

# Rules and Guides of Order

## Rule 1

### Role of the Chair

Authority for conduct of the meeting shall be assigned to the chair, who shall be responsible for timely, fair, and reasonable conduct of the meeting's business. Decisions of the chair are final on questions of procedure, except that any ruling may be appealed to a majority vote of the meeting. If a ruling of the chair is corrected by the meeting, the chair shall amend its ruling to reflect the will of the meeting.

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## Rule 2

### The Rules and Governing Law

The rules of conduct of the meeting are subordinate to bylaws of the organization, which are subordinate to the articles (or charter) and to prevailing state or federal law.

While Rules 1 and 2 are mandatory, the remaining principles are denominated as guides and serve as guidance to the chair, subject to Rules 1 and 2.

## Guide 1

### The Agenda

The chair shall be responsible for establishing the order of business, or agenda, in consultation with the secretary, and shall ensure that the order of business is posted or circulated as required by the bylaws, articles, or law.

## Guide 2

### Convening the Meeting

The chair shall be responsible for ascertaining and announcing the presence of a quorum and the due convening of the meeting.

### **Guide 3**

#### **Special Officers**

The chair shall have authority to appoint a special chair to conduct the meeting, a special secretary to record minutes, or other special officers for the purpose of assisting in conduct of the meeting. The special chair or other specially appointed officers shall serve under the authority of and be subject to direction of the elected chair. A special secretary shall also serve under supervision of the elected secretary.

### **Guide 4**

#### **Approval of Minutes and Reports as Submitted**

By announcement of the chair, unless an objection is raised, previously circulated minutes of meetings and reports not requiring action may be approved as submitted. If an objection is made, approval shall be presented in the form of a motion.

### **Guide 5**

#### **General Discussion**

Issues that require consideration of the meeting may be discussed with or without formal motion. An issue may be

resolved (a) by recording the general consensus or "sense of the meeting" or (b) by a formal motion.

### **Guide 6**

#### **General Principles for Discussion or Debate**

Discussion of any issue is subject to regulation by the chair to assure adequate consideration of relevant points of view in the best interests of the organization. The objectives of discussion are:

- (a) to determine the will of the body and to articulate decisions for conduct of business;
- (b) to assure sufficient discussion and consideration of issues so that all pertinent points of view are considered;
- (c) to maintain at all times the dignity of the meeting so that each recognized speaker's views are made known to voting participants and to ensure that appropriate respect is accorded all members; and
- (d) to present the consideration of business in a manner understood by all participants.

## **Guide 7**

### **General Consensus or Sense of the Meeting**

When a course of action is embraced by a clear consensus of meeting participants, the chair may, if there is no objection, state that action upon the issue is resolved by "general consensus" or the "sense of the meeting." A ruling as to general consensus or the sense of the meeting shall be recorded in the minutes as the decision of the meeting.

## **Guide 8**

### **Use of Motion Practice**

Where a sense of the meeting cannot be determined with reasonable certainty (as discussed in Guide 7), or where by reason of importance of the matter formal approval or a count of the votes is desired, the chair or any member may state the proposal as a motion governed by motion practice as set forth in Guide 10.

## **Guide 9**

### **Motion Practice**

The guides of motion practice shall be applied as a recommendation to the chair in disposition of formal motions, which are resolved by a vote of the meeting.

## **Guide 10**

### **Motion Practice and Precedence**

Under these guides, motions should be limited to those set forth below. They are grouped into three categories and listed in order of precedence; when any motion is pending, any motion listed above it in the list is in order, but those below it should be considered out of order.

Where a required vote is stated, reference is made to those present and voting or, in situations such as shareholders meetings where participants may have more than one vote, reference is to the number of votes cast.

#### **A. MEETING CONDUCT MOTIONS.**

##### **1. Point of Privilege.**

###### *Characteristics:*

- May interrupt a speaker.
- Second not required.
- Not debatable.
- Not amendable.
- Resolved by the chair, no vote is required.

##### **2. Point of Procedure.**

###### *Characteristics:*

- May interrupt a speaker.
- Second not required.
- Not debatable.
- Not amendable.

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- Resolved by the chair; no vote is required.

*Similar Motions Included:* Point of order, point of inquiry.

### 3. To Appeal a Ruling of the Chair.

*Characteristics:*

- May not interrupt a speaker.
- Second required.
- Debatable.
- Not amendable.
- Majority vote required.

*Special Note:* If a ruling of the chair is based upon governing law (e.g., not a proper subject of the meeting or a matter requiring prior notice), it is not appealable.

### 4. To Recess the Meeting.

*Characteristics:*

- May not interrupt a speaker.
- Second required.
- Debatable.
- Amendable.
- Majority vote required.

## B. DISPOSITION MOTIONS.

### 1. To Withdraw a Motion.

*Characteristics:*

- May interrupt a speaker.
- Second not required.

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- Not debatable.
- Not amendable.
- Resolved by the chair, no vote is required.

### 2. To Postpone Consideration.

*Characteristics:*

- May not interrupt a speaker.
- Second required.
- Debatable.
- Amendable.
- Majority vote required.

*Similar Motion Included:* To table; to postpone indefinitely.

### 3. To Refer.

*Characteristics:*

- May not interrupt a speaker.
- Second required.
- Debatable.
- Amendable.
- Majority vote required.

### 4. To Amend.

*Characteristics:*

- May not interrupt a speaker.
- Second required.
- Debatable.
- Amendable.
- Majority vote required.

5. To Limit, Extend, or Close Debate.

*Characteristics:*

- May not interrupt a speaker.
- Second required.
- Debatable.
- Amendable.
- Two-thirds vote required.

*Similar Motions Included:* To move the question; to call the previous question.

6. To Count the Vote.

*Characteristics:*

- May not interrupt a speaker.
- Second required.
- Not debatable.
- Not amendable.
- Mandatory when seconded; no vote required.

*Similar Motions Included:* To divide the assembly.

**C. MAIN MOTIONS—TO TAKE ACTION OR RECONSIDER ACTION TAKEN.**

*Characteristics:*

- May not interrupt a speaker.
- Second required.
- Debatable.
- Amendable.
- Majority vote required unless a greater vote is required by the bylaws, articles, or law.

**Guide 11**

**Elections**

Elections are initiated by the process of nomination set forth in the bylaws, charter, or prevailing law. If more than one candidate is nominated to any office, reasonable discussion should be allowed as to the fitness of candidates to serve. For particular offices, a majority vote is required; however, the directors are chosen by plurality vote (unless otherwise required in the bylaws, charter, or governing law).

**Guide 12**

**Adjournment**

Upon completion of the meeting's agenda, if no further business is indicated, the chair shall adjourn the meeting. Adjournment may be accomplished by motion or announcement of the chair. A motion to adjourn prior to completion of the agenda is not appropriate and therefore out of order.

## Guide 13

### Minutes

Minutes of the meeting shall be recorded by or under supervision of the secretary and be submitted for approval at a subsequent meeting. In the absence of the secretary, the chair shall appoint a special secretary of the meeting.

## Chart of Guidance for Motion Practice

Motion	Interrupt a Speaker	Second Required	Debatable	Amendable	Vote Required
<b>MEETING CONDUCT MOTIONS:</b>					
Point of Privilege	yes	no	no	no	none
Point of Procedure	yes	no	no	no	none
To Appeal	no	yes	yes	no	majority
To Recess	no	yes	yes	yes	majority
<b>DISPOSITION MOTIONS:</b>					
To Withdraw	yes	no	no	no	none
To Postpone Consideration	no	yes	yes	yes	majority
To Refer	no	yes	yes	yes	majority
To Amend	no	yes	yes	yes	majority
To Limit, Extend, or Close Debate	no	yes	yes	yes	2/3
To Count the Vote	no	yes	no	no	none
<b>MAIN MOTIONS:</b>					
To Take Action, to Reconsider, or to Elect	no	yes	yes	yes	majority unless otherwise required