

# Call to Order – Meeting Rules, Procedures and Advice for Non-Profit Organizations, 2<sup>nd</sup> ed. by Herb Perry and Susan Perry

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## Part 4: The Rules at a Glance

### Adjournment

1. Members may move adjournment at any time during a meeting but may not do so when another motion is being discussed.
2. A motion to adjourn requires a seconder and is then open for discussion and subsequent vote.
3. The chair may adjourn the meeting without a vote of the members only if:
  - a. Discussion and conduct has degenerated to the point order cannot be restored.
  - b. An emergency exists, such as fire or flood.
  - c. All the business on the approved agenda has been concluded.

### Agenda

1. The agenda belongs to the meeting.
2. Immediately following the call to order and any opening remarks from the Chair, the next item shall be "Approval of the Agenda." The Chair shall ask, "May I have a motion for approval of the agenda."
3. After the motion to approve the agenda has been made and seconded, members may move amendments to add or delete items, or change the sequence.
4. After the agenda, as presented or as amended, is approved, the meeting proceeds to the next item, usually the minutes of the previous meeting.

### Amendments

1. Amendments, being themselves motions, are subject to the rules of motions: they require a mover, seconder, and acceptance by the chair.
2. An amendment must address a motion under present consideration by the meeting.
3. An amendment must add to, delete from, or substitute a word or words in main motion, or divide the motion.
4. Amendments may not be amended.
5. Only one amendment may be on the floor at one time.
6. Any number (subject to the ruling of the chair) of amendments may be made, but they must be dealt with one at a time. An amendment can only be moved after the preceding one has been voted on.
7. After all amendments have been voted on, the discussion on the main motion (in its original or now-amended form) resumes.

### Appeal a Ruling

See [Challenge the Chair](#)

## Business Arising

1. No item called Business Arising should appear on a meeting agenda. Items from the previous meeting that warrant further discussion should be treated as separate agenda items.

## Call to Order

1. Meetings start or reconvene only when the chair calls the members to order. The chair should try to do this at the appointed time, but he or she must exercise judgment concerning the number of members present and possible reasons for delays.
2. In the event of the unexplained absence of the chair, neither the vice-chair nor any other person may call the meeting to order until at least 15 minutes after the announced starting time.

## Chair Voting Rights

see [Tie Votes](#)

## Challenge the Chair

1. Every member at an association meeting has the right to propose a challenge to any specific decision or ruling of the chair.
2. Those proposing a challenge to the chair do so by interrupting to state, "I challenge the Chair."
3. If there is a seconder, the chair must recognize the challenge.
4. Debate on a challenge is not permitted.
5. The chair has the option of immediately:
  - a. Revising his or her ruling or decision to the satisfaction of the challenger;
  - or
  - b. Putting the matter to the vote of the meeting.
6. Only a majority vote can reverse a decision of the chair. In the event of a tie vote, the decision of the chair is sustained.

## Closure

See [Limiting Discussion](#)

## Conflict of Interest

1. A member who has a conflict of interest shall declare this when the agenda is being approved, if possible, or at the first opportunity thereafter.
2. Those who declare a conflict of interest may neither speak nor vote on any motion or amendment made concerning the matter on which they have made the declaration.
3. Those who abstain from participation or leave the meeting because of their declared conflict of interest are still included as present in determining whether there is a quorum.
4. The minutes must record all declarations of conflict of interest.

## Cumulative Voting

1. Cumulative voting may be used only if provided for in the bylaws.

## Discussion

1. Discussion begins only after a motion has been accepted by the Chair.
2. The mover has the right to speak first.
3. The seconder has the right to speak second. (This right is usually waived.)
4. A member wishing to enter the discussion must so indicate to the Chair, usually by raising his or her hand or by standing and wait until recognized.
5. Members should begin their comments with, "Mr./Madam Chairman, I support (or cannot support) the motion because...."
6. Normally the Chair will not permit a member to speak a second time until everyone who wishes to speak has spoken once. Exceptions will be made at the discretion of the Chair, for instance when a particular comment requires clarification from a previous speaker,
7. All speakers should practice good manners and be considerate of the rights, including the right to differ, and feelings of other members.

## Dissent

1. A member who votes against a motion that carries, or who votes for a motion that is defeated, may have his or her dissent (from the majority) recorded in the minutes of the meeting so requesting immediately after the result of the vote is announced.
2. A member who is absent from a meeting may have his or her dissent from any item(s) recorded in the minutes by a written request sent to the secretary within a reasonable time (usually 10 days) after the draft minutes have been received.

## Elections

1. Candidates become eligible for election to a board or office by a member stating, "I nominate 'X' for election to the position of 'X'."
2. A nomination does not require a seconder.
3. The chair will indicate acceptance of the nomination by stating, "'X' has been nominated, is he/she willing to be nominated?"
4. The chair will then ask if there are further nominations and repeat the process until no additional names are put forward.
5. The chair will then declare nominations closed.
6. If the number of members nominated, for example to the board, exceeds the number of vacancies, the chair will call for a vote, preferably by ballot, the mechanics of which should be outlined in the bylaws.
7. When voting is by ballot, vote counters are appointed either by the chair or in accordance with the bylaw provisions.
8. Those who count the ballots report the results to the chair. Note that those counting do not declare candidates elected, as this is the responsibility of the chair.
9. When those counting the ballots have reported the count, the chair will declare the elected candidate(s).

10. If the number of members nominated only equals the number of vacancies and there are no further nominations, the chair shall declare nominations closed and the member(s) elected by acclamation.
11. In the election of officers each position shall be filled separately.
12. A newly elected chair assumes the office immediately upon being declared elected, unless the bylaws or terms of election specify otherwise.

### Interrupt

1. Any member may interrupt a speaker only if he or she sincerely believes that a matter of honor, information, safety or other similar item cannot properly wait until the speaker finishes.
2. The interrupter states, "Mr./Madam Chairman, I interrupt," and then waits to be recognized by the chair.
3. The chair will ask the reason for the interruption and either act on information supplied or declare the interruption unjustified and direct the speaker to continue.

### Limiting Discussion

1. How long discussion should continue before a vote is called for is at the discretion of the chair.
2. Members may request that "the vote be now called" or, when the vote is called, members may request that discussion continue. The chair accepts or denies the request. Members must then accept the ruling, or challenge the chair.

### Majority

1. At all meetings, unless otherwise provided by the bylaws or other statutes, a simple majority is sufficient to carry any motion.
2. A simple majority is one more than half of the votes cast.

### Members' Rights Regarding Visitors

1. Visitors (non-members) may be permitted to attend any meeting,
2. By invitation from the chair, visitors may address the meeting, ask and answer questions, and take part in discussions.
3. Visitors are not permitted to move or second motions nor do they have members' rights to interrupt, challenge, or vote.
4. Members have the right to request that a visitor(s) be excluded from the meeting. Whether the request is acted on depends on the ruling of the chair or the vote of the members.

### Motions

1. To be placed before a meeting for discussion and voting thereon, three things must happen to a motion. It requires, in
2. this order, a mover, a seconder, and acceptance by the chair.
3. When moved, seconded, and accepted, discussion may begin. The mover has the right to be both the first and the last speaker.
4. Movers and seconders, like their fellow members, have the right to vote for or against or to abstain from voting on the motions they have moved and seconded.

## Motion to Receive, Adopt, Accept, Approve

1. When a committee report is presented to a meeting, the first motion to be made concerning it is that it be "received."
2. A motion to receive may be amended only to divide the report for receipt of one section at a time.
3. If the vote to receive a report is in the affirmative, the next motion concerning the report will normally be one to adopt, approve, or recommend its proposals to another body.
4. The meeting may table or refer the report.

## Motion to Refer

1. A motion to refer, whether made as a main motion or while discussion is in progress, is fully open to discussion.

## Motion for Tabling or Postponing

1. A motion to table (or postpone) may be made only if the postponement is until a fixed date or until some specific and known event has occurred. For example, until the results of the Membership Campaign are known.
2. A tabling motion may be made while the main motion or an amendment is on the floor, and takes precedence.
3. Tabling motions may be discussed. However, the discussion must be confined to the advisability of the proposed postponement.
4. Tabling motions may be amended only to change the length of the postponement.

## Next Meeting

1. The chair should coordinate the selection of the next meeting date before the current meeting is adjourned.

## Notice of Meeting

1. For a committee or board meeting, the notice of meeting should be sent about two to three weeks prior to the meeting. It should contain all information pertinent to the meeting: the association's name, name of the committee (if applicable), place, date, and time of the meeting. It should also include the estimated time of adjournment of the meeting.
2. Notice of committee or board meetings may be dispensed with if it is published and known that meetings are always held at a specific date, time and place, e.g., second Wednesday of the month, 7 p.m., association office.
3. For a general meeting, the notice should be sent at least one month prior to the meeting and should include the association's name and the date, time and place of the meeting.
4. Unless specified in an association's bylaws, a general meeting notice can be produced one of three ways.
  - by written notice sent to members by mail;
  - by publishing the notice in the association magazine or newsletter; or

- by using a newspaper advertisement in appropriate areas where the majority of members reside, with the advertisement appearing twice, once during each of the two weeks prior to the meeting.

Note: the word "mail" should be understood to include electronic methods such as voice mail, email, and fax, as well as courier and mail delivery services.

### Objection to Consideration

1. Objection to consideration of an agenda item must be made in the form of an amendment to delete the item from the agenda, and it is to be done when the tentative agenda is being approved.
2. Objection to consideration of an item not identified on the agenda and which arises during the course of the meeting is effected by an interruption stating the objection. A seconder is not required. The chair will then dispose of the objection by either a ruling or a vote of the members.

### Other Business

1. Those wishing to have an item(s) added to the agenda must move an amendment to the motion to approve the agenda. If the amendment is seconded and carries, the item(s) becomes part of the agenda.

### Point of Order

See [Interrupt](#)

### Privilege

See [Interrupt](#)

### Proxies

1. The bylaws should specify whether proxies are permitted at general meetings of members and who may be a proxy holder,
2. A proxy may be for one specific meeting only. Open, undated, or continuing proxies are not permitted.
3. Proxies are not permitted at directors' or committee meetings.

### Quorum

1. If an association's bylaws or regulations do not state otherwise, a quorum is normally the majority or one more than half the number of persons who are entitled to attend and vote.
2. Meetings to carry on the official business of an association cannot be called to order without a quorum.
3. If a quorum is present at the beginning of a meeting and some members leave thereby reducing the number to less than a quorum, the meeting may continue only if it is the wish of the remaining members to do so.

### Recess

1. The chair may declare a recess whenever he or she considers it prudent to do so.

2. A member may interrupt to move that a short recess be declared. Such a motion requires a seconder and is then open for discussion and subsequent vote.

### Rescind, Reconsider

1. A motion which has been acted on (money spent, contracts signed, meeting adjourned, etc.) may not be reconsidered.
2. Any motion passed or defeated at the previous meeting but not yet acted on may be reconsidered at the subsequent meeting by members moving, seconding, and passing a motion to do so.
3. To reconsider a motion that was dealt with earlier in the same meeting, the mover (but not the seconder) of the motion to reconsider must be a member who voted with the majority on the original vote.
4. A motion of business should be reconsidered once only.
5. Motions of adjournment cannot be reconsidered or rescinded.

### Side Meetings

1. No side meetings should be permitted by the chair at any time during the meeting.
2. When members are being disruptive, the chair should either wait for them to stop or ask them to stop talking.

### Tie Votes

1. The chair does not have the right to vote except when there is a tie vote, in which case the chair shall break the tie by voting according to his or her own judgment of the issue.
2. In certain circumstances, the bylaws or other statutes may call for a unanimous vote, for instance on ethics or other sensitive issues. In these cases, the chair's vote may be included in determining whether or not the members are in total agreement.

### Visitors

See [Members' Rights Regarding Visitors](#)

### Vote of Thanks

1. A motion for a vote of thanks does not require a seconder, acceptance, discussion, or a vote provided:
  - a. the motion does not include any adoption of a report or policy change;
  - b. the motion does not involve a tangible award, medal, gift, or presentation, or an honorary or life membership; and/or
  - c. no member objects.

### Voting Methods

1. Voting at any directors' or members' meeting may be by consensus, voice vote, show of hands, or poll at the discretion of the chair.
2. Anyone entitled to vote at a meeting of members may demand that a poll or ballot be used instead of consensus, voice vote, or show of hands, provided the request is made before the vote is taken or immediately after the result is announced.
3. A demand for a poll or ballot does not require a seconder.
4. A demand for a poll or ballot invalidates the previous result.

## Withdrawing a Motion

1. Motions, after acceptance by the Chair, may not be withdrawn or altered by the mover or seconder.