

MEETINGS OF SMALL BOARDS AND COMMITTEES

Beverly Przybylski, Professional Registered Parliamentarian
beverlyp9@comcast.net; 360-687-1954

In this workshop we will wade through the parli-talk and parliamentary procedures in the 12th edition of *Robert's Rules of Order Newly Revised* (RONR) and the 3rd edition of *Robert's Rules of Order Newly Revised in Brief* (RONRIB) as they apply to small boards and committees. Some of this discussion may weave into owners' meetings. What we will not cover is state law or governing documents.

See additional handouts, "Sample Rules for Electronic Meetings" and "Sample Meeting Rules."

- Quorum** The number of members needed to conduct business. This is not the threshold for a vote. A properly noticed or scheduled meeting should be called to order even if a quorum is not present. [RONRIB, p. 12]
- Inquorate** Options when a quorum is not present: recess to call members; adjourn; set an adjourned meeting. When quorum is lost, business can no longer continue. The owners' open forum may still be held since is not board business. [RONRIB, p. 13]
- Minutes** Not read if previously distributed. This is not dispensing with the minutes, which just delays approval. Vote is not taken on approval. Approved minutes are done by unanimous consent after all corrections have been handled. [RONRIB, p. 14]
- Reports** The agenda does not need to list every officer and chair; only those who will be reporting. [RONRIB, p. 14] Treasurer should report. [RONRIB. p 156]
- Unfinished** Business from the previous meeting that was not handled. [RONRIB, p. 15] Not OLD business. Not business now in the hands of committees or officers.
- Agenda** Sets the order of business. Often a draft agenda is sent out before the meeting, but to be binding it must be adopted. It can be amended, and items can be taken up out of assigned order, all done by adopting certain motions. [RONRIB, pp. 16-17]
- Adjourn** If an adopted agenda sets the time for adjournment, then the chair announces that the meeting is adjourned when that time arrives. A motion can be adopted to continue the meeting by 2/3 vote or by unanimous consent. [RONRIB, p. 17]
- Motion** A proposal to do something, "I move to..." or "I move that..." [RONRIB, p. 20]
- Debate** One person speaks at a time, debate must be germane, person doesn't speak a second time until all have spoken once. Limits don't apply. Cannot call for the question. Can adopt special rules. [RONRIB, pp. 23, 161, and 165]

Vote	Usually a majority of votes cast; also, unanimous consent. [RONRIB, p. 68]
Chair	Can make motions, debate, and vote. [RONRIB, pp. 69-70, and 161]
Second	Not necessary in small boards/committees. [RONRIB, pp. 21 and 161]
Lay on Table	When a motion that is under discussion needs to be set aside temporarily in order to do something else that is time sensitive the motion Lay on the Table is used. [RONRIB, p. 127]
Postpone Indefinitely	When it is desired to defeat a motion without taking a vote on it. [RONRIB, p. 126] There is no such motion in RONR/RONRIB to “table” a motion or discussion.
Postpone Definitely	When the present time is not the best time to discuss the motion. [RONRIB, p. 53]
Decorum	<ol style="list-style-type: none"> 1 – confine remarks to the pending question (also referred to as germane); 2 – address all remarks through the chair; 3 – do not attack another member’s motives; 4 – Avoid using member’s names; it is proper to use titles or simply say the previous speaker if the reference is even necessary; 5 – avoid speaking adversely on prior action not pending, unless it is to make a connection to the current motion or other related parliamentary motions; 6 – cannot speak against your own motion; 7 – refrain from disturbing the assembly
Indecorum	When the chair has lost control of the meeting, then it is time to either recess or adjourn. The chair can say, “unless the members will come to order, the meeting will be adjourned.” Or a member of the board may make a motion to adjourn which must be seconded and adopted by a majority.
Disorderly	<p><u>Member</u> – Members can order a recess, adjourn, or set an adjourned meeting; or order a member removed from meeting. [RONR 61:13-17].</p> <p><u>Nonmember</u> – Chair can order disorderly nonmember to leave, subject to appeal by members. [RONR 61:19]</p> <p><u>Chair</u> – Point of Order and Appeal from the Decision of the Chair are used to control a chair, but when that doesn’t work, a motion to Suspend the Rules is made to remove the authority to preside and the vice president or another presides for the rest of the meeting. [RONR 62:12]</p> <p>Most of what RONR has to say about dealing with offenses at the time they occur is on pages 609-613 [RONR 61:6 – 61:21]. It is a balance of the member’s right to attend and the rights of an organization or board to have an orderly meeting and get business done.</p>

Miscellaneous

Motions often put by the chair – and generally adopted by unanimous consent

Adopt the agenda

Approve the minutes

Adjourn

Appoint members to minutes' approval committee

Motions that should be put to a vote

If it requires 2/3 (rising/standing vote or raised hands in a very small group)

If it involves money

Owners Meetings

All formalities

Three reports: credentials, standing rules and program. Set order of business.

Minutes' approval committee

Problem Areas

Same issue(s); no decisions – have discussion after the motion; rotate speakers; take a vote

Speaker monopolizes meeting – enforce debate rule about speaking second time; adopt rules

Owners' forum – adjourn meeting, set time limit, speaking limits, rules on decorum, sign-in

References:

Robert's Rules of Order Newly Revised (12th ed.)

Small-board rules – 1:24; 49:21; 2:16; 4:56; 50:25-26; 4:9n7; 4:40; 3:12; 3:31n4

Robert's Rules of Order Newly Revised in Brief (3rd ed.)

Small-board rules – p. 112; p. 161, p. 165

Sample Meeting Rules

1. All attendees must register/check in upon arrival and be seated before the call to order.
2. The presiding officer will appoint a committee of _____ members to approve the minutes. The secretary will send the draft minutes to the committee within 14 days of the adjournment. The committee will review the draft minutes within 14 days of being sent, and will approve the minutes after any necessary corrections are made. The secretary or presiding officer will report on the approved minutes at the next meeting.
3. Speaking/Reporting/Debating:
 - A. If available, all speakers will use a microphone.
 - B. Address the chair only.
 - C. Only delegates/voters/owners may introduce motions or resolutions, debate and vote. Main motions and resolutions must be presented in writing and signed by the maker and the seconder and sent immediately to the presiding officer. The maker of the motion will approach the microphone, address the chair and wait to be recognized.
 - D. Each voter shall be entitled to speak ___ time(s) to each question, limited to ___ minutes. Each question shall be limited to ___ minutes.
 - E. Debate may be extended or limited by a two-thirds vote.
 - F. Any owner who has properly signed in may speak for ___ minutes during the owner open forum.
4. Business unfinished at the time of recess will be resumed at the next business meeting. If the business for one meeting is finished before the time of recess, items scheduled for the succeeding meeting will be taken up.
5. Balloting will be announced by the presiding officer. The association's management service will verify owners and proxy holders. Those employees and all tellers will be present during the counting of the ballots. Each candidate for election may have one monitor to observe the counting of ballots. The monitor is an observer only and must remain silent. The monitor may be removed for interference.
6. Cell phones will be turned off or silenced during the meeting.
7. An attendee violating any of these rules may lose certain rights up to and including the right to be present at the meeting, as determined by the board of directors at a board meeting or by the owners at an owners' meeting.

Sample Rules for Electronic Meetings

1. Call-in time. The presiding officer or host will establish the internet link for remote attendees 15 minutes before the start of each meeting.
2. Meeting-room equipment. Microphones and speakers will be utilized at each meeting so that all in-person and remote attendees can hear and be heard.
3. Quorum. The presence of a quorum shall be established either by roll call at the beginning of the meeting, or by the secretary recording the names of participants as indicated by the conferencing software.
4. Decorum. Microphones and telephones/cell phones will be placed on mute unless the member has been recognized to speak.
5. Obtaining the floor. Unless otherwise instructed, a member will raise their hand, either real or virtual, and wait to be recognized. Exceptions may be made for interrupting motions.
6. Motions. Resolutions and main motions must be in writing, sent either via email or by making use of the chat feature of the conferencing software. Pre-submitted resolutions/motions will be sent by the secretary by email to all members in advance of the meeting.
7. Voting. Unless otherwise ordered or required by the rules or statutes, unanimous consent will be used for all voting.
8. Technical malfunctions.
 - a. Each member is responsible for their own internet or telephone connection. Loss of or poor quality of a member's connection will not invalidate any action.
 - b. Business transacted while the meeting-room internet is disconnected is null and void, except that the members in person at the meeting may take any actions that are in order in the absence of a quorum.