a duly-called meeting for a conference all at which a quorum is present is a valid meeting.

A. HOW TO ORGANIZE AND RUN A CONFERENCE CALL

1. Before the Call

- Develop rules for the conduct of the meeting.
- Develop a conference call checklist.
- Develop a detailed meeting agenda form that should be sent to all members ahead of time.
- Develop a meeting minutes form to accurately record action agreed upon.
- Develop a "feedback form" that can be e-mailed to the participants. This allows members to review their impression of the meeting.
- Develop a "ratification form" that members sign and return by facsimile transmission or regular mail.

2. During the Call

- Open the meeting with a roll call.
- Review the rules, such as:
 1. Members shall identify themselves and request permission of the chairman before speaking.
 2. No member may speak more than two minutes at a time.
 3. No member may speak more than once until all who wish have spoken.
 - Introduce any new members so that all of the members know each other.
 - Clearly state the question when it is time to open discussion.
 - Track who is talking and call on those members who have not spoken.
 - Verify the vote by calling each member's name and asking how he wishes to vote.

- End the call clearly, making certain that all members know that the meeting is adjourned.

B. CONFERENCE CALL ETIQUETTE

- Be on time.
- Take the call in a quiet location.
- Use a hardwire phone if possible.
- Turn off your call-waiting.
- State your name before you begin talking as required by the rules.
- Respect the time limits set for debate.
- Do not put the phone on hold to perform another task.

C. VALIDATING ACTION

- Each member signs a written consent for action taken during the conference call (ratification).
- The action may be ratified at the next face-to-face meeting.

D. PARLIAMENTARY REQUIREMENTS

- The bylaws must contain a statement permitting teleconferencing.
- The bylaws should also state that signatures transmitted by facsimile transmission shall be deemed as valid.

E. A CAUTION REGARDING TELEPHONE POLLING

- Calling members of a board or committee and polling them regarding action to be taken does not meet the requirements for a meeting.
 - Important element of group deliberation is missing.

XVII. E-mail

A. USES IN ORGANIZATIONS

1. Meetings

- Virtually every state has rules that e-mail meetings are not valid meetings due to the legal principle that boards are not authorized to deliberate and act as a group, not individual members.
- Robert's Rules in plain English, Second Edition recommends against the attempted use of e-mail for meeting purposes.

2. Uses

- Best parliamentary use of e-mail is to facilitate board meetings.
- Secrecy is not guaranteed in e-mail, so no minutes of an executive session, personnel matters, or other sensitive material may be sent by e-mail.

3. E-mail Policy

- Should clearly outline the use of office e-mails
 - Is a communication of the organization and is not for personal use.