

MP350

Simplified Handbook of Parliamentary Procedure

U of A DIVISION OF AGRICULTURE
RESEARCH & EXTENSION
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Preface

This publication is designed to help experienced and inexperienced leaders and members conduct meetings of high quality and efficiency and give them guidance in organizational structure and functions. Knowledge of parliamentary rules is helpful to participants on every level: members need to be aware of methods of good procedure and leaders need to be knowledgeable in the use of proper techniques.

Good parliamentary procedure ensures justice to everyone, prescribes order, reflects kindness and generosity, provides constructive use of limited time and gives one a sense of self-confidence.

The text of this Handbook of Parliamentary Procedure is in harmony with the best authorities and resources available. (See table of references.) It is a streamlined guide adaptable to any size organization or assembly and provides simplified, up-to-date practice and procedure.

Robert's Rules of Order, Newly Revised, 11th Edition, Perseus Publishing, Cambridge, Massachusetts.

Publications of the National Association of Parliamentarians, 213 South Main Street, Independence, Missouri 64050-3850.

Suthers' *The New Primer in Parliamentary Procedure* 1977, Dartnell Corp., 4660 Ravenswood Ave., Chicago, Illinois.

Leonardy's *Elementary Course in Parliamentary Procedure*, Out of Print as of 3/7/83.

Robert's *Parliamentary Law*, Scott, Foresman & Co., New York City, New York.

References

Introduction

The 11th edition of *Robert's Rules of Order, Newly Revised*, is the eleventh edition of the manual that the people of this country have looked to for 135 years as the authoritative statement of parliamentary law and the basic guide to fair and orderly procedure in meetings.

The 11th edition of *Robert's Rules of Order, Newly Revised*, is the only currently authoritative volume to contain what is now the complete *Robert's Rules of Order* subject matter as finally developed by the original author, General Robert, and those who have worked after him.

Among the more important areas of revision in the 11th edition of *Robert's Rules of Order* are:

- More detailed treatment of removal of officers and trials as well as expanded provisions on remedies for abuse of authority by the chair in Chapter XX.
- Revision of the content of modified parliamentary rules in small boards and committees.
- A new subsection on “electronic meetings.”
- Clarification of the rules governing the ways in which business can go over from one session to a later one.
- A new subsection on challenging the announced results of elections and more precise rules on the retention of tally sheets and ballots.
- More precise delineation of the motions in order in the absence of a quorum.
- Clarification of what rights members have to inspect records of the assembly, boards and committees.
- Provision permitting notice to be sent by electronic communications, such as e-mail or fax, to members who consent.

Please refer to the **Preface of the 11th Edition of *Robert Rules of Order, Newly Revised***, for additional important points which are included in the revision.

Membership – Privileges and Responsibilities

No organization can exist without members. The qualifications for membership, which are determined by the organization, should be clearly stated in its governing rules (charter, constitution and/or bylaws). Some organizations define in their governing documents different classes of membership, not all of which include full participation in the proceedings of the organization; however, the term “member” in this handbook refers to a person who has full participating rights.

When one joins an organization, one enters into a “contract of membership” with the organization. Should the member feel that change is necessary, it should be brought about by working fairly through the proper channels within the current rules.

Membership carries with it responsibilities as well as privileges, and where these are peculiar to the organization, they should be defined in its bylaws. However, it is neither necessary nor advisable to encumber bylaws with a list of privileges and responsibilities that are common to members of all organizations. Such a list of generally accepted privileges and responsibilities of membership should include, but should not be limited necessarily to, the following:

A. Privileges

1. To attend meetings.
2. To make motions and enter into debate.
3. To vote.
4. To nominate when appropriate.
5. To be a candidate for office when requested.
6. To insist on the enforcement of the rules of the organization and of parliamentary law based on *Robert's Rules of Order, Newly Revised*, or other adopted authority.
7. To review official records of the organization, including the most recent governing document and the minutes of previous meetings.

B. Responsibilities

1. To promote the object and purposes of the organization.
2. To comply with and uphold the organization's governing rules.
3. To attend meetings regularly and punctually.
4. To give one's undivided attention to the business as well as the program of the meeting.
5. To abstain from acts or remarks outside the meetings that will in any way interfere with the work of the organization and/or its officers.
6. To hold office when requested.
7. To perform conscientiously any duty assigned and accepted in the organization.

- Attends meetings regularly and arrives on time.
- Speaks up during the meeting, bringing out important points and contributing from one's own experiences.
- Learns to be brief, because brevity wins the goodwill of other members.

Refrains from being technical or more strict than is absolutely necessary for the good of the meeting.

- Participates with good humor; brightens up the meeting and makes way for differing viewpoints.
- Faces opposition without taking offense or feeling there was personal criticism where none was intended.
- Serves willingly to the best of one's ability, thus gaining experience with each added duty.
- Confines oneself to the question before the assembly and avoids personalities.
- Practices correct parliamentary procedure.

Keys to Being a Good Member

Meetings

Types of Meetings

All organizations conduct their affairs through meetings. Regardless of format, meetings are one of the following types.

1. **Regular Meetings** – Meetings for which the time and place are usually prescribed in the bylaws or standing rules.
2. **Special Meetings** – Meetings called for transaction of a special item of business. Procedure usually defined in bylaws.
3. **Annual Meetings** – Meetings scheduled for hearing reports, election of officers, amending rules and such other business as may need to come for information of members at the close of the organization year.
3. **Electronic Meetings** – A group that holds an official meeting by alternative means – that is, other than as a single gathering in one room or area – does not lose its character as a deliberative body as long as the meeting provides, at a minimum, a condition of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area.

Bylaws must have provision to allow for conducting an electronic meeting. If done by teleconference, it must be done in a way that allows all participants to hear each other simultaneously, and if done by video conference, they must be able to see each other as well. Special rules of order and standing rules should be adopted with specific details how each participant will be recognized and given the floor. (RONR, p. 97-98)

Procedure for Small Boards

A small board is defined as one where there are not more than about a dozen members present. All of Robert's Rules of Order apply as far as practicable, with certain exceptions. Best to adopt rule on procedure followed, otherwise it is "assumed" small board will be followed. Should not "flip-flop" between large and small board procedures at will but suspend rules to change procedure if necessary.

- Members may raise hand instead of rising to obtain the floor.
- Can be seated while making motions or speaking.
- Motions do not need to be seconded.
- There is no limit to the number of times a member can speak to a debatable Question.
- Motions are still in order to close or limit debate, including limiting times one can speak on a motion.
- Appeals are debatable under the regular rules.
 - Can speak only once in debate.
 - Chair may speak twice in debate.

- Informal discussion of a subject is permitted while no motion is pending. A vote can be taken without a motion, if everyone is perfectly clear.
- Unless there is unanimous consent, all actions must be approved by vote.
- Chair must restate motion before voting.
- Best to take vote by show of hands.
- Chair does not need to rise while putting the question (calling for the vote).
- Chair can speak in informal discussion and in debate.
- Chair can vote on all questions
- Footnote to actual rules (not in actual text of rules)
 - Informal discussion can be initiated by chair.
 - Chair can submit proposals.
 - Chair can make a motion.

(RONR, p. 487-488)

An Order of Business is essential to all meetings in which business of the organization is transacted. It assists the presiding officer and members in proceeding in an orderly way, maintains continuity in the transaction of business and establishes priorities for items of business.

Orders of Business should not be included in the bylaws since the bylaws may never be suspended. The Order of Business should be spelled out in the standing rules or the parliamentary authority. It is recommended that every group adopt a parliamentary authority as a guide. *Robert's Rules of Order, Newly Revised*, is the most widely accepted authority in both deliberative and legislative assemblies.

An Order of Business differs from an Agenda. The following set forth the basic components of both.

Order of Business: The basic outline of the business proceedings.

1. Call to order.
2. Reading and approval of the minutes.
3. Reports of officers, boards, standing committees.
4. Reports of Special Committees (committees appointed to exist until they have completed a specified task or been discharged).
5. Special Orders matters which demand special priority).
6. Unfinished Business (never referred to as “old” business), which deals with matters previously introduced but not completed.
7. New Business (to bring a new matter before the organization for discussion).

Order of Business and Agenda

Agenda: A schedule of the order of business, noting details. These details indicate items of business, reports, programs, appointments, resolutions and such other specific features as the presiding officer may need to ensure an orderly and courteous transition from item to item in the conduct of business. Careful preparation of an agenda requires familiarity with the rules of the organization, both local and parent, parliamentary practice, minutes of the previous meeting, a calendar of events and commitments, records of adopted policy, the roster of members and names of officers and chairmen.

In a large meeting or a convention, it is important that the agenda be well planned and that each member of the entire session be timed accurately and spaced in efficient and attractive sequence.

Procedure for Order of Business

The following procedure for an order of business is suggested.

1. Call to Order

Presiding officer raps the gavel once and announces, "The meeting will come to order."

2. Opening Ceremonies (optional)

3. Roll Call (usually only necessary to establish a quorum and is optional)

4. Reading and Approval of the Minutes

Chair: "The Secretary will read the minutes"; following the reading, the Chair will ask, "Are there any corrections to the minutes?" (Additions and omissions are corrections, therefore not used in this question.) If there are none, the Chair says, "The minutes stand approved as read." If there are corrections, they are usually made by general consent and the Chair says, "The minutes stand approved as corrected."

5. Reports of Officers, Boards and Committees

Chair: "The Treasurer will now report." Following the report, the Chair will ask, "Are there any questions on the Treasurer's Report?" If there are no questions, the Chair says, "The report will be filed for audit." (A Treasurer's Report is never adopted.)

Officers who have reports will be called on in proper order. The presiding officer should know in advance who is prepared to report.

6. The Board or Executive Committee may be empowered to transact business.

The action taken is read by the Secretary for information as a Report of the Board. If the Report carries a recommendation, action may be taken at the time of the Report or under New Business.

7. **Standing Committees** are usually called upon in the order in which they are listed. The Chair should know in advance who is prepared to report. If the Report is for information only, no action is taken; if the report brings a recommendation, action may be taken at this time or under New Business. Action on the report is moved by the reporting member.
8. **Special Committees** are usually called on in the order in which they were appointed. If the Report is given for information, no action is taken; if the Report brings a recommendation, the reporting member may bring the recommendation for action at this point or under New Business.
9. **Unfinished Business** is business postponed or referred by motion or left unfinished from the previous meeting as recorded in the minutes (not referred to as “old business”).
10. **New Business** may be introduced by the Chair or by any member. The Chair will ask, “Is there any new business?” at which time there is an opportunity to bring new items of business by motion or resolution.
11. **Program** (If there is a planned program, the schedule should be optional.)
12. **Announcements**
13. **Adjournment** – The Chair asks, “Is there any further business to come before the assembly?” If the Chair hears none, the Chair may declare the meeting adjourned; however, a motion may be made to adjourn the meeting, requiring a second to the motion and a majority vote. The meeting is not adjourned until the Chair declares it adjourned.

A motion is a proposal to bring a subject to a group for its consideration and action. Motions are not all the same. They fall within certain classes, and some take priority over others. The following explains these classes of motions.

1. **Main Motions:** A main motion is a motion whose introduction brings before the assembly a question or business for consideration when no other business is pending. Only one main motion can be considered at a time, and no other main motion may be introduced until the first one is disposed of in some manner.
2. **Subsidiary Motions:** Subsidiary motions assist the assembly in treating or disposing of a main motion. Since they relate to the question before the house, it is in order to propose a subsidiary motion when a main motion is still before the assembly. The vote on the subsidiary motion is taken before the action is taken on the main motion. (See chart of motions and RONR, p. 62.)

Motions

Classes of Motions

3. **Privileged Motions:** Privileged motions do not relate to the pending business but deal with special matters of immediate and overriding importance. Privileged motions may interrupt debate before the assembly. (See chart of motions and RONR, p. 66.)
4. **Incidental Motions:** Incidental motions are motions incidental to another motion pending or incidental to other business at hand, such as suspending the rules or closing nominations. (See chart and RONR, p. 69.)
5. **Motions That Bring a Question Again Before the Assembly:** These motions bring a question that has already been considered by the assembly back before the assembly, as in the case of the motions to rescind or take from the table. (See chart and RONR, p. 74.)

Making a Motion

To properly make a motion, the following procedures are followed:

1. **Member rises and addresses the Chair.**
“Mr. /Madam President or Chairperson.”
2. **Chair recognizes the member.**
3. **Member:** “I move that _____ (states motion).”
4. **Second to motion** (not necessary to stand).
“I second the motion.” If the motion comes as a recommendation from two or more members, the motion does not need a second.
5. **Chair states motion:** “It has been moved by (name) and seconded that _____.”
6. **Discussion:** If the motion is debatable, every member has the right to debate; the Chair refrains from debate while presiding. The Chair carefully determines the order in which members are recognized to speak, giving first opportunity to the proposer of the motion. Care should be given to assure that discussion is related to the question.
7. **The Chair says,** “If there is no further discussion, the motion is _____ (restate motion).”
8. **Vote:** The Chair says, “All those in favor of _____ (the motion stated) say ‘aye.’ Those opposed say ‘no.’”
9. **Result of the vote is stated by the Chair.** “The motion is carried” or “the motion is lost.”

Amending a Motion

To amend a motion is to alter or modify the wording of a motion that has already been made.

1. **Methods of Amending**
 - a. Insert
 - b. Add (at the end)

- c. Strike out
- d. Strike out and insert (words only)
- e. Substitute (a paragraph)

An amendment must be germane to the main motion; it must relate to the same subject matter.

2. Types of Amendments

- a. Primary – an amendment that applies directly to the main motion.
- b. Secondary – an amendment that applies directly to the primary amendment only.

No amendment beyond the above is in order, and only one of each may be made at one time. It is possible to have a motion, an amendment to the motion and an amendment to the amendment before the assembly at one time.

3. Voting on Amendments

- a. Discussion and vote on secondary amendment.
- b. Discussion and vote on primary amendment as amended (if amendment carried).
- c. Discussion and vote on main motion as amended (if amendments carried).

Some of the most often used motions are these. Their purposes are also explained.

Main Motion – a motion to bring a matter before the assembly for discussion and action.

Amendments – primary and secondary amendments are to modify or change a motion. (See “amendments.”)

Postpone Indefinitely – to reject a motion or question pending without taking a direct vote. The effect is to “kill” the main motion.

Refer to a Committee – to delay action; to give more time for consideration or study of the matter.

Postpone to a Definite Time – to delay action on a proposed question to a specified time.

Limit or Extend Debate – to limit by decreasing the allotted time or to extend by increasing the allotted time. (See chart.)

Call for the Previous Question – a motion to determine whether the assembly will cut off debate and vote at once on the pending question (requires two-thirds vote).

Lay on the Table – a motion which enables the assembly to put aside a pending question temporarily; can be brought back by a motion to take from the table (not intended as a killing motion).

Call for Orders of the Day – a request that the prescribed rules of order be followed.

Some Most Used Motions

Questions of Privilege (Personal and General) – a motion requesting special privilege for an individual or the assembly.

Recess – to dissolve an assembly temporarily.

Adjourn – to close a meeting officially.

Fix Time and Place to Which to Adjourn – to provide for another meeting (called “adjourned meeting”) to continue business that was not completed in present session.

Point of Order – to request enforcement of the rules of order.

Appeal From the Decision of the Chair – to question a decision of the Chair; an effort to reverse the decision of the Chair on a point of order.

Objection to Consideration – to suppress and prevent discussion of an undesirable or sensitive question (must be raised before debate begins).

Withdraw – to remove a matter for consideration without a vote upon it. (May be made by the mover or by permission of assembly.)

Take From the Table – to take up a matter which has been laid on the table.

Reconsider – to consider or bring back a matter previously voted. Motion to reconsider must be made by voter on prevailing side and must be made on the same day or in the same session.

Rescind – to repeal or annul action previously taken. Requires majority vote with previous notice, two-thirds without notice.

Ratify – to make legal action taken in an emergency.

Chart for Determining When Each Motion Is in Order

In the chart below, the privileged, subsidiary, incidental and main motions are listed in order of rank. The motion at the top takes precedence over all the others, and each of the remaining motions takes precedence over all those below it. A main motion is in order only when no other motion is pending.

When a given one of the motions listed is immediately pending, then (a) any other motion appearing above it in the list is in order, unless a condition stated opposite the other motion causes that motion to be out of order, and (b) motions listed below the given motion, which are not already pending, are out of order (except for the application of amend or the previous question to certain motions ranking above them).

	In order when another has the floor	Requires a second	Debatable	Vote required
PRIVILEGED MOTIONS (Can Quinton Really Afford a Ferrari? – ranking order)				
To fix the time to which to adjourn	No	Yes	No	Majority
To adjourn	No	Yes	No	Majority
To recess	No	Yes	No	Majority
To rise to a question of privilege	Yes	No	No	Chair rules
To call for the order of the day	Yes	No	No	None
SUBSIDIARY MOTIONS (Pearls Are Classy, Pretty Lady, Pretty Lady – ranking order)				
To lay on the table	No	Yes	No	Majority
To call for the previous question	No	Yes	No	Two-thirds
To limit or extend limit of debate	No	Yes	No	Two-thirds
To postpone to a definite time	No	Yes	Yes	Majority
To refer to a committee	No	Yes	Yes	Majority
To amend	No	Yes	Yes	Majority
To postpone indefinitely	No	Yes	Yes	Majority
INCIDENTAL MOTIONS (Non-ranking motions)				
To suspend the rules	No	Yes	No	Two-thirds
To withdraw a motion	Yes	No	No	Majority
To call for reading of papers	Yes	Yes	No	Majority
To object to consideration	Yes	No	No	Two-thirds (opposed)
To rise to a point of order	Yes	No	No	Chair rules
To rise to a parliamentary inquiry	Yes	No	No	Chair responds
To appeal from the decision of the Chair	Yes	Yes	No (if relates to priority business or decorum)	Majority (in negative)
To call for a division of the house	Yes	No	No	None
To call for a division of the question	No	Yes	No	Majority
MOTIONS THAT BRING A QUESTION AGAIN BEFORE THE HOUSE				
To reconsider (see definition, Most Used Motions)	No	Yes	Yes	Majority
To rescind	No	Yes	Yes	Majority (previous notice)
To take from table	No	Yes	No	Majority
MAIN MOTIONS	No	Yes	Yes	Majority

Officers

Good leadership and informed membership are directly related to the officers' knowledge and skillful use of parliamentary procedure and rules of order. The usage – extent and the diversity – depend on the particular organization. Since the quality and the effectiveness of an organized group is often determined by the proficiency of its leaders, choices of officers and other leaders must be made on the basis of the best qualifications for appropriate positions. Members and officers should be familiar with functions of their officers, their officers' qualifications and duties as prescribed by the organization's bylaws.

The term PRESIDENT or CHAIRPERSON is a title given to the presiding officer unless a special title is chosen by the organization. The officers in line to serve in the absence of the PRESIDENT are VICE PRESIDENTS or VICE CHAIRPERSONS. The SECRETARY is the recording officer and fills other secretarial duties if there is no CORRESPONDING SECRETARY. The TREASURER is the custodian of the funds.

There may be additional officers specified in the bylaws, such as Director, Librarian, Historian and Chaplain, with assigned special duties.

The PARLIAMENTARIAN is a consultant to the PRESIDENT or other members of the organization and should be appointed by the PRESIDENT.

Qualifications of Officers

President: Should be a good member and know the structure and purpose of the organization, have the ability to get along well with people, be able to preside with dignity, have a sense of humor.

Vice President: Should have most of the qualities of the President since the Vice President acts in the absence of the President.

Recording Secretary: Should be prompt and dependable, accurate in work, possess some skill in the use of words.

Corresponding Secretary: Should be cordial and tactful and understand good principles of letter writing.

Treasurer: Should have an understanding of good business procedure, capacity for handling money, some bookkeeping skills and unquestioned honesty.

Qualifications of the other officers depend on the purpose for which they exist as defined by the organization and its rules.

Duties of Officers

The general duties of the officers are stated in recognized parliamentary authority; general and specific duties are included in the bylaws and standing rules of the particular organization. The following list includes those duties generally considered important for good performance.

President:

1. Prepare a detailed order of business and agenda for each meeting.
2. Open meetings on time as designated.
3. Conduct the meeting but not dominate it; be firm but courteous.
4. Know the rules of correct procedure and use them skillfully.
5. Exact obedience to bylaws and other rules and policies.
6. Conduct business in a manner that ensures the right of every member.
7. Meet the demands of the office unselfishly.
8. If given the authority, select chairmen, committees and appointive officers for qualification for the particular assignment.
9. Leave the chair to debate.
10. Vote as other members in ballot vote; may vote to break tie in voice vote only.
11. Observe and supervise the basic program of work of the local and the parent organizations.
12. Where bylaws designate, serve as ex-officio member of committees. (See RONR, p. 402, #48.)
13. Sign all necessary orders, reports or financial transactions as defined in the rules of the organization.
14. Acquire and use all tools necessary to the conduct of the office. (Bylaws and other rules of the group and parent organization; a copy of recognized parliamentary authority; appropriate handbooks, yearbooks, publications, list of officers, chairmen and members.)

Vice President:

1. Preside in the absence of the President.
2. Assume such other positions of responsibility as may be designated in the bylaws or otherwise prescribed.
3. If the bylaws so indicate, fill a vacancy in the office of President. Vice Presidents, where there be more than one, assume duties in the order of their office (1st V Pres., 2nd V Pres., etc.)

Secretary:

1. Keep a precise permanent record of the proceedings called minutes.
2. Keep a file of reports.
3. Prepare a list of unfinished business for the President.
4. Have for ready reference in meetings minutes, bylaws and policy references, roll of members, other pertinent lists.

5. Take accurate notes of proceedings and transcribe them into permanent form immediately following the meeting. Request that complicated motions be provided in writing, signed by the maker of the motion.
6. Write minutes in brief, carefully worded sentences.
7. Sign minutes with the name used in the membership roster (no "respectfully submitted"). When approved or corrected, initial or sign with date of approval. Write corrections in the margins.
8. Send a copy of minutes to the President within a reasonable time.
9. Read correspondence if there is no Corresponding Secretary; read reports of absentee members.
10. Present recommendations of the Board or Executive Committee. The Secretary may make motions, debate and vote.
11. Sign with other officers official papers and documents as prescribed.
12. Call a meeting to order in the absence of the presiding officers and preside over the election of a temporary Chair.

Treasurer:

1. Be custodian of all funds.
2. Receive funds systematically and according to the rules.
3. Deposit all monies in such financial institutions as may be approved by the organization or its Board.
4. Disburse funds as designated and keep a schedule of payment obligations.
5. Expend only on proper authority.
6. Keep an accurate account and make such reports as may be desirable. Be prepared to have books audited, and deliver records to successor on time.
7. Include in the report the balance at the beginning of the period, receipts, disbursements and balance on hand at close of period. The Treasurer's report is never adopted; it is referred for audit or placed on file.
8. Provide copies of the report to the President and the Secretary.
9. Where large amounts of money are involved, the Treasurer should be bonded for protection of the officer and the security of the organization.

Parliamentarian:

1. Have a thorough knowledge of correct parliamentary procedure for conducting meetings and interpreting the rules of the organization.
2. Serve as an "advisor" to the President at the discretion of the President and other officers or members on matters related to the organization.

3. Give “opinion” or “advice” not a “ruling” since the Chair rules.
4. Serve as a consultant to committees on rules, bylaws, elections, resolutions.

Other Officers:

Duties of other officers should be carefully described in bylaws or rules according to the needs of the organization and its parent body.

Specialists and Consultants:

Many organizations depend on the guidance of persons qualified to give leadership in special fields and to teach certain skills. These may be provided for in bylaws, standing rules or in the established policy of the organization.

Many organizations have a Board to take care of the essential business between meetings. It may be called Board of Directors, Executive Board, Board of Managers or Board of Trustees. The bylaws should state the name of the board, who shall serve as members and the duties and authority of the board.

In large organizations, there is also an Executive Committee, usually composed of the elected officers, to act in emergencies between meetings of the Board or the membership. In some instances, it is expedient to have this body as the only subordinate group, with its duties and authority usually designated for a board.

A nomination is the presentation of the name of a person to the assembly as a nominee for an office to be filled.

Most organizations have detailed provisions for nominating and electing officers in the bylaws or other governing rules. Such details usually include the method of nominations, time of nominations, time and method of election and details of installation (if this is observed).

Listed below are the most frequently used methods.

1. Nominations From the Floor.

- a. In order when the presiding officer calls for them.
- b. Require no second.
- c. The presiding officer repeats the names of the nominees and the secretary records them.
- d. When the presiding officer is sure that every opportunity has been given for nominations, the presiding officer may declare the nominations closed. It is in order for any member to move to close nominations; the motion requires a two-thirds vote. Nominations may be reopened by a motion and a majority vote.

Board of Directors

Nominations and Elections

Nominations

2. **Nominations by a Nominating Committee.**

- a. The nominating committee shall be *elected by the organization according to the rules of the organization. (Bylaws, policy rules, parliamentary authority.)*
- b. The nominating committee shall submit to the organization, at the prescribed time, the names of nominees proposed for office (copies to Presiding Officer and Secretary).
- c. Following the report of the nominating committee, the presiding officer shall call for nominations from the floor. When no further nominations are presented, the presiding officer may declare the nominations closed or entertain a motion to close nominations.
- d. The report of the nominating committee is never adopted. (Voting is the act of adoption.)
- e. The membership of the organization may be informed of the names of proposed nominees before the meeting at which the committee submits its report. This should be written into the bylaws or standing rules if the procedure is acceptable.

Elections

Being nominated to office does not within itself put a person in office. Nominees must be elected. To be elected to office involves member voting. The usual methods of voting following the closing of nominations are as follows.

1. **Voice Vote:** Election may be by voice vote unless a ballot vote is required. (The motion to instruct the secretary to cast the ballot is not good procedure.)
 - a. Nominees are voted on in the order in which they are nominated.
 - b. Tellers may be appointed to assist with the count of votes and report to presiding officer.
 - c. The presiding officer officially announces the result and declares the election.
2. **Ballot Vote:**
 - a. When a ballot vote on nominees is required or expedient, it is important to make the necessary preparation for ballots, ballot boxes, time allotment and space as needed.
 - b. Tellers to count the ballots should be carefully selected and instructed on correct procedure. Common sense must govern the validity of ballots if no rules exist. Three is the usual number of tellers, but size of organization may determine number.
 - c. Tellers report the result of the election at the designated time and give copies of the report to the presiding officer and the secretary.

- d. The presiding officer repeats the results and declares the election.

Officers assume their duties at the time designated by the organization. Usually the time is stated in the bylaws and provides for taking office at the close of the meeting at which they are elected or following an installation at some future time. If no rules exist in practice or policy, the officers assume their duties upon election.

Organizations that have a widely distributed membership and find it difficult to assemble members for elections may opt to hold elections by mail or permit proxy voting. Both of these methods are complicated and require detailed governing rules.

It is necessary that every permanent organization have rules in order to define the organization, to provide for efficient and equitable transaction of its business and to protect its membership. These rules are generally in the form of bylaws, which deal with basic rules of the organization itself (i.e., name, purpose, etc.), and standing rules, which deal with the administration of the organization. It is the recommended practice that the basic rules be combined in a single instrument called "bylaws."

An organization that is incorporated, to meet legal requirements, will have Articles of Incorporation, with bylaws and standing rules. Otherwise, bylaws and standing rules are the recommended form for rules of an organization today.

There should be a committee to prepare proposed bylaws. (Note – If a qualified Parliamentarian is available, the assistance of one may be helpful in developing the proposed bylaws.) When completed, copies of the proposed bylaws should be given to every member in advance (at least one to two weeks) of the meeting at which they are to be considered and action taken.

At the meeting at which the proposed bylaws are to be considered, a motion is made to adopt the proposed bylaws (usually made by the Committee Chairman or a member of the bylaws committee). The bylaws are read one Article at a time, discussed and amended before going to the next Article. After all Articles have been discussed, it is good procedure for the presiding officer to ask if there are any further amendments to any of the Articles discussed prior to the vote on the motion to adopt the bylaws. A majority vote is necessary to adopt the bylaws. Note: Bylaws become effective immediately upon their adoption unless otherwise stated.

The following outline includes Articles that are usual in bylaws, in the usual order. Bylaws may reflect variations on these, depending on the type, size and complexity of the organization. Bylaws should be kept as simple and unrestrictive as possible, including only those rules necessary to facilitate the work of the organization.

Bylaws and Standing Rules

1. **A Suggested Outline for Bylaws is as follows.** This suggested outline spells out what should be included under each article.

ARTICLE I. Name

The exact and properly punctuated name should be used.

ARTICLE II. Object

A brief general statement of purpose.

ARTICLE III. Membership

This article usually will have several sections dealing with membership qualifications, classifications (if any), acceptance and resignation procedures. Unless members' financial obligations are complicated, this Article should also include a section on required fees and dues and procedures for payment and notification of members if delinquent.

ARTICLE IV. Officers

This will include sections naming officers, qualifications for office, terms of office, duties and procedures for election or appointment and for filling vacancies.

ARTICLE V. Meeting

This will include sections on regular meetings (hour for this is better set in the Standing Rules), annual meetings and special meetings. It also includes a section establishing quorums for meetings.

**ARTICLE VI. Governing Board
(Executive Board, Board of Directors, etc.)**

The Article includes sections to establish composition of the Board, to specify powers delegated to the Board and to set meeting and quorum requirements of the Board.

ARTICLE VII. Committees

This Article specifies necessary Standing Committees and duties of each. It also should include a section on special committees, how they shall be created and how committee members are appointed.

ARTICLE VIII. Finances (if necessary)

This Article would include sections on financial policies and budgeting.

ARTICLE IX. Dissolution

Most organizations of any size and/or complexity include this Article to provide for disposition of assets in the event of dissolution of the organization.

ARTICLE X. Parliamentary Authority

Robert's Rules of Order, Newly Revised, is the recommended authority.

ARTICLE XI. Amendments

This will include requirements for amending bylaws. The accepted form is: Bylaws may be amended at any meeting provided that the amendments have been submitted (preferably in writing) to the membership within a specified number of days prior to action on these amendments.

2. Standing Rules

Standing Rules are rules that deal primarily with administration of an organization. They are not necessarily proposed at the time of adoption of the bylaws, rather they are presented and adopted as a need arises in the organization. Standing Rules are adopted by majority vote and may be suspended by majority vote. They can be amended or repealed by two-thirds vote without previous notice or by majority vote if previous notice is given.

Adopt – to accept or approve a report or statement.

Adjourn – to close a meeting officially.

Agenda – a detailed outline of the items under the order of business for a specific meeting.

Approve – to adopt, to accept, to agree to or to ratify.

Assembly – a gathering or group of persons with common interest and purpose.

Chair – the presiding officer; the president; the chairperson.

Debate – discussion.

Ex officio – by virtue of office (to be designated in bylaws). Full privilege of other members.

General Consent – informal agreement without the formality of a motion.

Germane – closely related; of the same subject matter.

House, The – the assembly. Members assembled for the transaction of business.

Order of Business – a sequence of business to be taken up at a session of an assembly; a schedule of business to be considered at a meeting.

Pro Tem – for the time being; acting in place (Latin pro tempore).

Quorum – the number of members, as stated in bylaws, that must be present for a legal transaction of business. If not stated in bylaws, it is a majority of the membership.

Rank – precedence; having priority.

Recess – an intermission within a meeting approved by the members.

Definitions

General Definitions

Definitions Related to Motions

Amend – modify or change.

Immediately Pending Question – the last question stated by the chair.

Motion – a formal proposal that certain action be taken; the question.

Main Motion – a motion which introduces a new subject.

Pending Question (motion) – a motion that has been stated by the chair and is under consideration.

Question, The – the business before the house.

Resolution – a formal motion. It may have a preamble setting forth the reasons.

Definitions Related to Votes

Division of the House – a rising vote to determine the exact number of votes.

Majority Vote – more than half of the votes cast by persons entitled to vote.

Plurality Vote – the highest number of votes when there are three or more choices.

Tie Vote – the same number on each side.

Two-Thirds Vote – two-thirds of the votes cast by persons entitled to vote.

Definitions Related to Methods of Voting

Ballot Vote – a written vote; secrecy the main object.

Mail Vote – method to be provided in bylaws.

Proxy Vote – a vote cast by another on authority given by member; only valid if provided in bylaws.

Roll Call – voice vote by calling roll of members.

Standing Vote – members stand to indicate vote.

Unanimous Vote – no one dissenting.

Voice Vote – response of “aye” or “no” by members to indicate vote.

Definitions of Governing Documents (Laws and Rules)

Articles of Incorporation – rules contained in a “corporate charter” issued by a state, setting forth legal agreements with the organization for the protection of the name, property and membership liability.

Bylaws – a document adopted by an organization which contains the basic rules for governing that organization. Now recommended as the combined “constitution” and “bylaws” into a single instrument called “bylaws.”

Charter – a document issued by a parent organization granting permission to a local group to operate as an affiliate.

Rules of Order – written rules of procedure for business meetings.

Standing Rules – rules which deal with the details of the administration of an organization and which are of temporary or semi-permanent nature and may be adopted or changed without previous notice.

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