Using Basic Parliamentary Procedure
This presentation is based on Robert’s Rules of Order, newly revised, 11th edition (October 2011).

Your individual bylaws may say something different that what I say, which is OK, unless it is in violation of ARK. CODE ANN. §4-33-101-1707
Why do we use Parliamentary Procedure?

• To facilitate the transaction of business
• To promote cooperation and harmony
• To ensure that all members have equal rights, privileges, and obligations
• Ensure the majority has the right to decide, but the minority has rights which must be protected as well
Parliamentary Procedure

• Rules that limit, guide and protect the individual
• Protect the rights of the minority
• It’s not that the decision you make must be correct, but each decision you make must be correctly made.
Bylaws

• Rules that govern the organization
• Legally binding
• Can override parliamentary authority
Basic Principles

• There are some basic principles for the use of Parliamentary Procedure.
• When they are remembered, then meetings will run more smoothly and business will take place.
Basic Principles

• A quorum must be present for the group to act.
  – As defined by the by-laws
  – If not, then majority of membership
• Only one question should be considered at any given time.
• No member should speak until recognized by the chair.
• The chair should maintain strict impartiality during discussion.
  – Chair can vote if it will affect the outcome
Quorum

- Quorum is minimum number of members necessary to conduct business (present throughout meeting)
- Chair should determine quorum before meeting
  - Bylaws can determine method to determine, i.e. roll call
- Quorum should be determined by bylaws
  - For all meetings – regular, special, annual, etc
  - Otherwise, it is majority of entire membership
- If quorum ceases to exist during meeting:
  - Only motions in order are:
    - To recess until quorum returns
    - Motion to adjourn
Presiding Officer

• Stands when calling the meeting to order (in larger meetings)
• Says, “The meeting will come to order.”
• Can approve the minutes without a motion
• Can adjourn a meeting without a motion
  – After asking for additional business and not hearing any
  – Adjournment time is reached on an adopted agenda
Procedure for Handling Main Motions

• Member rises and addresses the Chair.
  – “Mr./Madam President or Chairperson.”
• Chair recognizes the member.
• Member states:
  – “I move that _______ (states motion).”
• Second to motion (not necessary to stand or be recognized).
  – “I second the motion.”
  – If the motion comes as a recommendation from two or more members, the motion does not need a second.
Procedure for Handling Main

• Chair states motion:
  – “It has been moved by (name) and seconded that ________.”

• Discussion:
  – If debatable, every member has right to debate
  – Chair refrains from debate while presiding
  – Proposer of motion has first right of debate
  – Must be related (germane) only to motion

• The Chair says:
  – “If there is no further discussion, the motion is ______(restate motion).”
• Vote:
  – The Chair says, “All those in favor of ______(the motion is stated) say ‘aye.’ Those opposed say ‘no.’
  – If motion requires 2/3 vote, ask for rising or by show of hands.
  – Should always ask for those opposed.
• Result of the vote is stated by chair.
  – “The motion is carried” or “the motion is lost.”
  – If counted vote, give number on both sides
Debate

• Chair begins debate by asking for discussion
• Maker of motion has right to speak first, if properly recognized
• Can only speak twice on same question during the same day
• Any motion that stops or limits debate requires a 2/3 vote
Tie Vote

• A tie vote is a failed vote
• President/chair does not have to break a tie unless specified in bylaws
• President/chair can vote to make or break a tie vote
• RONR states that the chair can vote anytime it will affect the outcome
Classes of Motions

- Main Motions
- Motions That Bring a Question Again Before the Assembly
- Incidental Motions
- Subsidiary Motions
- Privileged Motions
Order of Pending Motions

• Privileged Motions
• Subsidiary Motions
• Incidental Motions (non-ranked)
• Motions That Bring a Question Again Before the Assembly
• Main Motions
Privileged Motions

• Do not relate to pending business
• Related to the rights and privileges to the assembly or to its members
• Not Debatable
Privileged Motions

- To fix the time to which to adjourn
- To adjourn
- To Recess
- To rise to a question of privilege
- To call for the order of the day
Subsidiary Motions

- Assisting in treating or disposing of a main motion
- All require second
- Debatable: Depends
- Requires majority vote unless involving rights of others
  - Call for previous question (2/3)
  - Limit or extend of debate (2/3)
- Most widely used is “Amend”
Subsidiary Motions

- To lay on the table
- To call for the previous question
- To limit or extend debate
- To postpone to a definite time
- To refer to a committee
- To amend
- To postpone indefinitely
Incidental Motions

• Incidental to pending motions or business at hand
• Not debatable
Incidental Motions

- To suspend the rules
- To withdraw a motion
- To call for reading of papers
- To object to consideration
- To rise to a point of order
- To rise to a parliamentary inquiry
- To appeal from the decision of the Chair
- To call for a division of the house
- To call for a division of the question
Motions That Bring a Question Again Before the House

• Brings back to the assembly a question that has already been considered
• Requires a second
• May or may not be debatable
  – Take from table, non-debatable
Motions That Bring a Question Again Before the House

• To reconsider
• To rescind
• To take from the table
Commonly Used Motions

- Main Motion
- Motion to Amend
- Call for the Question
- Call for the Division of the House
- Refer to a Committee
- To lay on the Table
- Withdraw a Motion
- Rise to a Point of Order
- Adjourn
Main Motion
(Class of Motions)

- Brings before the assembly a question or business consideration
- In order only when no other motion is pending
- Only one main motion on the floor at any time
- Requires second, debatable, usually approved by majority vote, unless some provision in bylaws require different vote
Amendments

• Only two amendments can be pending at any one time
  – Primary
    • Applied to Main Motion
  – Secondary
    • Applied to primary amendment
      – Can have infinite number of secondary amendments as long as only two total amendments pending at any one time

• Vote on amendments in reverse order
  – Secondary then primary
Amending a Motion

• Most used Subsidiary Motion

• Methods of Amending
  – Insert (inside the motion)
  – Add (at the end)
  – Strike out
  – Strike out and insert (words only)
  – Substitute (a paragraph)

• Must be germane to main motion
“Question or Call for the Question”

- Actual motion is “Call the Previous Question”
  - Must be recognized by chair to make motion, cannot be just shouted out
- Is a vote to stop debate and not to vote on pending motion
- Requires a 2/3 vote to pass
  - 2/3 votes are taken by rising vote
- If receives 2/3 vote, motion passes and debate is stopped and a vote is taken immediately on pending question
- If does not receive 2/3 vote, motion fails and debate continues
Call for the Division of House

- Questions results of a vote
- Only in order if a questionable vote
- Can be made by a single member
- Can interrupt a speaker
- Is not debatable
- Does not require a vote
- Made only by rising vote or show of hands
  - Counted vote must be made in form of motion
  - Chair can ask for counted vote at any time
Refer to Committee

- Allows for additional information or study of issue before voting
- Motion to Refer should include details of who the committee will be and who will appoint
- Usually defines time for committee to report
Tabling a Motion

• Proper form of motion is to “Lay on Table”
• Misuse of “Postpone Indefinitely” or “Postpone to a Definite Time”
• Intention sometimes is “Refer” or “Commit” which sends to committee for further review
• Out of order when no business is pending
• Definite time to “Take From the Table”
  – If next meeting within quarter, by end of next meeting
  – Over quarter, end of current session
Withdraw a Motion

• Motion can be withdrawn at any time prior to voting
• Before restated by chair belongs to maker
  – Can be withdrawn, changed or modified in any way with only approval of maker
• After restating, belongs to assembly
  – Maker asks permission to withdraw
  – Chair treats first as unanimous-consent request
  – If objection, treated as a subsidiary motion
Rise to a Point of Order

• Used to correct a mistake in procedure
• Can interrupt a speaker
• Doesn’t require a second
• Is not debatable
• Chair rules
• Must be raised at time of mistake before action has been taken
Adjourn

- Next to highest ranking motion
- Fix the time to which to adjourn is highest
- Can not interrupt a speaker
- Requires a second
- Not debatable
- Majority rules
- Chair can adjourn without motion
  - If no other business is pending
  - If time is reached on an adopted agenda
Motions Requiring 2/3 Vote

•Suspends or modifies Rules of Order
•Prevents introduction of a motion
•Closes, limits or extends debate
•Limits freedom of nominations or voting
•Takes away membership or office
Out of Order Motions

• Motion to suspend bylaws
• Motion in conflict with bylaws or Articles of Incorporation
• Any motion outside the scope of the organization
  – “The purpose of this organization is ....”
• Any motion to conduct business if quorum is not present, except motion to recess or adjourn
Minutes

• Only record what was done, not everything that was said
• Seconder of motion need not be recorded
• Corrected at any time mistake is discovered, even years later
• Good minutes are first line of defense in lawsuit
Common Mistakes

• Asking for “Additions, Deletions or Corrections, etc” on minutes
  – Only ask for correction – covers everything
• Using “So Moved” to make motion
  – Use “I moved that........”
• Approving treasurers report
  – Filed for audit, audit report is approved
• Reporting too much information in minutes
  – Only report what was done, not said
• Using “Old Business” on Agenda instead of “Unfinished Business”
Conducting Meetings
Order of Business vs. Agenda

• Order of Business
  – Basic outline of business proceedings

• Agenda
  – Schedule of the order of business, with details
  – Should never be included in bylaws
  – Could not vote to immediately suspend the rules if in bylaws
  – Should not be confused with Rules of Order
Order of Business

• Call to order
• Reading and approval of the minutes
• Reports of Special Committees
• Special Orders (matters which demand special priority)
• Unfinished Business (not old business)
• New Business
Agenda

- Call to Order
- Opening Ceremonies
- Roll Call
- Reading and Approval of the Minutes
- Report of Officers, Boards and Committees
- Unfinished Business
- New Business
- Program
- Announcements
- Adjournment
Arkansas Nonprofit Corporation Act of 1993

ARK.CODE ANN. §4-33-101-1809

Board Member Immunity

• Arkansas Code § 16-120-102
  – Provides immunity to board members from tort liability of any nonprofit corporation
    • Must have valid federal income tax exemption

• Still liable for personal negligence
  – Assault, battery, etc
Questions?